

Annual General Meeting of BioNTech SE on 17 May 2024

Notes on the rights of shareholders

The invitation to 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 8 October 2001 on the Statute for a European company (SE) ("**SE Regulation**"), section 50 (2) of the German SE Implementation Act ("**SEAG**"), section 118a of the German Stock Corporation Act ("**AktG**"), section 122 (2) AktG, section 126 (1), (4), section 127 AktG, section 130a AktG and section 131 (1) AktG. The following information provides further explanation of these regulations.

1. Request for additions to the agenda in accordance with Art. 56 SE Regulation, section 50 (2) SEAG, section 122 (2) AktG

Shareholders whose shares alone or together account for at least 5% of the share capital or at least the proportionate amount of EUR 500,000.00 (equivalent to 500,000 shares) of the share capital may request that items be placed on the agenda and published.

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 submitted in writing to the Management Board, whereby each new item on the agenda must be accompanied by a statement of reasons or a draft resolution. The request must be received by the Company no later than **Tuesday, 16 April 2024, 24:00 hours (CEST)**. Please send your request to the following postal address:

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

Additions to the agenda that are to be announced, unless they have already been announced when the Annual General Meeting is convened, will be published in the Federal Gazette immediately after receipt of the request and forwarded for publication to media that can be expected to disseminate the information throughout the European Union. They will also be published on the company's website at

<https://investors.biontech.de/agm/agm-2024>

and notified 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 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 (extract)

- (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 a meeting at the request of a minority (extract)

- (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 (extract)

- (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.

2. Countermotions and election proposals from shareholders in accordance with section 126 (1), (4) and section 127 AktG

Every shareholder is entitled to submit countermotions to the resolutions proposed by the Management Board and Supervisory Board on the items on the agenda. Countermotions received by **Thursday, 2 May 2024, 24:00 hours (CEST)** at the address

BioNTech SE
Investor Relations
An der Goldgrube 12
55131 Mainz
Germany

or by e-mail to: HV@biontech.de

will be published on the company's website at

<https://investors.biontech.de/agm/agm-2024>

including the name of the shareholder and any statement of reasons. Any statements by the management 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 **Thursday, 2 May 2024, 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.

Countermotions or election proposals to be made available are deemed to have been submitted at the virtual Annual General Meeting at the time they are made available. The right to vote on such motions can be exercised, even before the Annual General Meeting, as soon as the requirements for exercising voting rights are met. If the shareholder who has submitted the motion is not entered

in the company's share register or has not duly registered for the Annual General Meeting, the motion does not have to be dealt with at the meeting.

Shareholders connected to the Annual General Meeting electronically may also submit motions and nominations during the Annual General Meeting without prior transmission. A more detailed explanation of the procedure provided for this can be found in section 4 below.

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

(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.

(4) In the case of the virtual general meeting, motions that are to be made accessible in accordance with subsections (1) to (3) are considered as having been proposed at the time at which they are made accessible. The company is to enable the voting right to be exercised regarding such motions as soon as the stockholders are able to provide proof that the pre-requisites for exercising the voting right as stipulated by the law or as specified in the by-laws have been met. If the stockholder who has proposed the motion is not properly legitimized and, insofar as registration is required, has not duly registered for the general meeting, the motion need not be addressed at the general meeting.

Section 127 AktG Nominations 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 Announcement of requests for supplements; proposals for resolutions (extract)

- (3) [... sentence 4:] The nominations of candidates for the supervisory board or as auditors are to state their names, the profession exercised, and their places of residence. [...]

Section 125 AktG Notifications for shareholders and Supervisory Board members (extract)

- (1) [... sentence 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 nomination 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.

3. Submission of statements in accordance with section 118a (1) sentence 2 no. 6, section 130a (1) to (4) AktG

Shareholders who have duly registered for the Annual General Meeting or their authorized representatives have the right to submit statements on the items on the agenda prior to the Annual General Meeting by means of electronic communication via the website available at

<https://investors.biontech.de/agm/agm-2024>

accessible via the password-protected Investor Portal ("**Investor Portal**") in text form. The individual access data for the Investor Portal will be sent to shareholders who are entered in the company's share register no later than Friday, 26 April 2024, 0:00 hours (CEST), together with the registration documents for the Annual General Meeting.

Comments must be submitted in text form as a PDF file in accordance with the procedure provided for this purpose. It is requested that the scope of the comments be limited to an appropriate level. A maximum length of 10,000 characters (including spaces) should serve as a guide. It is possible to submit several statements. By submitting a statement, the shareholder or their authorized representative agrees that the statement will be made accessible in the password-protected investor portal, stating their name. Statements must be submitted no later than five days before the Annual General Meeting, i.e. **no later than Saturday, 11 May 2024, 24:00 hours (CEST)**.

