Convenience translation from the German language – the invitation in the German language is decisive

BioNTech SE
Mainz

Invitation to the 2020 Annual General Meeting
on 26 June 2020
(Virtual General Meeting)

Dear Sir/Madam,

As a shareholder, you are invited to attend the Annual General Meeting of BioNTech SE, Mainz (the ***Company***), scheduled to take place on **26 June at [10.00] hrs (CEST)**. In accordance with section 1(2) of the Act on Measures in Corporate, Co-operative, Association, Foundation and Home Ownership Law to Combat the Effects of the COVID 19 Pandemic (*Gesetz über Maßnahmen im Gesellschafts-, Genossenschafts-, Vereins-, Stiftungs- und Wohnungseigentumsrecht zur Bekämpfung der Auswirkungen der COVID-19-Pandemie*) of 27 March 2020 (Federal Law Gazette (BGBl.) I, p. 570), the Annual General Meeting will be held as a virtual general meeting without the (physical) presence of the shareholders or their proxies. For shareholders and their proxies as well as for holders of the American Depositary Shares (the ***ADS Holders*)** issued by Bank of New York Mellon (the ***Depositary***) the virtual General Meeting will be broadcast live from the offices of ATHOS KG, Rosenheimer Platz 6, 81669 Munich, via a password-protected internal portal that can be accessed at our website “https://investors.biontech.de/agm” .

Agenda

1. **Presentation of the adopted annual financial statements, the approved consolidated financial statements, and the combined management report for the Company and the Group as well as the report of the Supervisory Board for the Company, each as of and for the financial year 2019 or on 31 December 2019**

   The Supervisory Board has approved the annual financial statements and consolidated financial statements prepared by the Management Board; the annual financial statements are therefore adopted. As a result, no resolution of the General Meeting is required on this agenda item 1. Instead, the aforementioned documents must only be made available to the General Meeting and be explained by the Management Board or – in the case of the report of the Supervisory Board

– by the chairperson of the Supervisory Board. As part of their right to information, shareholders will have the opportunity to ask questions on the documents presented.

The documents above are available on our website at https://investors.biontech.de/agm.

2. Approval of the actions of the Management Board

The Management Board and the Supervisory Board propose to approve the actions of the members of the Management Board for the 2019 financial year.

3. Approval of the actions of the Supervisory Board

The Management Board and the Supervisory Board propose to approve the actions of the members of the Supervisory Board for the 2019 financial year.

4. Appointment of the auditor for the 2020 financial year

The Supervisory Board proposes that the auditing firm Ernst & Young GmbH Wirtschaftsprüfungsgesellschaft, with registered office in Stuttgart (Cologne branch; Börsenplatz 1, 50667 Cologne) be appointed as the auditor for the 2020 financial year and, in each case where an audit or review or similar measure with regard to a half-year financial report, interim or similar financial statements for a period or management report for such a period is to be performed, also by voluntary decision of the Company, and the period to which the relevant accounts or report relate(s), falls, in whole or in part, in the 2020 financial year, that the aforementioned auditing firm be appointed as the auditor for the audit or review of the relevant accounts or report.

5. Amendment of the authorization to issue stock options

The authorization to issue stock options as resolved upon by the general meeting of 18 August 2017 under agenda item 5 lit. a) and as completely revised by resolution of the general meeting of 19 August 2019 under agenda item 6 ("Stock Option Program 2017/2019") provides that the exercise price for the stock options be determined by the arithmetic means of the closing price of the Company's share or of the closing price of the rights representing such shares (such as the American Depositary Shares of the Company) as converted into an amount per share, respectively, at the so-called primary stock exchange within the meaning of said authorization – this currently being NASDAQ Global Select Market – on the last ten trading days preceding the issue date. Due to the very high volatility of the American Depositary Shares' price this comparatively short reference period can lead to random and unfair results. A longer reference however can ensure that the issue price is determined by the sustainable stock market value at the issue date of the share or the American Depositary Share, as the case may be.

