

**Annual General Meeting of BioNTech SE on 15 May 2026**

**Documentation for**

**Agenda item 10**

**Resolution on the cancellation of the existing Authorized Capital 2025 and the creation of a new Authorized Capital 2026 with the option to exclude subscription rights, as well as the corresponding amendment to the Articles of Association**

Resolution of the Annual General Meeting of the Company on 17 May 2024 regarding agenda items 10 and 11 (as an extract from the notarial record of the Annual General Meeting)

Documentary evidence no. 1241 for 2024 D.

**Minutes**

of the

Annual General Meeting 2024

of

BioNTech SE

with its registered office in Mainz

registered in the commercial register of the local court of

Mainz under HRB 42720

on 17 May 2024

*English Convenience Translation –  
the German language version is decisive*

**BIONTECH**

At the request of the Management Board of

**BioNTech SE,**

with its registered office in Mainz,

I, Notary

**Mascha Diefenbach**

with my official residence in Mainz,

went to the business premises of

**BioNTech SE**

Große Bleiche 54-56, 55131 Mainz

on May 17, 2024, in order to create a transcript of

the Annual General Meeting convened for Friday, 17 May 2024, 2 p.m. (CEST)

.

**Annual General Meeting 2024**

**of**

**BioNTech SE**

**[...]**

**Voting result for agenda item 10**

The Chairman noted and announced:

*During the vote, valid votes were cast for 217,445,891 shares, which corresponds to 87.48% of the registered share capital.*

*The vote resulted in:*

*217, 142,950 YES votes, which is 99.860%  
and 302,941 NO votes, which is 0.14 %.*

*The Annual General Meeting has thus adopted the proposed resolution of the Management Board and Supervisory Board on agenda item 10 “10. Resolution on the authorization to acquire treasury shares, also excluding tender rights, and to use them, also excluding subscription rights, as well as the cancellation of the existing authorization” – as published in the Federal Gazette on April 8, 2024 – with the required majority.*

**Voting result for agenda item 11**

The Chairman noted and announced:

*that 217,434,396 shares were cast in the vote, corresponding to 87.48% of the registered share capital.*

*The result of the vote was:*

*217,118,497 YES votes, corresponding to 99.85%  
and 315,899 NO votes, representing 0.15 %.*

*The Annual General Meeting has thus adopted the proposed resolution of the Management Board and Supervisory Board on agenda item 11 “11. Resolution on the authorization to use derivatives in connection with the acquisition of treasury shares” - as published in the Federal Gazette on April 8, 2024 - with the required majority.*

[...]

These minutes were taken by the undersigned notary and signed by her in person as follows:

- 47 -

Diese Niederschrift wurde von der unterzeichnenden Notarin aufgenommen und von ihr eigenhändig, wie folgt, unterschrieben:

*Mascha Diefenbach*



[...]

**10. Resolution on the authorization to acquire treasury shares, also excluding tender rights, and to use them, also excluding subscription rights, as well as the cancellation of the existing authorization**

The authorization granted to the Company by the Annual General Meeting on August 19, 2019 under Agenda Item 8 pursuant to section 71(1) no. 8 AktG to acquire and use treasury shares will expire on August 18, 2024. In order to ensure that the Company remains in a position to buy back shares or American Depositary Shares (“ADS”) of the Company to the greatest possible extent in the future and without any gaps in time, a new authorization to acquire and use treasury shares or ADS pursuant to section 71(1) no. 8 AktG with the option to exclude subscription rights is to be granted while cancelling the existing authorization.

