

**RULES OF PROCEDURE  
for the Supervisory Board  
of BioNTech AG**

In its resolution of 28 December 2017 the Supervisory Board at BioNTech AG resolved to issue the present Rules of Procedure. The Rules apply as of the date of said resolution.

**§ 1 General**

1. The Supervisory Board shall perform its work in accordance with applicable law, the BioNTech AG Articles of Association and these Rules of Procedure.
2. In performing its duties, the Supervisory Board shall work with the Management Board in a relationship of trust and confidence for the benefit of the Company.
3. The Supervisory Board shall be under an obligation to act solely for the benefit of the Company.
4. The Supervisory Board shall regularly review the efficiency of its work and activities.

**§ 2**

**Supervisory Board nominations**

1. When putting forward Supervisory Board nominations to shareholders at a general meeting, care shall be taken to ensure that the Supervisory Board shall not have more than two former members of the BioNTech AG Management Board.
2. As a general rule no person shall be put forward as a nominee for election to the Supervisory Board at a general meeting where they hold an office or board position or act in an advisory capacity for any of the main competitors of the Company or of a Group entity or if they are also active as a member of the management board of a stock-listed company, hold office on more than three additional supervisory boards at non-Group stock-listed companies or on supervisory bodies of non-Group entities that involve similar demands. New Supervisory Board members shall not hold more than seven offices at other stock-listed companies or at other entities where any such offices place similar demands on them.

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3. The Company's international activity and potential conflicts of interest shall also be taken into account when making nominations for the Supervisory Board at the general meeting. Experience in BioNTech AG's fields of business shall be a major advantage.
4. The element of diversity shall also be respected when making nominations for the Supervisory Board at the general meeting. The aspiration is that the individual members of the Supervisory Board shall have, where possible, different training, education, qualifications, subject-matter expertise and experience abroad, in order to have at their collective disposal the know-how, skills, expertise and experience to carry out their duties and responsibilities in a due and proper manner. Broad company- and product-oriented coverage, with an understanding of the business model, the specifics of the industry and how processes work in the various areas of business administration, accounting, auditing, business development, the capital markets (e.g. corporate law, compliance and corporate governance), technology, marketing/distribution, lobbying etc. are all beneficial. The Supervisory Board's long-term aspiration is to have appropriate representation of women on the Supervisory Board to a level of 33%.
5. The Supervisory Board shall have an independent member with expertise in the field of accounting, internal control processes and auditing.
6. As a general rule, the members of the Supervisory Board shall retire from office when they reach the age limit of 80 years old.

**§ 3**

**Chairperson and Vice-Chairperson**

1. The Supervisory Board shall elect from among its members a Chairperson and a Vice-Chairperson in accordance with § 9 of the Articles of Association. For the duration of the election, the meeting shall be chaired by the eldest Supervisory Board member. Where the Chairperson or the Vice-Chairperson retires from office before the end of their term or where there is a change in the composition of the Supervisory Board, the Supervisory Board shall elect, without undue delay, a new Chairperson or Vice-Chairperson, as the case may be, for the remaining term of office of the relevant departing Chairperson or Vice-Chairperson.
2. The lead role with respect to contact with the Management Board and its members rests with the Chairperson of the Supervisory Board. The Chairperson shall remain in regular contact with the Management Board and consult with it on issues of the strategy, planning,

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business performance and development, risk position, management, and compliance of the Company. The Chairperson shall inform the Supervisory Board as soon as they are informed of any important incidents or events that are of key significance to the assessment of the Company's position and development and to the leadership of the Company and shall call an extraordinary Supervisory Board meeting, where necessary. The Vice-Chairperson of the Supervisory Board shall only be given the same rights and duties of the Chairperson as laid down by the law and by the Articles of Association where the Chairperson is incapacitated or absent.

**§ 4**

**Duty of care**

When holding office, the members of the Supervisory Board shall exercise the same standard of diligence and care as an ordinary prudent person of business, with the relevant principles applicable here.