Therefore, Management Board and Supervisory Board propose to resolve as follows:

The authorization to issue stock options as resolved upon by the general meeting of 18 August 2017 under agenda item 5 lit. a) and as completely revised by resolution of the general meeting of 19 August 2019 under agenda item 6 ("Stock Option Program 2017/2019") is amended such that in its section (iv), second paragraph, the last ten trading days before the issue date referred to therein are replaced by the last thirty trading days before the issue date.

6. Expansion of options to exclude subscription rights for authorised capital

As a biotechnology company in a period of growth and with accordingly very high expenses incurred for developing its drug candidates, the Company has extraordinary financial requirements and suffers continuous high losses before successfully marketing its products. The Company is therefore dependent on potentially raising equity at very short notice, as necessary, and in a flexible manner by way of capital increases. The Company's shares are listed on the NASDAQ Global Select Market in the form of American Depositary Shares. That means that capital increases with subscription rights have to satisfy the requirements of US capital markets law and furthermore that the Depositary for the American Depositary Shares has to be involved in the implementation process. Capital increases with subscription rights thus become very onerous. It would also be difficult to ensure, *de facto*, the granting of equal rights to all holders of shares and American Depositary Shares with regard to their participation in the capital increase with subscription rights (even by selling their subscription rights); the situation is different for shares listed in Germany where a trade in subscription rights could be established with acceptable effort. Therefore, instead of granting subscription rights, the interests of shareholders and holders of American Depositary Shares can be better served by offering shares to (new) institutional investors over very short periods of time at discounts on the stock exchange price that tend to be lower than they would typically be in capital increases with subscription rights. In order to implement such offers in a flexible manner whenever an opportunity arises, the options to exclude the subscription right in making use of the authorised capital shall be expanded to the extent required. Given both the significant volatility of the market price of the Company's American Depositary Shares and the expectations of the market in the United States, a successful implementation of such capital increases will require that the Management Board (with the consent of the Supervisory Board), in fixing the offer price, is granted much more flexibility than accorded under section 186(3) sentence 4 AktG as interpreted by legal literature.

Accordingly, the Management Board and the Supervisory Board propose to amend as follows § 4 para. 5 of the Articles of Association regarding the authorized capital as well as certain authorizations that had been resolved upon in the past and that refer to § 4 para. 5 of the Articles of Association in the version currently in effect and which therefore should be amended in accordance with the hereby proposed changes to § 4 para. 5 of the Articles of Association:

a) § 4(5) sentence 4 of the Articles of Association shall be amended as follows:

(i) Lit. f) of the Articles of Association shall read as follows:

"f) in capital increases, in each case if excluding subscription rights, according to the assessment by the Management Board, is expedient to the shares' successful placement in view of the requirements of eligible investors and if the discount by which the issue price of the shares may be below the current stock exchange price at the time the Management Board adopts the resolution on using authorized capital, according to the assessment by the Management Board, does not exceed the extent necessary for a successful placement and in any case does not exceed 10% of either the latest available closing price at the time when the issue price is fixed or the volume-weighted average price over a period of up to five trading days ending on the day on which the issue price is so fixed."

(ii) In lit. g) the last comma shall be replaced by the word "and".

(iii) Lit. h) shall be deleted; lit. i) will become lit. h).

b) § 4(5) sentence 5 of the Articles of Association shall be amended as follows:

(i) The sequence of lit. "h)" shall be replaced by the sequence of lit. "f)".

(ii) The wording "this authorisation becomes effective" shall be replaced by the wording "this sentence 5 as amended by the resolution of the General Meeting of 26 June 2020 takes effect".

c) The authorisations resolved with regard to agenda items 7 and 8 of the General Meeting of 19 August 2019 shall be amended to the effect that in the relevant provision regarding the inclusions to be made in relation to the scope of the authorisation for an exclusion of subscription rights, the reference to "§ 4(5) sentence 4 lit. a) to lit. c) and h) of the Articles of Association as amended by the resolution on agenda item 10 of the General Meeting of 19 August 2019" shall be replaced by the reference to "§ 4(5) sentence 4 lit. a) to lit. c) and f) of the Articles of Association as amended by the resolution on agenda item 6 of the General Meeting of 26 June 2020". The amendments are subject to the condition precedent that all amendments to the Articles of Association resolved with regard to this agenda item 6 be entered in the commercial register (*Handelsregister*).

