

**Annual General Meeting of BioNTech SE on May 16, 2025**

**Written report of the Management Board on agenda item 7 (Resolution on the cancellation of the existing Authorized Capital 2021 and the creation of new Authorized Capital 2025 with the possibility of excluding subscription rights as well as a corresponding amendment to the Articles of Association)**

The Management Board and Supervisory Board propose to the Annual General Meeting on May 16, 2025, under agenda item 7 to cancel the Authorized Capital 2021 and to authorize the Management Board, with the approval of the Supervisory Board, to increase the Company's share capital once or several times in the period until May 15, 2030, by a total of up to EUR 124,276,100 by issuing up to 124,276,100 new no-par value registered shares against cash and/or non-cash contributions (Authorized Capital 2025).

The Authorized Capital 2021 pursuant to section 4 (5) of the Company's Articles of Association was originally created in the amount of EUR 123,155,040 by resolution of the Annual General Meeting on June 22, 2021, and entered in the commercial register on July 23, 2021. On January 1, 2022, the Management Board resolved, with the approval of the Supervisory Board on the same day, to partially utilize the Authorized Capital 2021 in the amount of EUR 497,727 by issuing 497,727 new no-par value registered shares with a pro rata amount of the share capital of EUR 1.00 each against cash contributions. The new shares were issued excluding shareholders' subscription rights on the basis of section 4 (5) (b) of the Articles of Association by way of a simplified exclusion of subscription rights. The exclusion of subscription rights made it possible to efficiently implement the financing strategy pursued in connection with the capital increase in the interests of our shareholders and the Company; Pfizer Inc. became a new long-term strategic investor for the Company. At EUR 266.63 per share, the issue price of the new shares was significantly higher than the price of the Company's American Depositary Shares listed on the NASDAQ stock exchange, which amounted to the equivalent of EUR 223.58 at the time the transaction was signed. The 10% limit for the issue of shares with simplified exclusion of subscription rights was also not exceeded - even taking into account the offsetting prescribed in section 4 (5) (b) of the Articles of Association. The net proceeds from the capital increase amounted to approx. EUR 132.7 million. The capital increase from the Authorized Capital 2021 became effective on March 24, 2022, when its implementation was entered in the commercial register. As a result, the Authorized Capital 2021 with a term until June 21, 2026, currently still exists in the amount of EUR 122,657,313.

In order to have authorized capital available in the future, even beyond 2026, to the maximum extent permitted in terms of amount and time and thus to give the Company the necessary flexibility in its financing in a challenging competitive environment, the cancellation of the Authorized Capital 2021, to the extent not yet utilized, and the creation of the new Authorized Capital 2025, will be proposed to the Annual General Meeting on May 16, 2025, under agenda item 7. It is intended that the volume of the proposed Authorized Capital 2025 will fully utilize the statutory maximum limit of 50% of the current share capital specified in section 202 (3) sentence 1 of the German Stock Corporation Act ("AktG"). However, the protection of shareholders against a dilution of their shareholdings compared to the Authorized Capital 2021

is to be improved by limiting the possibility of excluding subscription rights when issuing new shares to a total of 10% of the share capital.

The Management Board submits the following written report in accordance with sections 203 (2) sentence 2 and 186 (4) sentence 2 AktG on the proposed authorization of the Management Board, with the approval of the Supervisory Board, to exclude shareholders' subscription rights for one or more capital increases within the scope of the Authorized Capital 2025.

In principle, shareholders should be entitled to subscription rights in the event of a capital increase from Authorized Capital 2025. The shares may also be acquired by one or more credit institutions, securities institutions or other companies within the meaning of section 186 (5) sentence 1 AktG determined by the Management Board with the obligation to offer them to the Company's shareholders for subscription (indirect subscription right). However, in accordance with the statutory provisions, the Management Board is to be authorized, with the approval of the Supervisory Board, to exclude shareholders' subscription rights for one or more capital increases within the scope of the Authorized Capital 2025 in the cases explained below.

Exclusion of subscription rights for fractional amounts:

The Management Board is to be authorized, with the approval of the Supervisory Board, to exclude shareholders' subscription rights in order to exclude fractional amounts from subscription rights. This is generally customary and also objectively justified in order to enable a practicable subscription ratio and thus facilitate the technical execution of a capital increase. Without such an exclusion of subscription rights, the technical implementation of the capital increase and the exercise of subscription rights would be considerably more difficult. The new shares excluded from shareholders' subscription rights as "free fractions" will be utilized in the best possible way for the Company.