**§ 5**

**Rights, duties and responsibilities of the Supervisory Board**

1. The measures and transactions that require the approval of the Supervisory Board prior to execution by the Management Board are laid down in the BioNTech AG Articles of Association and supplemented in the Rules of Procedure for the Management Board. Given their particular significance for the Company and its shareholders, the following measures, in particular, always require prior approval from the Supervisory Board, with the following being a translation of the English original text attached hereto as **Annex 5.1** and such English original text being conclusive in the event of any doubt:<sup>1</sup>
  - an IPO of the Company;
  - incurring debt, or creating any debt security for the Company and its subsidiaries of more than EUR 40,000,000 (in words: EUR forty million) in the aggregate,

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<sup>1</sup> The following is a loyal translation into English of the list contained in the German language Rules of Procedure, which itself purports to be a German translation of the original English text, as attached in Annex 5.1 below. However, there are substantive deviations between the list in this Sec. 5.2 and the list attached as Annex 5.1, in particular with respect to the first item and the last two items in the list in this Sec. 5.2, which two are in addition to the items set out in such Annex, as stated in the following footnotes.

Working translation from German

with this amount being increased by the same percentage as the increase in the capital of the Company (“*Grundkapital der Gesellschaft*”) after the Capital Increase First Closing or the Capital Increase Second Closing has been carried out, if at all;

- encumbering or granting a security interest in a material portion of the assets of the Company, with material meaning more than EUR 40m, except as a security for loans that do not require approval according to the previous paragraph;
- acquiring a material amount of assets of a third party, including through a merger, purchase or grant of shares, or other similar transaction, with (i) “material” meaning more than EUR 40,000,000 (in words: Euro forty million) in either a single transaction or series of related transactions, or in the aggregate in any calendar year, and (ii) payments within a 3-year period being relevant for the determination of the aforementioned amount of EUR 40m where earn out payments are agreed;
- creating or holding any interest in businesses (except wholly-owned subsidiaries and except AptalT GmbH and Cell & Gene Therapies GmbH), or disposing of shares in businesses (other than a sale of JPT GmbH) or of all, or substantially all, of the assets of a business in which an interest is held;
- material transactions (with “material” meaning more than EUR 40,000,000 (in words: Euro forty million) in either a single transaction or series of related transactions, or in the aggregate in any calendar year) with related parties (shareholders and parties related to them, entities in which such persons hold a direct or indirect interest and officers and board members of the Company or their employees and parties related to them), where such transactions provide an economic advantage to a Company shareholder at the expense of other shareholders or are executed outside of the ordinary course of business, with a 3-year period or the period until a termination of the agreement is possible for the Company - whichever is earlier - being relevant for the determination of the aforementioned amount of EUR 40m in the case of licences or earn out payments;
- selling, transferring, licensing, assigning, or otherwise disposing of any of the Company’s material assets or intellectual property (with “material” meaning more than EUR 40,000,000 (in words: Euro forty million) in either a single transaction or series of related transactions, or in the aggregate in any calendar

Working translation from German

year), where the relevant transaction benefits one shareholder at the expense of other shareholders;

- issuing shares from authorised capital, unless the shares are issued to persons that have redeemed Company stock appreciation rights (SARs) and are investing a portion of the payments received in Company shares (due to an obligation to do so);<sup>2</sup>
- acquiring treasury shares in return for valuable consideration;<sup>3</sup>

(hereinafter “**Special Measures**”).