7. Amendments to the Articles of Association in connection with the invitation to and conduct of general meetings

The invitation to general meetings in other ways as publication in the federal gazette shall be made easier. Further, if it is possible to continue to hold general meetings as virtual general meetings in the future even beyond the special legislation regarding the COVID-19 pandemic if the Articles of Association permit to do so, the Articles of Association shall now be amended to include such permissions. Finally, it is intended to facilitate the attendance of general meetings by using electronic means (also for members of the Supervisory Board).

In this context, the Management Board and the Supervisory Board propose to amend the Articles of Association as follows:

a) An additional paragraph (4) shall be added to § 14 and read as follows:

"The general meeting may also be summed via mail (also via simple letter) or via e-mail. The postal and electronic addresses registered in the share register are authoritative."

b) § 16 shall be amended and read as follows:

(i) An additional paragraph (4) shall be inserted and read as follows:

"Members of the Supervisory Board can attend the meeting by way of video and audio broadcast if they are resident abroad, if permitted by amendments to the law after the entry into force of this paragraph (4) in the version resolved by the General Meeting on 26 June 2020 either in general or subject to a corresponding permission by the Articles of Association, or if the requirements defined by law for such type of attendance are met."

(ii) An additional paragraph (5) shall be inserted and read as follows:

"The Management Board can decide that the general meeting shall be held without the physical presence of the shareholders or their proxies (virtual general meeting) if so allowed by law and if the statutory requirements are met for holding a general meeting in the form of a virtual general meeting."

(iii) The last sentence of paragraph (3) shall become paragraph (6).

8. Conclusion of intercompany agreements (*Unternehmensverträge*)

Management Board and Supervisory Board propose to approve the conclusion of domination agreements with BioNTech Small Molecules GmbH, BioNTech IVAC GmbH and BioNTech Real Estate Holding GmbH, with the Company being the controlling company in each case and BioNTech Small Molecules GmbH, BioNTech IVAC GmbH and BioNTech Real Estate Holding GmbH being the dependent company, respectively.

In order to become effective, the domination agreements need approval in each case of the general meeting of the Company and of the shareholders' meeting of the respective dependent company as well as entry into the commercial register (*Handelsregister*) of the respective dependent company. It is intended for the shareholders' meeting of BioNTech Small Molecules GmbH, BioNTech IVAC GmbH and of BioNTech Real Estate Holding GmbH to give their approval and for the agreements to be entered into shortly after this General Meeting .

Among the Company and BioNTech Small Molecules GmbH, BioNTech IVAC GmbH and BioNTech Real Estate Holding GmbH, respectively, profit transfer agreements are already in place. Additionally, a domination agreement shall be entered into in each case in order to permanently meet the requirements of a consolidated sales tax group (*umsatzsteuerliche Organschaft*).

a) Approval of the conclusion of the domination agreement between the Company as controlling company and BioNTech Small Molecules GmbH as dependent company

Management Board and Supervisory Board propose to resolve as follows:

The general meeting approves of the conclusion of the domination agreement between the Company the BioNTech Small Molecules GmbH.

b) Approval of the conclusion of the domination agreement between the Company as controlling company and BioNTech IVAC GmbH as dependent company

Management Board and Supervisory Board propose to resolve as follows:

The general meeting approves of the conclusion of the domination agreement between the Company and BioNTech IVAC GmbH.

c) Approval of the conclusion of the domination agreement between the Company as controlling company and BioNTech Real Estate Holding GmbH as dependent company

Management Board and Supervisory Board propose to resolve as follows:

The general meeting approves of the conclusion of the domination agreement between the Company and BioNTech Real Estate Holding GmbH.