Statements submitted that meet these requirements and must be made accessible in accordance with the statutory provisions will be published, disclosing the name of the shareholder or their authorised representative, no later than four days before the Annual General Meeting, i.e. by Sunday, 12 May 2024, 24:00 hours (CEST), in the

<https://investors.biontech.de/agm/agm-2024>

published on the Investor Portal.

Questions, motions, election proposals and objections to resolutions of the Annual General Meeting contained in statements will not be considered as such.

The provisions of the AktG on which this shareholder right is based are as follows:

Section 118a AktG Virtual Annual General Meeting (extract)

- (1) [... sentence 2:] Where a virtual general meeting is held, the following pre-requisites are to be met:

[...]

6. the stockholders are granted the right to submit statements in accordance with section 130a (1) to (4) by way of electronic communication

[...]

Section 130a AktG Right to comment and speak at virtual Annual General Meetings (extract)

- (1) In the case of the virtual general meeting, stockholders are entitled to submit statements prior to the meeting regarding the items of business set out in the agenda, doing so by way of electronic communication using the address provided for this purpose in the invitation convening the general meeting. This right may be restricted to stockholders who have duly registered for the general meeting. The scope of the statements reasonably may be restricted in the invitation convening the general meeting.
- (2) Statements are to be submitted by no later than five days prior to the meeting.
- (3) The statements submitted are to be made accessible to all stockholders by no later than four days prior to the meeting. The ability to access the statements may be restricted to stockholders duly registered for the meeting. In the case of listed companies, the statements are to be made accessible via the company's website; in the case governed by sentence 2, accessibility may be effected via a third-party website. Section 126 (2) sentence 1 nos. 1, 3 and 6 applies accordingly.
- (4) Section 121 (7) applies to the calculation of the time periods set out in subsections (2) and (3) sentence 1.

4. Right to speak in accordance with section 118a (1) sentence 2 no. 7, section 130a (5) and (6) AktG, right to information in accordance with section 118a (1) sentence 2 no. 4, section 131 (1) AktG and right to propose motions in accordance with section 118a (1) sentence 2 no. 3 AktG at the Annual General Meeting

Shareholders or authorized representatives of shareholders who join the Annual General Meeting electronically have the right to speak and to request information at the Annual General Meeting as well as the right to submit motions and nominations for election at the Annual General Meeting. Requests for information as well as motions and election proposals may form part of a speech. It

is not possible for shareholders and their authorized representatives to submit questions in advance of the Annual General Meeting.

To exercise the aforementioned rights, please use the

<https://investors.biontech.de/agm/agm-2024>

accessible Investor Portal. The individual access data for the Investor Portal will be sent to shareholders who are entered in the Company's share register no later than Friday, 26 April 2024, 0:00 hours (CEST), together with the registration documents for the Annual General Meeting.

The right to speak and the right to submit motions and election proposals at the Annual General Meeting shall be exercised by means of video communication; it is planned to stipulate that the right to information may also be exercised exclusively by means of video communication. The aforementioned rights may **only be exercised on the day of the Annual General Meeting from 2 p.m. (CEST) until the time set by the chair of the meeting.**

The minimum technical requirements for a live connection via video communication are an internet-capable device with a camera and microphone as well as a stable internet connection. The company reserves the right to check the functionality of the video communication between the shareholder or authorized representative and the Company at the meeting beforehand and to reject the speech, the request for information or the motion or election proposal if the functionality is not ensured. The chairman of the meeting will explain the procedure for requesting and granting the right to speak at the Annual General Meeting in more detail.

The right to information in accordance with section 131 (1) AktG includes information on company matters, insofar as this is necessary for the proper assessment of an item on the agenda. The Management Board's duty to provide information also extends to the Company's legal and business relationships with an affiliated company as well as the situation of the Group and the companies included in the consolidated financial statements. The Management Board may refrain from answering individual questions for the reasons stated in section 131 (3) AktG.

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

The provisions of the German Stock Corporation Act on which these shareholder rights are based, which also determine the conditions under which the provision of information may be waived, and the relevant provisions of BioNTech SE's Articles of Association are as follows:

Section 118a AktG Virtual Annual General Meeting (extract)

- (1) [... sentence 2:] Where a virtual general meeting is held, the following pre-requisites are to be met:

[...]