2. At any time the Supervisory Board can amend and/or add to the list of transactions that are subject to approval unless the relevant measure or transaction requiring approval is specifically laid down in the Articles of Association.
3. When performing its legal duty to monitor and advise the Management Board, the Supervisory Board is permitted to view and inspect the BioNTech AG books and records. The Supervisory Board can also instruct selected members to do so or commission special experts to perform specific tasks in this context.
4. Written reports by the Management Board to the Supervisory Board shall be supplied to Supervisory Board members and each member of the Supervisory Board shall be entitled to inspect the auditor’s reports, the dependent company report, and any special reports.
5. Even after they leave office, the members of the Supervisory Board shall maintain confidentiality with respect to all information in relation to the business and its operations that become known to them by virtue of their position on the Supervisory Board and they shall not use any such information for their own ends. Where it is necessary to pass on any information, this shall be subject to the Chairperson of the Supervisory Board being informed in advance in writing and providing written clearance for same. The members of the Supervisory Board shall ensure that this duty of confidentiality is observed in the same way by any employees used by them.
6. Each member of the Supervisory Board shall disclose any conflicts of interest to the Supervisory Board, especially those that may arise from providing advice or holding any offices or board positions at customers, suppliers, creditors or other third parties. Material

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<sup>2</sup> See footnote 1: This item does not appear in the list attached in Annex 5.1.

<sup>3</sup> See footnote 1: This does not appear in the list attached in Annex 5.1.

Working translation from German

conflicts of interest that are not merely temporary and that are specific to a particular individual on the Supervisory Board shall result in this particular member leaving office.

**§ 6**

**Supervisory Board meetings**

1. The Supervisory Board shall convene as the need arises, with meetings being called by the Chairperson of the Supervisory Board - and in the event of their incapacity or absence, by the Vice-Chairperson. The Supervisory Board must hold a minimum of four meetings per calendar year.
2. In addition, a Supervisory Board meeting shall also be convened if a member of the Supervisory Board or the Management Board so requests, indicating the purpose of such meeting and the reasons for the request.
3. The meetings of the Supervisory Board shall take place in the town or city where the Company has its registered office, or at another location determined by the Chairperson of the Supervisory Board.
4. Supervisory Board meetings shall be called by the Chairperson or the Vice-Chairperson in writing, giving at least 10 calendar days' notice, with the Management Board being notified at the same time. The day the invitation is sent and the day the meeting is set to be held shall not be included in the calculation of the 10-day notice period. In urgent cases the Chairperson of the Supervisory Board can shorten the notice period down to a minimum of 3 (three) days, unless a resolution is being put forward that concerns any Special Measures, as defined above. Notice can also be given orally, by fax, by telephone, or by email.
5. The items on the agenda shall also be communicated when giving notice of the meeting and where there are plans to put forward a resolution concerning any Special Measures, the relevant documents and materials that will allow appropriate consideration and assessment of the resolution shall also be circulated. Otherwise, proposed resolutions and the documents and materials required for their consideration and assessment are to be communicated in a timely manner and in such a way that enables votes to be cast in writing (written vote) by absent Supervisory Board members. If an agenda item has not been duly and properly communicated, it may only be put forward for resolution if no member of the Supervisory Board objects to doing so.
6. The Chairperson of the Supervisory Board shall chair meetings, and in the event of their incapacity or absence, the Vice-Chairperson shall do so. The working language for

Working translation from German

Supervisory Board meetings, meeting handouts, documents, and materials, and for all documents and materials in connection with the meeting notice, shall be English where all Supervisory Board members do not have a command of the German language. The person chairing meetings may allow guests to attend.