Furthermore, the Management Board and Supervisory Board propose to approve of the conclusion of a domination and profit and loss transfer agreement with each of JPT Peptide Technologies GmbH and BioNTech Cell & Gene Therapies GmbH, whereas the Company will be the group parent (*Organträger*) and JPT Peptide Technologies GmbH and BioNTech Cell & Gene Therapies GmbH, respectively, will be the group subsidiary (*Organgesellschaft*).

In order to become effective, the domination and profit transfer agreements need to be approved by each of the general meeting of the Company and the shareholders' meeting of the respective group subsidiary and further need to be entered into the commercial register (*Handelsregister*) of the relevant group subsidiary. It is intended for the shareholders' meeting of JPT Peptide Technologies GmbH and of BioNTech Cell & Gene Therapies GmbH to give their approval and for the agreements to be entered into shortly after this Annual General Meeting.

The purpose of the entering into the domination and profit and loss transfer agreements is in each case to establish a corporation and trade tax group (*körperschaft- und ertragsteuerliche Organschaft*), which would allow the offsetting of profits arising at the level of the respective group subsidiary with losses arising at the level of the group parent.

d) Approval of the conclusion of the domination and profit and loss transfer agreement between the Company as controlling company and JPT Peptide Technologies GmbH as dependent company

Management Board and Supervisory Board propose to resolve as follows:

The general meeting approves of the conclusion of the domination and profit and loss transfer agreement between the Company and JPT Peptide Technologies GmbH.

e) Approval of the conclusion of the domination and profit and loss transfer agreement between the Company as controlling company and BioNTech Cell & Gene Therapies GmbH as dependent company

Management Board and Supervisory Board propose to resolve as follows:

The general meeting approves of the conclusion of the domination and profit and loss transfer agreement between the Company and BioNTech Cell & Gene Therapies GmbH.

It is not required to have the domination agreements or domination and profit and loss transfer agreements audited by a contract auditor, because all shares of the dependent companies/group subsidiaries are held by the Company; for JPT Peptide Technologies GmbH this will be the case at the time the relevant contract will be concluded.

From the date of convening the General Meeting onwards the following documents are made available on our website at https://investors.biontech.de/agm in connection with the approvals to be resolved upon under this agenda item 8 regarding the conclusion of the domination and domination and profit and loss transfer agreements:

- the drafts of the domination and domination and profit and loss transfer agreements, the conclusion of which shall be approved by the general meeting;
- the annual accounts and – unless the relevant companies are not exempt from its preparation – the management reports of the contracting companies for the last three business years; and
- the joint reports of the Management Board of the Company and of the managing directors of the relevant dependent entity/group subsidiary.

Main content of the domination agreements to be entered into

All shares in BioNTech Small Molecules GmbH, BioNTech IVAC GmbH and BioNTech Real Estate Holding GmbH are held by the Company.

The domination agreements to be entered into with BioNTech Small Molecules GmbH, BioNTech IVAC GmbH and BioNTech Real Estate Holding GmbH have the following main content:

The dependent company – i.e. BioNTech Small Molecules GmbH, BioNTech IVAC GmbH and BioNTech Real Estate Holding GmbH, respectively, submits the direction of the dependent company to the Company, which is therefore entitled to issue instructions to the managing directors of the relevant dependent company. The management and representation of the relevant company, however, remain the responsibility of the managing directors of the dependent companies.

The Company is obligated to take over any loss of the dependent companies in accordance with the provisions of sec. 302 German Stock Corporation Act (*Aktiengesetz*; *AktG*), as amended.

Each domination agreement only becomes effective upon registration with the commercial register (*Handelsregister*) of the relevant dependent company, whereas the contract is applied retroactively from the beginning of the fiscal year of the respective dependent company during which the domination agreement has been registered with the commercial register (*Handelsregister*) of the relevant dependent company. This does not apply, however, to the abovementioned right to issue instructions which does not apply retroactively but only starting with registration of the relevant domination agreement with the commercial register (*Handelsregister*).