The Management Board and Supervisory Board therefore propose that a resolution be adopted:

- (a) The authorization granted by the Annual General Meeting on August 19, 2019 under Agenda Item 8 to acquire treasury shares and to use them, also excluding subscription rights, is revoked.
- (b) The Company is authorized until May 16, 2029 to acquire treasury shares in the Company up to a total of 10% of the share capital existing at the time of the resolution or - if this value is lower - at the time this authorization is exercised, for any permissible purpose within the scope of the statutory restrictions and in accordance with the following provisions. The shares acquired on the basis of this authorization, together with other treasury shares held by the Company or attributable to it in accordance with sections 71a et seq. AktG may not exceed 10% of the Company’s share capital at any time. The authorization may not be used for the purpose of trading in treasury shares. The authorization may be exercised in full or in partial amounts, on one or more occasions, in pursuit of one or more purposes, directly by the Company or by a company dependent on the Company or in which the Company directly or indirectly holds a majority interest or by third parties commissioned by the Company or by companies dependent on the Company or in which the Company directly or indirectly holds a majority interest. The authorization, including para c), includes the acquisition of American Depositary Shares (“ADS”) of the Company listed on the NASDAQ stock exchange, subject to the proviso that the number of ADS acquired is to be divided by the number of ADS representing one share when determining the limit of 10% of the share capital.

At the discretion of the Management Board, the acquisition shall be effected (i) via a stock exchange or other multilateral trading system (collectively, “**Stock Exchange**”) on which the shares or ADSs of the Company are traded, (ii) by means of a public purchase offer addressed to all shareholders, (iii) by means of a public invitation to all shareholders to submit offers to sell, or (iv) by the Bill & Melinda Gates Foundation (“**Foundation**”) or its legal successor at the request of the holder, provided that the request is justified under an agreement concluded with the Foundation and is made on the terms and conditions specified in the agreement. The provisions of German or foreign securities acquisition and takeover law must be observed insofar as they apply. The following provisions also apply:

- (i) If the shares are purchased on the Stock Exchange, the Company may only pay an equivalent value (excluding ancillary purchase costs) that does not exceed the Stock Exchange price of the share or ADS at the time of purchase by more than 10% and does not fall below it by more than 20%. The relevant Stock Exchange price within the meaning of the above provision shall be the volume-weighted average of the closing prices of the share or ADS on the stock exchange or in the multilateral trading system with the highest total trading volume (“**Primary Stock Exchange**”) on the last three trading days prior to the obligation to purchase.
- (ii) If the acquisition is made via a public purchase offer, the Company may only offer and pay a consideration (excluding incidental acquisition costs) that does not exceed the volume-weighted average closing price of the share or ADS on the Primary Stock Exchange on the last three trading days prior to the publication of the offer by more than 10 % and does not fall below it by more than 20 %. The above provision applies to the acquisition of shares in the Company (as long as they are not listed) with the proviso that, when calculating the permissible purchase price per share, the Stock Exchange price of an ADS is to be multiplied by the number of ADSs representing one share.

If there is a significant price deviation after publication of the offer, the offer may be adjusted; the relevant reference period in this case is the three trading days prior to the day of publication of the adjustment.

The purchase offer may provide for an acceptance period and other conditions. The volume of the public purchase offer may be limited. If the volume of shares or ADSs tendered for purchase in a public purchase offer exceeds the existing repurchase volume, the purchase may be made in proportion to the shares or ADSs tendered (tender ratios) instead of in proportion to the tendering shareholders’ shareholding in the Company (shareholding ratio), subject to the partial exclusion of any tender rights. In addition, the partial exclusion of any tender rights may provide for preferential acceptance of smaller quantities of up to 100 tendered shares or the corresponding number of tendered ADSs per shareholder as well as rounding in accordance with commercial principles to avoid fractions of shares.

- (iii) If the acquisition is made by means of a public invitation to all shareholders to submit offers to sell, the Company shall set a purchase price range per share or ADS within which offers to sell may be submitted. The Company may only offer and pay an equivalent value (excluding incidental acquisition costs) that does

not exceed the volume-weighted average closing price of the share or ADS on the Primary Stock Exchange on the last three trading days prior to the publication of the invitation to submit offers to sell by more than 10% and does not fall below it by more than 20%. The above provision applies to the acquisition of shares in the Company (as long as they are not listed) with the proviso that, when calculating the permissible purchase price per share, the Stock Exchange price of an ADS is to be multiplied by the number of ADSs representing one share.

- (iv) If there is a significant price deviation after publication of the invitation to submit offers to sell, the offer may be adjusted; the relevant reference period in this case is the three trading days prior to the day of publication of the adjustment.