**§ 7**

**Supervisory Board resolutions**

1. As a general rule, Supervisory Board resolutions shall be put forward at meetings. In justified exceptional cases and subject to approval by the Chairperson - or the Vice-Chairperson in the event of the Chairperson's incapacity or absence - Supervisory Board members can also attend Supervisory Board meetings by telephone or video conferencing facilities.
2. Outside of meetings, resolutions are also permitted to be voted on in writing, by fax, telephone or email or by a combination of any of these means of communication, where no member of the Supervisory Board objects to this course of action. Resolutions voted on outside of meetings shall be confirmed by the Supervisory Board Chairperson in writing and forwarded to all members without undue delay.
3. Absent Supervisory Board members can participate in resolutions put forward at Supervisory Board meetings by submitting their vote to the person chairing the meeting in writing (written votes) (or also by fax or email).
4. Declarations of intent by the Supervisory Board shall be made in the name of the Supervisory Board by the Supervisory Board Chairperson, who also has the right to accept certain declarations or statements on behalf of the Supervisory Board.
5. As a general rule, the Supervisory Board shall make decisions by a simple majority of the votes cast. Given their particular significance for the Company and its shareholders, resolutions on Special Measures should, where at all possible, be passed unanimously by all Supervisory Board members. Therefore, before any resolution on a Special Measure is put forward at a meeting dealing with a Special Measure, it shall be mandatory to first take an indicative vote. The procedure for holding the indicative vote shall be determined by the rules governing ordinary resolutions. Where the indicative vote produces a unanimous result, this can be directly followed by an ordinary vote, with the Supervisory Board having to be aware that a positive resolution without the approval of what are known as the 'Series A Investors' may constitute a breach of the shareholder agreement and can thus have

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associated consequences. Where the indicative vote does not produce a unanimous result, the resolution on the Special Measure is to be postponed.

6. The Supervisory Board shall make decisions by a simple majority of the votes cast. Abstentions shall not count as votes cast in this context. In the event of a tie, the person chairing the meeting shall have the casting vote.

**§ 8**

**Records and minutes**

1. A written record of the Supervisory Board meeting is to be prepared in the Supervisory Board's working language by the person who chaired the meeting within two weeks, which shall then be signed by the Chairperson of the Supervisory Board. The Chairperson can avail of the assistance of third parties to do so (Secretary, Management Board). The written record or minutes shall state the place and date of each meeting, its attendees, agenda items, main content of deliberations and Supervisory Board resolutions. Each member of the Supervisory Board shall be sent a copy of the minutes as soon as possible. The minutes shall be taken as approved where no written objection is lodged with the Chairperson of the Supervisory Board by a member of the Supervisory Board who was in attendance at the meeting within one month of them being sent.
2. Resolutions that are not passed at meetings shall be recorded in writing by the Chairperson of the Supervisory Board. The written record of the resolution shall be provided to each Supervisory Board member without undue delay. The deadline for objections under clause 1 above shall apply, mutatis mutandis, to this form of resolution from the time the written record is sent.
3. The resolutions passed by the Supervisory Board at its meetings can be recorded in writing and signed by the Chairperson. The written record of resolutions taken in this way shall be deemed approved and shall be incorporated into the meeting minutes, unless another member of the Supervisory Board makes an objection during the meeting.

**§ 9**

**Committees**



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1. The Supervisory Board may form committees from among its members. Committee members shall be appointed for the duration of their term of office as Supervisory Board members.
2. The provisions made for the Supervisory Board in the Articles of Association and in these Rules of Procedure shall also apply, mutatis mutandis, to the committees, unless otherwise stated below.
3. The Supervisory Board shall determine the composition of any and all committees. The committees shall each elect a chairperson from among their members.
4. Management Board members may also be called to committee meetings at the behest of the relevant committee.

**§ 10**

**Audit Committee**

1. The Supervisory Board may form an Audit Committee, as the need arises. The Audit Committee may be composed of up to four members, with at least one of its members being required to have expertise in the field of accounting, internal control processes and auditing. The committee shall elect a chairperson from among its members. The Audit Committee shall have separate rules of procedure.
2. The Audit Committee shall have the following duties and responsibilities, in particular: preparing deliberations and resolutions by the Supervisory Board on matters of accounting, monitoring the accounting process and the effectiveness of the system of internal controls, the effectiveness of the risk management system and the effectiveness of the internal auditing system, overseeing the audit of the financial statements (in particular the independence of the external auditor and the additional services rendered by the external auditor), and dealing with compliance issues. The Audit Committee shall also deal with awarding the contract for having the annual and consolidated financial statements audited and for any auditing work required for the review of interim financial reports, while it also defines the focal points for the audit and deals with the fee arrangements with the auditor. The Audit Committee shall submit a recommendation to the Supervisory Board for the proposed resolution on the appointment of the auditor.