Exclusion of subscription rights for capital increases against cash contributions:

In addition, the Management Board should be able, with the approval of the Supervisory Board, to exclude subscription rights in the event of a capital increase against cash contributions if the issue price of the new shares is not significantly lower than the market price; the market price is deemed to be the price of one American Depositary Share ("ADS") of the Company listed on the NASDAQ stock exchange, multiplied by the number of ADSs representing one share.

The aim of this authorization is to make it easier for the Company to finance itself by raising equity and to achieve the highest possible issue price and thus the greatest possible strengthening of equity by setting a price close to the market. The use of this option to exclude subscription rights can be expedient in order to take advantage of favorable market conditions quickly and flexibly and, if necessary, to cover any capital requirements at very short notice. Only the exclusion of subscription rights enables rapid action and a placement close to the market price, i.e., without the usual discount for rights issues. This creates the basis for the highest possible issue amount and the greatest possible strengthening of equity. When making use of the authorization, the Management Board will endeavor to keep any deviation from the stock market price as low as possible in accordance with the market conditions prevailing at the time of placement.

The number of shares issued in exercise of this authorization to exclude subscription rights in accordance with sections 203 (1) and (2), 186 (3) sentence 4 AktG may not exceed a total of 10% of the share capital, neither at the time this authorization becomes effective 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 above limitation applies to ADSs with the proviso that the number of ADSs is to be divided by the number of ADSs representing one share. In accordance with the statutory provisions, these requirements serve the interests of shareholders in minimizing the dilution of their shareholding. Furthermore, due to the issue price of the new shares being close to the stock exchange price and due to the limit on the size of the capital increase without subscription rights, shareholders generally have the opportunity to indirectly maintain their relative shareholding quota and their relative share of voting rights by acquiring the corresponding number of ADSs, which can also be exchanged for shares at any time subject to the details of the deposit agreement relating to the ADSs, at approximately the same conditions via the stock exchange.

Exclusion of subscription rights for capital increases against contributions in kind:

The Management Board shall also be authorized, with the approval of the Supervisory Board, to exclude subscription rights in the event of a capital increase against contributions in kind, in particular for the issuance of shares in the context of mergers 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 and its group companies as well as licensing or industrial property rights.

The Company faces global competition in the rapidly developing biotechnology sector and must therefore always be in a position to act quickly and flexibly on the international markets in the interests of its shareholders. This also includes the option to participate in company mergers to improve its competitive position and to acquire companies, parts of companies, and interests in companies, or other assets, or claims to the acquisition of assets, including receivables from the Company or its group companies or license or industrial property rights. In order to realize such an option, considerable consideration must normally be paid. In order not to burden the Company's liquidity, it may be in the interests of the shareholders and the Company to issue shares in the Company as consideration. Practice also shows that the owners of attractive acquisition targets sometimes demand the provision of shares in the acquiring company as consideration for a sale. In order to be able to acquire such properties, the Company must have the option of issuing shares as consideration, excluding shareholders' subscription rights. As such acquisitions often have to be undertaken at short notice, it is important that they are not generally approved by the Annual General Meeting, which only takes place once a year. Authorized capital is required, which the Management Board can access quickly with the

approval of the Supervisory Board. It is the case that the exclusion of subscription rights results in a reduction in the relative participation quota and the relative share of voting rights of the existing shareholders. However, if subscription rights were granted, it would not be possible to acquire the acquisition objects specified in the proposed authorization quickly and flexibly in return for the issuance of shares and the associated advantages for the Company and the shareholders would not be practically realizable. The dilution of the shareholders' shareholdings resulting from the exclusion of subscription rights is also offset by the fact that the expansion of the business is financed by third parties by way of strengthening equity and the existing shareholders - albeit with a lower participation and voting rights ratio than before - participate in the Company's growth, which they would have to finance from their own funds if subscription rights were granted.

There are currently no specific acquisition plans for which the proposed authorization to exclude subscription rights in the event of capital increases against contributions in kind is to be used. In this respect, it is not possible to provide information on issue amounts at this time. If such possibilities materialize, the Management Board will carefully examine in each individual case whether it should make use of the possibility of a capital increase against contributions in kind with the exclusion of subscription rights and will only do so if, after careful examination, it is convinced that the acquisition in return for the issuance of new shares in the Company is in the best interests of the Company. The Management Board will ensure that the interests of the shareholders are safeguarded by setting an appropriate valuation ratio.