The invitation may stipulate an offer period and other conditions. The volume of acceptance may be limited. If not all of several offers to sell can be accepted due to the volume limitation, the acquisition can be made according to the ratio of the tender quotas instead of according to participation quotas, with the partial exclusion of any right to tender. In addition, with the partial exclusion of any right to tender, preferential acceptance of smaller numbers of up to 100 tendered shares or corresponding numbers of tendered ADSs per shareholder and rounding in accordance with commercial principles to avoid fractions of shares or ADSs may be provided for.

- (v) If the acquisition is made from the Foundation or its legal successor, the Company may only pay a consideration per share (excluding incidental acquisition costs) that is not less than USD 18.10 and not more than the Maximum Foundation Repurchase Price. “**Maximum Foundation Repurchase Price**” is the higher of USD 18.10 or the fair market value. “**Fair Market Value**” means, if the shares of the Company or rights or certificates representing the shares are tradable on a Stock Exchange (or multilateral trading facility), the closing price per share or per right or certificate representing the shares on the last day prior to the Foundation’s or successor’s request to sell on which the share or right or certificate representing the share was traded on the relevant stock exchange (or multilateral trading facility), and otherwise the fair market value of the Company per share as determined by a mutually agreed expert. In the case of the repurchase of ADSs, the amount of USD 18.10 shall be adjusted in all cases of its occurrence in accordance with the number of rights or certificates attributable to one share; in the case of the repurchase of shares, the fair market value, if determined by the closing price of a right or certificate representing the share, shall be adjusted in accordance with the number of rights or certificates attributable to one share. If the acquisition is made by the Foundation or its legal successor at the request of the holder, any tender right of the shareholders is excluded insofar as the request is justified according to an agreement concluded with the Foundation and is made under the conditions specified in the agreement.

- (c) The Company is authorized to use treasury shares or ADSs of the Company that have been or will be acquired on the basis of this authorization or an earlier authorization or in any other way or are already held by the Company, in addition to a sale via the stock exchange or by means of an offer to all shareholders, for all other legally permissible purposes, in particular for the purposes stated below in para. c) (i) to (vi):

- (i) The treasury shares can be redeemed without the redemption or its implementation requiring a further resolution by the Annual General Meeting. The shares can also be cancelled without a capital reduction by increasing the proportion of the remaining shares in the share capital in accordance with section 8(3) AktG; in this case, the Management Board is also authorized to adjust the number of shares stated in the Articles of Association.
- (ii) The treasury shares or ADSs may be sold in a manner other than via the Stock Exchange or by means of an offer to sell to all shareholders if the shares or ADSs are sold for cash at a price that is not significantly lower than the Stock Exchange price (1) per Company share of the same class, insofar as the Company shares are traded on the Stock Exchange, or (2) per ADS of the Company, whereby for the sale of shares (as long as the Company’s shares are not listed on the stock exchange), the Stock Exchange price per ADS of the Company must be multiplied by the number of ADSs representing one share at the time of the sale. The total number of shares or ADSs sold in accordance with this authorization may not exceed 10% of the share capital, neither at the time of the resolution by the Annual General Meeting on May 17, 2024 nor - if this value is lower - at the time this authorization is exercised. Shares or ADSs issued or sold during the term of this authorization in direct or analogous application of section 186(3) sentence 4 AktG with the exclusion of subscription rights are to be counted towards this limit of 10% of the share capital. Furthermore, shares or ADSs issued or to be issued to service Bonds with option and/or conversion rights or option and/or conversion obligations shall be counted towards this limit of 10% of the share capital, provided that the Bonds are issued during the term of this authorization in corresponding application of section 186(3) sentence 4 AktG with the exclusion of subscription rights. The issue limit of 10% of the share capital applies to ADSs with the proviso that the number of ADSs is to be divided by the number of ADSs representing one share.
- (iii) Treasury shares or ADSs may be offered to and transferred to third parties in return for non-cash contributions, in particular in the context of business combinations and the acquisition of companies, parts of companies and equity interests in companies or other assets or claims to the acquisition of assets, including receivables from the Company or its group companies, as well as licenses or industrial property rights.
- (iv) The treasury shares or ADSs can be used to fulfill option and/or conversion rights or option and/or conversion obligations arising from Bonds that have been or will be issued by the Company and/or companies in which the Company holds a direct or indirect majority interest.