3. the stockholders participating in the meeting by electronic means are granted the right to propose motions and to make nominations by way of video communication technology at the meeting,
4. the stockholders are granted a right to seek information in accordance with section 131 by way of electronic communication,

[...]

7. the stockholders participating in the meeting by electronic means are granted a right to speak at the general meeting by means of video communication technology in accordance with section 130a (5) and (6),

[...]

Section 130a AktG Right to comment and speak at virtual Annual General Meetings (extract)

- (5) The stockholders participating in the meeting by electronic means are to be granted a right to speak at the meeting by means of video communication technology. The form of video communication offered by the company is to be used for the spoken contributions. The spoken contribution may consist of motions and nominations under section 118a (1) sentence 2 no. 3, the demand for information under section 131 (1), follow-up questions under section 131 (1d) as well as of further questions under section 131 (1e). Section 131 (2) sentence 2 applies accordingly.
- (6) The company may reserve the right, in the invitation convening the general meeting, to test the functionality of the video communication between the stockholder and the company at the meeting and prior to the spoken contribution and to refuse to admit the spoken contribution if said functionality is not assured.

Section 131 AktG Shareholder's right to information (extract)

- (1) The management board is to inform each stockholder at the general meeting, upon a corresponding demand 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 duty 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 of the Commercial Code, each stockholder 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 duty of the management board of a parent undertaking to provide information (section 290 (1) and (2)

of the Commercial Code) 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) - (1e) [...]

- (1f) The person chairing the meeting may establish that the right to seek information under subsection (1), the right to ask follow-up questions under subsection (1d) and the right to ask questions under subsection (1e) may be exercised at the general meeting exclusively by means of video communication technology.
- (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 stockholder'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 to provide 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) of the Commercial Code; 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 a minimum of 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 stockholder because of their capacity as such, and this was done outside of the general meeting, it is to be provided to every other stockholder making a corresponding demand 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. In the case of the virtual general meeting, it is to be warranted that each stockholder participating in the general meeting by electronic means is able to transmit their demand under sentence 1 by way of electronic communication. The management board may not refuse to provide the information in accordance with subsection (3) sentence 1 nos. 1 to 4. Sentences 1 to 3 do not apply if a subsidiary undertaking (section 290 (1) and (2) of the Commercial Code), a joint venture (section 310 (1) of the Commercial Code) or an associated enterprise (section 311 (1) of the Commercial Code) issues the information to a parent undertaking (section 290 (1) and (2) of the Commercial Code) 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 stockholder is denied the information sought, the stockholder may demand that their question and the grounds for refusing to provide the information be included in the minutes of the meeting. In the case of the virtual general meeting, it is to be warranted that each stockholder participating in the meeting by electronic means is able to transmit their demand under sentence 1 by way of electronic communication.

Section 15 of the Articles of Association of BioNTech SE - Chair of the Annual General Meeting, authorisation to participate, participation of Supervisory Board members (excerpt)

- (3) 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.

5. Declaration of objections pursuant to section 118a (1) sentence 2 no. 8 AktG, section 245 AktG

Shareholders or authorized representatives of shareholders who have joined the meeting electronically have the right to object to resolutions of the Annual General Meeting. Declarations to this effect can be submitted by means of electronic communication via the

<https://investors.biontech.de/agm/agm-2024>

accessible via the Investor Portal and can be submitted **from the opening of the Annual General Meeting on Friday, 17 May 2024, 2:00 p.m. (CEST), until it is closed by the chairman of the meeting.** The individual access data for the Investor Portal will be sent to shareholders who are entered in the Company's share register no later than Friday, 26 April 2024, 0:00 hours (CEST), together with the registration documents for the Annual General Meeting.

The provisions of the AktG on which this shareholder right is based are as follows:

Section 118a AktG Virtual Annual General Meeting (extract)

- (1) [... sentence 2:] Where a virtual general meeting is held, the following pre-requisites are to be met:

[...]

8. the stockholders participating in the meeting by electronic means are granted a right to lodge an objection against a resolution adopted by the general meeting by way of electronic communication.

[...]

Section 245 AktG Right of avoidance (extract)

The following have authority to bring an action for avoidance:

1. any stockholder present in person at the general meeting, provided they have purchased the shares of stock already prior to notice of the agenda having been given by publication and provided they raised an objection concerning the resolution and had it recorded in the minutes;

[...]

In the case of the virtual general meeting, all stockholders participating in the meeting by electronic means are considered to have been present in person within the meaning of sentence 1 no. 1.