Exclusion of subscription rights to service option or conversion rights or obligations from bonds:

The Management Board is also to be authorized, with the approval of the Supervisory Board, to exclude shareholders' subscription rights in order to service option or conversion rights or obligations arising from bonds issued or to be issued by the Company and/or companies in which the Company directly or indirectly holds a majority interest. The purpose of this authorization to exclude subscription rights is to grant the Company the - customary - possibility of servicing option or conversion rights or obligations from bonds that have been or will be issued on the basis of other authorizations of the Annual General Meeting in whole or in part with shares from authorized capital instead of utilizing the otherwise planned contingent capital or using treasury shares or ADSs, if this is in the interest of the Company in individual cases after examination by the Management Board and Supervisory Board and the terms and conditions of the bonds provide for this possibility. Such servicing of option or conversion rights or obligations from authorized capital instead of conditional capital or treasury shares or ADSs may be appropriate. The exclusion of subscription rights ensures flexibility in this respect.

Exclusion of subscription rights for the purpose of dilution protection in favor of the holders or creditors of bonds:

In addition, the subscription rights may be excluded with the approval of the Supervisory Board if this is necessary in order to grant holders or creditors of bonds with option or conversion rights or 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 new shares to the extent to which they would be entitled after exercising the option or conversion rights or after

fulfilling the option or conversion obligations. The terms and conditions of such financing instruments regularly contain anti-dilution clauses in the event that the Company issues or issues further such financing instruments or shares to which the shareholders have a subscription right. To ensure that the value of these financing instruments is not impaired by such measures, the holders or creditors of the financing instruments are usually compensated either by a reduction in the option or conversion price or by also being granted subscription rights to the financing instruments or shares issued at a later date. Against this background, the purpose of the authorization to exclude shareholders' subscription rights is to avoid having to reduce the option or conversion price in accordance with the described anti-dilution clauses of the conversion or option conditions. Instead, the holders or creditors of the bonds are to be granted a subscription right to new shares to the extent to which they would be entitled after exercising the respective conversion or option right or fulfilling an agreed conversion or option obligation. In order for the Company to be in a position to grant such subscription rights to the holders or creditors of the bonds, it is necessary to exclude shareholders' subscription rights. The possibility of issuing new shares to the holders or creditors of the bonds instead of a reduction in the conversion or option price may be economically advantageous for the Company. The proposed authorization is intended to give the Management Board the opportunity to choose between the two alternatives in the best interests of the Company and the shareholders.

Exclusion of subscription rights to implement a scrip dividend:

Furthermore, the Management Board is to be authorized to exclude shareholders' subscription rights with the approval of the Supervisory Board in order to be able to implement a scrip dividend at optimal conditions. In the case of a scrip dividend, shareholders are offered the option of contributing their dividend entitlement (in whole or in part) to the Company as a contribution in kind in return for the issuance of new shares. A scrip dividend can be carried out as a genuine rights issue, in particular in compliance with the provisions of section 186 (1) and (2) AktG, i.e., by granting a minimum subscription period of two weeks and announcing the issue amount no later than three days before the end of the subscription period. In individual cases, however, it may be preferable - depending on the capital market situation - to offer and prepare the granting of a scrip dividend without being bound by the restrictions of section 186 (1) and (2) AktG. The Management Board should therefore be authorized to offer new shares from the Authorized Capital 2025 for subscription to all shareholders entitled to dividends, while maintaining the general principle of equal treatment, against assignment of their dividend entitlement, but to formally exclude shareholders' subscription rights altogether. The implementation of the scrip dividend with the formal exclusion of subscription rights enables implementation under more flexible conditions, in particular without being bound by the minimum subscription period and the legally prescribed date for the announcement of the issue amount. Since the new shares will be offered to all shareholders and that excess partial dividend amounts will be settled by payment of the cash dividend, the exclusion of subscription rights provided for in this respect is justified and appropriate.