**§ 11**

**Science / Technology Committee**

1. The Supervisory Board may form a Science / Technology Committee, as the need arises. The Science / Technology Committee may be composed of up to four members. The committee shall elect a chairperson from among its members. The Science / Technology Committee shall have separate rules of procedure.
2. The Science / Technology Committee deals with the issues of the Company's technological position on the market, product planning and technological developments, potential technological acquisitions, and other diversification issues. It shall provide advice to the Supervisory Board on all key technology issues including strategic business planning in relation to new technologies, products and markets, and shall prepare relevant Supervisory Board resolutions.

**§ 12**

**Nomination Committee**

1. The Supervisory Board may form a Nomination Committee, as the need arises, which shall be exclusively made up of shareholder representatives. The Nomination Committee may be composed of up to four members. The committee shall elect a chairperson from among its members.
2. The Nomination Committee shall nominate suitable candidates to the Supervisory Board to fill officer positions on the Company's boards (Management Board and Supervisory Board). When nominating candidates for the Supervisory Board, it shall be ensured that any candidates nominated possess the knowledge, skills and relevant experience necessary to duly and properly perform their duties. In this context, the Company's international activity, potential conflicts of interest, and the age limit stipulated for Supervisory Board members shall also be considered, along with the aspect of diversity.

**§ 13**

**Capital Markets Committee**

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1. The Supervisory Board may form a Capital Markets Committee, as the need arises, which shall be exclusively made up of shareholder representatives. The Capital Markets Committee may be composed of up to four members.
2. The Capital Markets Committee shall deal with issues in connection with capital measures and shall provide advice to the Supervisory Board on evaluating strategic measures and implementing them. It shall make recommendations and prepare corresponding resolutions in this context.

Munich, 29 December 2017

[Signature]

Helmut Jeggle

(Chairperson of the Supervisory Board)

### **Annex 5.1 Supervisory Board Rules of Procedure**

- an IPO in which the Company's Shares are sold at less than the Return Threshold,
- incurring debt, or creating any debt security for the Company and its subsidiaries of more than EUR 40,000,000 (in words: EUR forty million) in the aggregate, whereas such limiting amount shall be increased in the same ratio as the capital of the Company ("Grundkapital der Gesellschaft") will be increased after the Capital Increase First Closing or the Capital Increase Second Closing if any,
- encumbering or granting a security interest in a Material (as defined below) portion of the assets of the Company, except as a security for admitted loans according to the prevenient Section,
- acquiring a Material (as defined below) amount of assets of another entity, including through a merger, purchase or capital stock, or other similar transaction, whereas in case of earn out payments a 3 years period is relevant for the determination of the materiality threshold as defined below,
- creating or holding capital stock in any subsidiary (except wholly-owned subsidiaries or subsidiaries already being held by the Company as of the execution of this Agreement and except for the holding of stock in AptalT GmbH and BioNTech Cell & Gene Therapies GmbH), or disposing of any subsidiary (other than JPT) stock or all or substantially all of any subsidiary assets,
- Material (as defined below) interested party transactions or related party transactions, in the event that said such activities (i) provide an economic advantage to one Shareholder or group of Shareholders at the expense of the others or (ii) are not entered into in the ordinary course of

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business, whereas in case of licenses or earn out payments a 3 years period or the time period until a termination of the agreement is possible - whatever is earlier - is relevant for the determination of the materiality threshold as defined below,

- selling, transferring, licensing, assigning, or otherwise disposing of any of the Company's Material (as defined below) assets or intellectual property (for the avoidance of doubt Parties agree that such transaction has to be legal anyway), in the event that said activities advantages one Shareholder at the expense of the others.

**“Material”** means more than EUR 40,000,000 (in words: Euro forty million) in either (a) a single transaction or series of related transactions, or (b) in the aggregate in any calendar year.