

Annual General Meeting of BioNTech SE on 17 May 2024

Adjusted Compensation System for the members of the Supervisory Board of BioNTech SE (on Agenda Item 8)

1. Objectives of Supervisory Board Compensation and Relation to Corporate Strategy

The compensation system for the members of the Supervisory Board of BioNTech SE is based on the statutory requirements and takes into account the recommendations of the German Corporate Governance Code (“GCGC”). The compensation of the members of the Supervisory Board should be balanced overall and proportionate to the responsibilities and tasks of the Supervisory Board members and the situation of the Company, taking into account the compensation regulations of other comparable companies. At the same time, it should make the assumption of a mandate as a member of the Supervisory Board or Chairman of the Supervisory Board or a committee or as a member of a committee appear sufficiently attractive to attract and retain outstanding mandate holders. This is a prerequisite for the best possible monitoring of and advice to the Management Board, which in turn makes a significant contribution to a successful business strategy and the long-term success of the Company.

2. Components, Amount and Structure of Supervisory Board Compensation

The members of the Supervisory Board receive purely fixed compensation in order to strengthen the independence of the Supervisory Board, to enable it to perform its advisory and monitoring function objectively and neutrally and to make independent personnel and compensation decisions. This is also in line with recommendation G.18 of the GCGC, according to which the compensation of the Supervisory Board should consist of fixed compensation. In accordance with recommendation G.17 of the GCGC, the higher time commitment of the Chairman and Deputy Chairman of the Supervisory Board as well as the Chairmen and members of committees is appropriately taken into account through corresponding additional compensation.

(a) Compensation for Supervisory Board Activities

The basic compensation for a member of the Supervisory Board is EUR 120,000 for each full financial year. The Chairman of the Supervisory Board receives three times the basic compensation of an ordinary member of the Supervisory Board, while the Deputy Chairman receives 1.5 times the basic compensation.

(b) Additional Compensation for Committee Activities

Furthermore, the members of the Supervisory Board receive additional compensation for their work on committees. The compensation is also increased in this respect for chairing a committee, whereby the amount of the respective additional annual compensation depends on the respective committee activity and the associated tasks and responsibilities.

The Chairman of the Audit Committee receives an additional annual compensation of EUR 50,000 on top of the basic compensation. The respective Chairman of another committee receives an additional annual compensation of EUR 30,000. An ordinary committee member receives an additional annual compensation of EUR 10,000 per committee membership.

*English Convenience Translation –
the German language is decisive*

The compensation paid for chairing a committee also covers membership of this committee.

(c) Due Date and Pro Rata Grant, Expenses

The basic compensation and any additional compensation for committee activities are due for payment within the last month before the end of the financial year to which the compensation relates. Members of the Supervisory Board who only belong to the Supervisory Board for part of the financial year or who chair or deputy chair the Supervisory Board, the Audit Committee or another committee receive the respective compensation pro rata temporis. The same applies if this regulation or this regulation in a specific version is only in force for part of the financial year. Members of the Supervisory Board are reimbursed for expenses incurred in the performance of their duties. If the reimbursement of expenses or the compensation is subject to VAT, the Company also reimburses the VAT. Furthermore, the members of the Supervisory Board are included in a pecuniary loss liability insurance policy for board members maintained by the Company at an appropriate level in the interests of the Company. The premiums for this are paid by the Company.

(d) Maximum Limit

The respective maximum limit for the compensation of the members of the Supervisory Board results from the fixed compensation, the amount of which depends on the individual tasks assumed on the Supervisory Board or its committees.

There are no ancillary or supplementary agreements between the Company and the members of the Supervisory Board.

3. Determination and Procedure for Reviewing the Compensation of the Supervisory Board

The Supervisory Board regularly reviews the appropriateness of the compensation regulations and the compensation system, whereby external compensation experts may also be consulted. The Supervisory Board carries out a horizontal market comparison for the review. At least every four years and in the event of proposals to amend the compensation regulations, the Annual General Meeting passes a resolution on the compensation of Supervisory Board members. The Annual General Meeting can confirm the existing system of Supervisory Board compensation or pass a resolution to amend it. Corresponding resolution proposals to the Annual General Meeting are submitted by the Management Board and the Supervisory Board in accordance with the legally regulated division of responsibilities, so that the two bodies monitor each other. The decision on the final structure of the compensation system is assigned to the Annual General Meeting.

Any conflicts of interest in the review of the compensation system are therefore counteracted by the statutory authority regulations, as the final decision-making authority on Supervisory Board compensation is assigned to the Annual General Meeting and a proposal for a resolution is submitted to it by both the Management Board and the Supervisory Board.

4. Wording of the provisions of the Articles of Association

The corresponding provision in Art. 9 para. 6 of the Articles of Association reads as follows:

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“(6) In addition to the reimbursement of their expenses, the members of the Supervisory Board shall receive compensation of EUR 120,000.00 for each full financial year, the Chairman shall receive three times this amount and the Deputy Chairman 1.5 times this amount. The Chairman of the Audit Committee receives additional compensation of EUR 50,000.00 for each full financial year. The respective Chairman of another committee receives additional compensation of EUR 30,000.00 for each full financial year. An ordinary committee member receives additional compensation of EUR 10,000.00 per committee for each full financial year; the compensation paid for chairing a committee also covers membership of this committee. The basic compensation and any compensation for committee activities are due for payment within the last month before the end of the financial year for which the compensation is paid. Members of the Supervisory Board who only belong to the Supervisory Board for part of the financial year or who chair or deputy chair the Supervisory Board or the Audit Committee or another committee receive the respective compensation pro rata temporis. The same applies if this regulation or this regulation in a specific version is only in force for part of the financial year. If the reimbursement of expenses or compensation is subject to VAT, the VAT must be paid in addition. In its own interest, the Company maintains appropriate financial loss liability insurance for its executive bodies and managers, which also covers the members of the Supervisory Board at the Company’s expense.”