Exclusion of subscription rights for the issue of shares as part of an incentive program and/or as share-based remuneration:

In addition, the Management Board is to be authorized to exclude shareholders' subscription rights with the approval of the Supervisory Board if the new shares are issued as part of an incentive program and/or as share-based remuneration to members of the Company's Management Board, members of the management of companies affiliated with the Company within the meaning of sections 15 et seq. AktG or employees of the Company or of companies affiliated with the Company within the meaning of sections 15 et seq. AktG; restrictions relating to the shares issued may be agreed.

Incentive programs and share-based payments enable managers and employees to connect with the Company, allowing them to actively engage in its growth through share investments. These initiatives can also foster a sense of shared responsibility within the organization. In addition, such forms of remuneration offer the opportunity to align the remuneration of managers and employees with sustainable corporate development in suitable cases and promote the recruitment and long-term retention of highly qualified personnel who are willing to commit to the Company for the long term in a highly competitive environment, also with regard to recruitment.

Against this background, the proposed authorization is intended to enable the Company to award restricted stock units, certain of which may be characterized as performance-based restricted stock units (“RSUs”), to members of the Company's Management Board, members of the management of companies affiliated with the Company or employees of the Company or of affiliated companies (“beneficiaries”) as long-term variable remuneration as part of the Company's RSU programs and to satisfy the resulting claims with new shares from authorized capital. The proposed authorization is also intended to enable the Company to award performance share units (“PSUs”) to the Management Board as long-term variable remuneration as part of the Company's Performance Share Unit Program (“PSUP”) for the Management Board and to satisfy the resulting claims with new shares from authorized capital.

Instead of issuing new shares from authorized capital to service claims from the RSUs or PSUs, the conditions relating to the RSUs may provide that the Company may choose to issue treasury shares or ADSs of the Company or a cash payment and, in the case of the PSUs, may additionally provide that the Company may choose to issue shares or rights or certificates representing these in another listed company or another form of settlement. Depending on the market situation, however, the use of authorized capital may also be an option to satisfy the claims of the beneficiaries by issuing new shares while preserving liquidity, without recourse to the current portfolio of treasury shares and independently of previous repurchases. This is only possible if shareholders' subscription rights can be excluded in this respect. In addition, the proposed authorization is intended to give the Company the opportunity, if necessary, to satisfy claims of beneficiaries in respect of other restricted share subscription rights in the form of RSUs that will be granted as part of future share-based programs as long-term remuneration components to be satisfied with new shares from authorized capital in a manner that preserves liquidity; this also requires that subscription rights can be excluded. In the view of the Management Board, this is justified due to the aforementioned positive effects of share-based remuneration or the issue of shares as part of incentive programs. If shares are to be granted to

members of the Management Board, the Company's Supervisory Board will decide on the allocation in accordance with the allocation of responsibilities under stock corporation law.

Limitation of the total scope of capital increases without subscription rights:

The shareholders are protected from a dilution of their shares by the fact that the total number of new shares issued from the Authorized Capital 2025 under the authorizations explained above with the exclusion of subscription rights may not exceed 10% of the share capital, neither at the time this authorization becomes effective nor - if this value is lower - at the time it is exercised. The aforementioned 10% limit shall include (i) those shares or ADSs that are issued or sold during the term of this authorization on the basis of other authorizations with the exclusion of subscription rights, with the exception of treasury shares or ADSs used in accordance with c) (iv), (v) or (vi) of the resolution on agenda item 10 of the Annual General Meeting on May, 17 2024, as well as (ii) those treasury shares or ADSs that are issued or sold during the term of this authorization on the basis of other authorizations with the exclusion of subscription rights. ADSs, and (ii) those shares issued or to be issued from conditional capital to service bonds with option and/or conversion rights or option and/or conversion obligations, provided that the bonds are issued during the term of this authorization with the exclusion of subscription rights. This requirement limits the total volume of shares issued without subscription rights and thus protects shareholders against excessive dilution of their shareholding. The above limitation applies to ADSs with the proviso that the number of ADSs is to be divided by the number of ADSs representing one share.

Utilization of the Authorized Capital 2025:

There are currently no concrete plans to utilize the Authorized Capital 2025. In any case, management will carefully examine whether the utilization of the Authorized Capital 2025 is in the interests of the Company and its shareholders. In particular, it will also examine whether any exclusion of subscription rights is objectively justified in individual cases. The Management Board will report to the next Annual General Meeting on each use of the authorization.

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

BIONTECH

Mainz, April

BioNTech SE

The Management Board

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