- (v) The treasury shares or ADSs can be used to service the rights of holders of stock options issued by the Company or its group companies under the ESOP 2017/2019 as defined in the resolution on agenda item 6 of the Annual General Meeting on August 19, 2019, also as amended by the resolution of the Annual General Meeting on May 17, 2024 under Agenda Item 12, the 2021 stock option program as defined in the resolution on agenda item 7 of the Annual General Meeting on June 22, 2021, also as amended by the resolution of the Annual General Meeting on May 17, 2024 under Agenda Items 12 and 13, and the ESOP 2024 as defined in the resolution on Agenda Item 13 of the Annual General Meeting on May 17, 2024. If treasury shares are to be transferred to members of the Company's Management Board, the responsibility lies with the Company's Supervisory Board.
- (vi) The treasury shares or ADSs may be offered to members of the Company's Management Board, members of the management of a company in which the Company directly or indirectly holds a majority interest and employees of the Company or a company in which the Company directly or indirectly holds a majority interest for purchase or promised as a compensation component; the offered or promised shares or ADSs may also be transferred to the beneficiaries after the termination of the board or employment relationship. Further restrictions relating to the shares issued may be agreed. Insofar as treasury shares or ADSs are to be offered, promised or transferred to members of the Company's Management Board, this authorization applies to the Supervisory Board.

The authorizations for use pursuant to this para. c) may be used once or several times, in whole or in part, individually or jointly; the authorizations pursuant to para. c) (ii) to (vi) may also be used by dependent companies or companies majority-owned by the Company or by third parties acting for their account or for the account of the Company. The authorizations for use also include the use of shares or ADSs acquired in accordance with or pursuant to section 71d sentence 5 AktG or by a company dependent on the Company or in which the Company directly or indirectly holds a majority interest or by third parties for the account of the Company or by third parties for the account of a company dependent on the Company or in which the Company directly or indirectly holds a majority interest.

Shareholders' subscription rights to acquired treasury shares or ADSs are excluded insofar as these are used in accordance with the authorizations under para. c) (ii) to (vi). In addition, if treasury shares or ADSs are sold by way of an offer to all shareholders, the Management Board is authorized to exclude shareholders' subscription rights for fractional amounts. If treasury shares or ADSs are sold by way of an offer to all shareholders, the Management Board is also authorized to grant the holders or creditors of Bonds with option and/or conversion rights or option and/or conversion obligations issued or to be issued by the Company and/or companies in which the Company holds a direct or indirect majority interest a subscription right to the shares or ADSs to which they would be entitled after exercising the option or conversion right or after fulfilling an agreed option or conversion obligation; the subscription right of shareholders is excluded to this extent.

The Management Board may only make use of the authorizations under this para. c) with the approval of the Supervisory Board.

The written report of the Management Board in accordance with sections 71(1) no. 8, 186(4) sentence 2 AktG is available from the time the Annual General Meeting is convened on our website at

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

It will also be available there during the Annual General Meeting.

## 11. Resolution on the authorization to use derivatives in connection with the acquisition of treasury shares

In addition to the authorization to acquire treasury shares and American Depositary Shares ("ADS") of the Company proposed for resolution under Agenda Item 10, the Company is to be authorized to acquire treasury shares and ADS also using derivatives and to conclude corresponding derivative transactions. This is not intended to increase the total volume of shares or ADS that may be acquired; it merely opens up further alternative courses of action for the acquisition of treasury shares or ADS within the framework of the maximum limit of Agenda Item 10, further restricted by para. a) of the following proposed resolution and taking into account this maximum limit.

