

Report of the Supervisory Board on the 2021 financial year

The COVID-19 pandemic determined the year 2021, bringing uncertainty for national economies, for companies, but also for every individual. This makes sustainable solutions to address the COVID-19 pandemic all the more important. And that means, first and foremost, vaccinations. Leveraging its skills and technologies, BioNTech's team has made an essential contribution to address the pandemic and protect lives.

With this contribution, the Company entered a new phase of growth last year. BioNTech has further diversified and strengthened its pipeline, expanded manufacturing and commercial capabilities, and hired many new and highly skilled employees. All of this boosts BioNTech's mission to harness the power of the immune system to improve the health of people worldwide.

We would also like our investors to participate in the Company's exceptional development in the 2021 financial year. Therefore, the Management Board and Supervisory Board will propose a special cash dividend of €2.00 per ordinary share to our shareholders (including shares held in the form of American Depositary Shares, or ADS), corresponding to a total amount of approximately €486.0 million based on the shares outstanding on March 30, 2022. In addition, we expect to authorize an ADS repurchase program pursuant to which the Company may purchase ADS in the amount of up to \$1.5 billion over the next two years to create value for our investors and to satisfy upcoming settlement obligations under our share-based payment arrangements.

Throughout the 2021 financial year, 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.

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

The Supervisory Board continuously monitored the Management Board in its management of the Company, regularly advised it and dealt with the strategic development of the Company.

The development of BioNTech can hardly be compared to any other Company, especially with regards to the development in the last two years and the rapid change that the Company, the business activities and the team at BioNTech have experienced and shaped. As the Supervisory Board, we are applying our know-how, our entrepreneurial focus, and our approach of agile control to this journey. 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 was 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 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. The rapid development of BioNTech requires we, as the Supervisory Board, maintain an active dialogue, quickly review decisions made by the Management Board, taking into account the opportunities and risks, and always keep in mind the vision of harnessing the power of the

immune system to improve the health of people worldwide. 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 assure itself as to 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 seven ordinary meetings were held in the 2021 financial year, on March 24, April 12, May 20, July 27, August 13, September 16, and December 17, 2021, at which the strategic development of the Company was discussed together with the Management Board. In addition, two strategy workshops were held during the 2021 financial year, in which the entire Management Board and Supervisory Board participated. All members of the Supervisory Board attended the individual meetings. Only Dr. Sierk Poetting from the Management Board attended the meeting on April 12, and only Jens Holstein from the Management Board attended the meetings on July 27 and August 13. All other meetings were attended by all members 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. Due to the COVID-19 pandemic and the associated contact restrictions, most of the meetings took place as telephone and video conferences.

The focus of the ordinary meetings in the 2021 financial year was on deliberations regarding the continued development of the Company's business related to our developed COVID-19 vaccine and the associated strategic decisions with regard to the production, supply, delivery and distribution of the vaccine worldwide. In addition to the increased research and development in the areas of oncology and immunology, and the continued development in the area of mRNA vaccines and the issues associated with the completion of many new strategic collaborations, the Supervisory Board was concerned with strengthening and expanding the corporate, manufacturing, commercialization and distribution strategies that had been developed. Part of these strategies were the issues related to the expansion of pipeline development, manufacturing and laboratory capabilities, which the Company addressed by entering into several collaborations, expanding the corporate structure and entering into various investment agreements.

In addition to the focus topic of the COVID-19 vaccine program, the Supervisory Board addressed the following topics during the 2021 financial year:

- Review of production, commercialization, network development, creation of a development plan adapted to changing population health needs worldwide, and national and international distribution of COVID-19 vaccine;
- Review of the expansion of distribution and commercialization of 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;
- Review of the advancement of the diversified portfolio of oncology product candidates and the achievement of clinical trial milestones in the oncology and immunology areas, 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 production capacity and office space, as well as the development of new manufacturing facilities to expand production and distribution capacity worldwide;
- Review of the Company's global growth and related measures such as site expansion in the U.S. or the development of new offices in Shanghai and Singapore;
- Monitoring the Company's financing activities:
 - Completion of several collaboration, investment and licensing agreements;
 - At-the-market offering program, which was launched in November 2020 and under which ADSs, equivalent to one ordinary share each, were sold in May 2021;
- Review of the established terms and parameters for determining the restricted stock units, or RSUs, to be issued in December 2021 under the BioNTech Employee 2020 Long-Term Equity Plan for employees outside the United States;
- Setting the agenda and review of the draft resolutions for the 2021 Annual General Meeting and, in particular, drawing up a draft resolution for a new compensation system for the Management Board and Supervisory Board;
- Review and appraisal of the compensation granted and owed in the 2021 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 2021 goals and the setting of the budget for the 2022 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 2021 financial year;
- Discussion, review and approval of the submitted non-financial report published in the follow-up for the 2021 financial year;
- Revision of the rules of procedure of the Management Board including the schedule of responsibilities after Jens Holstein took up his duties as the new CFO and;
- Conduct of a self-assessment together with an external consultant after expiration and for the 2021 financial year.

We as members of the Supervisory Board regularly participated in training and education initiatives during the 2021 financial year. Some of these trainings were organized by the Company, such as a trainings on the rights and duties of the Supervisory Board, on the requirements for the Supervisory Board by the Financial Market Integrity Strengthening Act (FISG), and on reform efforts and challenges for 2022, which took place in December 2021.

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.

The **Audit Committee consisted** of Dr. Ulrich Wandschneider, Michael Motschmann and Prof. Christoph Huber, M.D. throughout the 2021 financial year. Dr. Ulrich Wandschneider 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, 2020, and the annual financial statements as of December 31, 2020, 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 ten times in the 2021 financial year.