The contract is entered into for an indefinite period of time but may be terminated with six months' notice to the end of each fiscal year of the relevant dependent company. Given certain circumstances – e.g. the Company no longer holding the majority of the voting rights or its shares in the relevant dependent company – the relevant contract may also be terminated without observance of a notice period.

The contracts do not provide for provisions on claims for compensation and settlement (*Ausgleichs- und Abfindungsansprüche*), as the Company is the sole shareholder of each of BioNTech Small Molecules GmbH, BioNTech IVAC GmbH and BioNTech Real Estate Holding GmbH.

The profit and loss transfer agreements that are already in place between the Company and BioNTech Small Molecules GmbH, BioNTech IVAC GmbH and BioNTech Real Estate Holding GmbH, respectively, are left unaffected by the contracts.

Main content of the domination and profit and loss transfer agreement to be concluded with BioNTech Cell & Gene Therapies GmbH

The Company holds all shares in BioNTech Cell & Gene Therapies GmbH. The domination and profit and loss transfer agreement to be concluded with BioNTech Cell & Gene Therapies GmbH has the following main content:

The group subsidiary – i.e. BioNTech Cell & Gene Therapies GmbH – submits its direction to the group parent, i.e. the Company, allowing for it to issue instructions to the group subsidiary regarding its direction. The management and representation of the group subsidiary, however, remains being the responsibility of the relevant managing directors of the group subsidiary.

Furthermore, the group subsidiary is obligated to transfer its profit to the group parent in accordance with sec. 301 German Stock Corporation Act (*Aktiengesetz*; *AktG*). The amount to be transferred in each year is the net profit (as calculated without the profit transfer), reduced by the loss carried forward, if any, from the previous year, and by the amount blocked for distribution pursuant to sec. 268 para. 8 German Commercial Code (*Handelsgesetzbuch*; *HGB*). With approval of the group parent the group subsidiary may transfer a portion of the net profit to the revenue reserves pursuant to sec. 272 para. 3 German Commercial Code (*Handelsgesetzbuch*; *HGB*) insofar as permitted by commercial law and economically justified by reasonable commercial judgment. The group parent may demand that any revenue reserve so accumulated during the term of the domination and profit and loss transfer agreement be released and offset against a potential net loss or transferred as net profit, insofar as permitted by commercial law.

Correspondingly, the group parent is obliged to take over the losses of the group, whereas sec. 302 German Stock Corporation Act (*Aktiengesetz*; *AktG*) applies, as amended.

Subject to the registration with the commercial register (*Handelsregister*) of the group subsidiary and subject to the approval of the general meeting of the Company and the shareholders' meeting of the group subsidiary the domination and profit and loss transfer agreement applies retroactively from the beginning of the fiscal year of the group subsidiary during which the contract became effective upon registration with the commercial register (*Handelsregister*) of the group subsidiary. In deviation hereof the right of the group parent to issue instructions is effective only from registration with the commercial register (*Handelsregister*) of the group subsidiary.

The contract is effective for an indefinite period of time but may be terminated with six months' notice to the end of any fiscal year of the group subsidiary. However, this right to terminate without cause can only be exercised with effect at the end of such fiscal year of the group subsidiary that ends at least five calendar years after the beginning of the fiscal year in which the contract became effective. Furthermore, the contract may be terminated for cause only if the subject matter giving rise to the termination is recognised as being harmless to taxation (*als steuerlich unschädlich anerkannter wichtiger Grund*) within the meaning of sec. 14 para. 1 no. 3 sentence 2 Corporation Tax Act (*Körperschaftsteuergesetz*; *KStG*).

Any clause of the domination and profit and loss transfer agreement is to be construed in line with the parties' intention to establish a corporation tax group effective for taxation purposes (*körperschaftsteuerliche Organschaft*).

The contract does not provide for provisions on claims for compensation and settlement (*Ausgleichs- und Abfindungsansprüche*), as the Company is the sole shareholder of BioNTech Cell & Gene Therapies GmbH.