The Management Board and Supervisory Board therefore propose that the following resolution be adopted:

- a) In addition to the authorization resolved under agenda item 10 of the Annual General Meeting on May 17, 2024, the acquisition of treasury shares or American Depositary Shares of the Company ("ADS") can be carried out not only in the ways described there, but also in whole or in part by (1) the sale of options that oblige the Company to acquire treasury shares or ADS when exercised ("Put Options"), (2) the acquisition of options that entitle the Company to acquire treasury shares or ADS when exercised ("Call Options"), (3) forward purchases in which the Company acquires treasury shares or ADSs at a specific date in the future, or (4) the use of a combination of Put Options, Call Options and/or forward purchases (together also referred to as "Derivatives" or "Derivative Transactions"). This authorization may also be exercised in full or in partial amounts, once or several times, in pursuit of one or several purposes, directly by the Company or by a company dependent on the Company or in which the Company directly or indirectly holds a majority interest or by third parties commissioned by the Company or by companies dependent on the Company or in which the Company directly or indirectly holds a majority interest.

All acquisitions of shares and ADSs using Derivatives may not exceed a total of 5% of the Company's share capital, neither at the time of the resolution of the Annual General Meeting on May 17, 2024 nor - if this value is lower - at the

time of the exercise of this authorization; the above limit of 5% of the share capital applies to the acquisition of ADSs using Derivatives, subject to the proviso that, when determining the limit of 5% of the share capital, the number of ADSs acquired must be divided by the number of ADSs representing one share. The acquisitions of shares or ADSs using Derivatives are also to be counted towards the 10% limit in accordance with para b) of the authorization resolved under agenda item 10 of the Annual General Meeting on May 17, 2024.

The term of the individual Derivatives must end no later than May 16, 2029, and must be selected in such a way that the acquisition of the shares or ADSs in exercise or settlement of the Derivatives cannot take place after May 16, 2029.

- b) The Derivative Transactions must be concluded with an independent credit or securities institution or another company that meets the requirements of section 186(5) sentence 1 AktG or with a consortium of such institutions or companies. The terms and conditions of the Derivative Transaction must ensure that the Derivatives are only serviced with shares or ADSs that were themselves acquired in compliance with the principle of equal treatment.
- c) The option premium paid by the Company for Call Options and received by the Company for Put Options may not be significantly higher or lower than the theoretical market value of the respective options calculated using recognized actuarial methods, the calculation of which must take into account, among other things, the agreed exercise price. The forward price agreed by the Company for forward purchases may not be significantly higher than the theoretical forward price calculated using recognized financial mathematical methods, which takes into account the current market price and the term of the forward purchase, among other factors.
- d) The countervalue (excluding incidental acquisition costs, but taking into account the option premium received or paid) to be paid for the shares or ADSs when the options are exercised or the forward purchase falls due, i.e. the exercise price or purchase price, may not exceed the volume-weighted average closing price of the Company's shares or ADSs on the stock exchange or in the multilateral trading system with the highest total trading volume ("**Primary Stock Exchange**") on the last three trading days prior to the conclusion of the relevant Derivative Transaction by more than 10% or fall below it by more than 20%. The above provision applies to Derivative Transactions for the acquisition of shares in the Company (as long as these are not listed) with the proviso that, when calculating the permissible acquisition price per share, the stock exchange price of an ADS is to be multiplied by the number of ADSs representing one share.
- e) If treasury shares or ADSs are acquired using Derivatives in compliance with the above provisions, any right of shareholders to enter into such Derivative Transactions with the Company and any right of shareholders to tender their shares is excluded.
- f) The regulations established by the Annual General Meeting on May 17, 2024 under agenda item 10 para. c) apply accordingly to the use of treasury shares or ADSs acquired using Derivatives.

The written report of the Management Board in accordance with sections 71(1) no. 8, 186(4) sentence 2 AktG is available from the time the Annual General Meeting is convened on our website at

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

It will also be available there during the Annual General Meeting.

[...]

I hereby certify that the image data contained in this file (copy) corresponds to the paper document in my possession (original).

*English Convenience Translation –  
the German language version is decisive*

BIONTECH

Mainz, June 6, 2024

Mascha Diefenbach, notary