All members of the Audit Committee qualify as “independent directors” within the meaning of Rule 10A-3 under the Exchange Act and Nasdaq Rule 5605. In addition, Dr. Ulrich Wandschneider qualifies as an “Audit Committee financial expert” as defined under the Exchange Act. In addition, as Chairman of the Audit Committee, he has the special knowledge and experience required by the German Corporate Governance Code. In addition, both Dr. Ulrich Wandschneider and Michael Motschmann have expertise in the field of accounting and expertise in the field of auditing.

The **Compensation, Nominating and Corporate Governance Committee** consists of Michael Motschmann, Prof. Christoph Huber, M.D. and Dr. Ulrich Wandschneider. Mr. Motschmann is the Chairman of the 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 2021 financial year it dealt in particular with the formulation of a compensation system for our Management Board members, which was presented and adopted at the Annual General Meeting. In connection with this, the Compensation, Nomination and Corporate Governance Committee dealt with implementation in new Management Board contracts. The actual application of this compensation system in the 2021 financial year was assessed in the form of the compensation report in accordance with Section 162 AktG. In the case of new appointments to corporate bodies, the committee generally makes proposals in this regard to the full Supervisory Board. Jens Holstein was appointed to the Management Board as Chief Financial Officer effective July 1, 2021. In advance to this appointment, the committee met with Jens Holstein to discuss and define his challenges and tasks in the first 90 days of his term of office. The targets for appointments to the Management Board and Supervisory Board resolved on May 4, 2020 will be taken into account when making appointments. In advance of the appointment of Jens Holstein, extensive selection processes took place with several female and male candidates. As a result, Jens Holstein was appointed on the basis of his expertise, his many years of experience and his profile, as he was the most suitable candidate for the position of Chief Financial Officer compared with all the other male and female candidates and was the best fit for the Company. The Supervisory Board is working on the target values set with respect to diversity on the Management Board and will continue to take these into account in the future. In addition, during the 2021 financial year the committee addressed the creation of new Management Board positions and the

associated key topics and held discussions on ESG issues. In addition, the committee is addressing 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 eleven times during the 2021 financial year and also held regular conference calls to discuss current topics.

The **Capital Markets Committee** consists of me, Helmut Jeggle, and Michael Motschmann. I act as Chairman of the committee. The Capital Markets Committee advises the Supervisory Board on capital measures, which during the 2021 financial year took place in the form of our sales agreement, as well as takeover, merger and acquisition activities. During the 2021 financial year, the committee dealt, among other things, with the analysis of BioNTech's investor structure, investors' expectations of BioNTech, recommendations from a wide range of banks, and feedback from investors. The Committee also held discussions on ESG bonds and has also started a discussion on a share buyback program. Furthermore, the committee held discussions on individual targets of potential M&A transactions, regularly discussed updates on planned or ongoing transactions, engaged in and conducted communications discussions. In addition, the committee regularly discussed at-the-market offering programs, addressed ongoing stock option programs, and discussed an M&A and in-licensing strategy. The committee met seven times during the 2021 financial year.

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 29, 2022, 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 2021 financial year.

For the 2021 financial year, we conducted a self-assessment together with an external consultant, which is currently still being evaluated. It covered all key aspects of our work, including committee work, and will take place with all members in the form of virtual interviews. The results of the self-assessment will subsequently be presented by the external consultant and evaluated, discussed and debated together with us with respect to possible suggestions for improvement. This reiterates the professional, very good cooperation within the Supervisory Board and with the Management Board, which is characterized by a high level of trust.

In addition, the Supervisory Board has developed a competence profile for the entire body, 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 competence profile when appointing members to the full body.

Annual and consolidated financial statements audit

In accordance with the resolution of the Annual General Meeting on June 22, 2021, the Supervisory Board has commissioned Ernst & Young GmbH Wirtschaftsprüfungsgesellschaft to audit the annual financial statements for the 2021 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;
- the compensation report in accordance with Section 162 AktG;
- as well as the audit of the internal control system.

The financial statements prepared by the Management Board on March 29, 2022, 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 2021 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 2021 financial year in accordance with Section 162 of the German Stock Corporation Act (AktG), which was adopted on March 29, 2022, 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 30, 2022. 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 2021 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. Taking into account the long-term focus of the Company and the objective of maintaining our sustainable liquidity position, the Supervisory Board endorses the Management Board's proposal to the Annual General Meeting. The Management Board and Supervisory Board will propose a special cash dividend of €2.00 per share (including shares held in the form of American depositary shares, "ADS") from the unappropriated net income for the 2021 financial year, which corresponds to a total amount of approximately €486.0 million based on shares outstanding on March 30, 2022. The proposal is subject to the approval of the Annual General Meeting of shareholders to be held in June 2022, which is to serve as the dividend record date. 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 \$1.5 billion over the next two years. We expect to use all or a portion of the ADSs to satisfy upcoming settlement obligations under our share-based payment arrangements.

Expression of gratitude of the Supervisory Board

BioNTech has developed very successfully over the past year and has equipped itself for the future. For example, BioNTech plans to advance research in the areas of oncology and infectious diseases as well as to invest in new areas of research. Already today, the Company has more than 30 product candidates in a diverse pipeline in the areas of oncology and infectious diseases. Thus, with the newly acquired funds, the Company is well-positioned to realize its vision to fight cancer and other diseases.

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 commitment in the past year, and the employee representatives for their constructive cooperation with the Company's corporate bodies.

Munich, March 30, 2022

BioNTech SE

Helmut Jeggler

Chairman of the Supervisory Board