Main content of the domination and profit and loss transfer agreement to be concluded with JPT Peptide Technologies GmbH

What is said above with regard to the domination and profit and loss transfer agreement to be concluded with BioNTech Cell & Gene Therapies GmbH also applies to the domination and profit and loss transfer agreement to be entered into by the Company and by JPT Peptide Techologies GmbH, save for the following deviating and supplementing information:

At the time of convening the General Meeting of 26 June 2020 the Company does not hold any shares in JPT Peptide Technologies GmbH. Instead, JPT Peptide Technologies GmbH is a direct subsidiary of BioNTech Diagnostics GmbH, which in turn is a direct subsidiary of the Company. Neither JPT Peptide Technologies GmbH nor BioNTech Diagnostics GmbH have other shareholders. At the time of convening the General Meeting of 26 June 2020 a profit and loss transfer agreement between JPT Peptide Technologies GmbH and BioNTech Diagnostics GmbH is in place.

It is intended, however, that all shares in JPT Peptide Technologies GmbH be transferred from BioNTech Diagnostics GmbH to the Company and that the profit and loss transfer agreement between JPT Peptide Technologies GmbH and BioNTech Diagnostics GmbH be terminated. It is expected that this share transfer to the Company is completed by the end of 30 June 2020. At the same time the fiscal year of JPT Peptide Technologies GmbH, which currently is identical to the calendar year, shall be changed to run from 01 July of any calendar year through 30 June of the subsequent calendar year.

In this context a domination and profit and loss transfer agreement among the Company as group parent and JPT Peptide Technologies GmbH as group subsidiary shall be concluded. Subject to its registration with the commercial register (*Handelsregister*) of JPT Peptide Technologies GmbH this contract shall become effective retroactively only from 01 July 2020, such date being the beginning of the future fiscal year (as changed) of JPT Peptide Technologies GmbH. This does not apply to the Company's right to issue instructions vis-à-vis JPT Peptide Technologies GmbH, which shall be effective only from registration of the contract with the commercial register (*Handelsregister*) of JPT Peptide Technologies GmbH.

Report of the Management Board regarding agenda item 6

Pursuant to Art. 5 SE-Regulation in connection with sec. 186 para. 4 sentence 2 German Stock Corporation Act (*Aktiengesetz*; *AktG*) the Management Board has to report to the general meeting in writing in the case of resolutions on the exclusion of subscription rights. Pursuant to sec. 203 para. 1 sentence 1, sec. 71 para. 1 no. 8 half sentence 2 and sec. 221 para 4 sentence 2 German Stock Corporation Act (*Aktiengesetz*; *AktG*) this also applies to the authorization to exclude subscription rights in connection with capital increases from the authorized capital, in connection with the disposal of treasury shares and with the issuance of option and/or convertible bonds.

The following is to be read in connection with the resolution proposals made in the invocation of the Annual General Meeting, which are part of this report and being referred to:

Regarding agenda item 6 lit. a) and b) – Expansion of options to exclude subscription rights for authorised capital

When making use of the authorized capital under the articles of association the Management Board's authorization to exclude the subscription right of the shareholders pursuant to sec. 4 para. 5 sentence 4 lit. h) (which is to be replaced by lit. f) in its future form) shall be modified and thereby adjusted to the needs of the Company.

As a growing biotechnology company with correspondingly very high expenditures for the development of its drug candidates the Company requires extraordinarily high financial resources and has continuously high losses until the successful marketing of its products. It is therefore dependent on raising capital by way of capital increases, where necessary even very quickly and flexibly. It is also in the shareholders' interest that the Company uses its options to grow and increase its value and that it not restricts itself in such regard because of limited financial resources.

The Company's share is listed at NASDAQ in the form of American Depositary Shares. This means that in the case of subscription rights capital increases the requirements of capital markets laws of the United States have to be catered for and that further the Depositary for the American Depositary Shares has to be involved in the settlement. This makes subscription rights capital increases very arduous. At the same time, the design of a capital increase under exclusion of subscription rights has to meet market expectations – i.e. especially the environment of the biotechnology sector in the United States – with regard to the placement price. In that context, it plays a significant role that the price of the ADS of the Company in general is very volatile and that potential (new) investors expect a higher discount on the stock market price than could be given under the current provisions of the articles of association based on sec. 186 para. 3 sentence 4 German Stock Corporation Act (*Aktiengesetz*; *AktG*) or referring to the exposed partaking of an investment bank.

Further, an equitable participation of all owners of shares and American Depositary Shares in a subscription rights capital increase would *de facto* (also through realisation of the respective subscription right) be difficult to ensure; this is different than were the shares listed in Germany, in which case a subscription rights trading could be implemented. Instead of granting subscription rights the interests of both the shareholders and the owners of American Depositary Shares can therefore be better catered for by offering the shares for very short periods to (new) institutional investors with a discount that generally speaking would be lower than it typically would be in the case of a subscription rights capital increase. In order to execute such offers flexibly when the opportunity arises, the options to exclude subscription rights when utilizing the authorized capital should be extended accordingly.

The authorization to exclude subscription rights so modified shall also fall within the limitation of sec. 4 para. 5 sentence 5 of the articles, pursuant to which the new shares issued from the authorized capital under exclusion of subscription rights (subject to the exceptions further spelled out in the resolution proposals) may not exceed 20% of the share capital. The reference point for this limitation is the time of effectiveness of the authorization in the form as resolved upon by the Annual General Meeting of 26 June 2020 or – if this amount is lower – the time of its exercise. This modification of the reference point increases the Management Board's leeway (subject to authorization of the Supervisory Board) to a minor extent which, as described above, ultimately is also in the shareholders' interest.

In accordance with what is required by sec. 203 para. 2 sentence 2 in connection with sec. 186 para. 3 sentence 4 German Stock Corporation Act (*Aktiengesetz*; *AktG*) it is therefore ensured with regard to the resolution proposals under agenda item 6 lit. a) and b) that the financial and voting interests of the shareholders in connection with the utilisation of the authorized capital under exclusion of the shareholders' subscription rights are adequately preserved while at the same time and in the interest of all shareholders further scope for action is given to the Company.

Taking the aforementioned into account the Management Board assesses the proposed authorization to exclude subscription rights as being objectively justified and appropriate vis-à-vis the shareholders.

Regarding agenda item 6 lit. c) – Modification of the options to exclude subscription rights in connection with the issuance of option and convertible bonds and in connection with the acquisition of treasury shares and their use

The general meeting of 19 August 2019 under agenda item 7 had resolved that the Management Board, with approval of the Supervisory Board, may exclude the shareholders' subscription rights in connection with the issuance of option and convertible bonds as further specified. Under agenda item 8 lit. b) the general meeting of 19 August 2019 had resolved the requirements to be met for the Management Board (with approval of the Supervisory Board) to dispose of treasury shares and thereby exclude the shareholders' subscription right.

Both authorizations limit the permitted scope of the option and convertible bonds issued and the treasury shares disposed under exclusion of subscription rights. The authorization allows for the issuance of bonds with conversion or option rights or conversion or option obligations or tender rights of the issuer for shares only in such an amount that their pro rata amount of the share capital may not exceed 20% of the share capital in total; the authorization for the use of treasury shares contains a similar provision. Both authorizations further stipulate that – apart from a reciprocal crediting – new shares that are issued from the authorized capital under exclusion of subscription rights pursuant to the authorization of sec. 4 para. 5 sentence 4 lit. a) through lit. c) and lit. h) must be counted towards the 20% threshold.

Since the provisions regarding the exclusion of subscription rights in connection with the authorized capital are now to be modified under agenda item 6 lit. a) and lit. b), an adjustment of the crediting provision described above is mandated, in order for the crediting provision with regard to capital increases from the authorized capital, with regard to the issuance of option and convertible bonds and with regard to the disposal of treasury shares to be in unison.

In accordance with what is required by sec. 71 para 1 no 8 sentence 5 half sentence 2 and sec. 221 para. 4, respectively, in connection with sec. 186 para. 3 sentence 4 German Stock Corporation Act (*Aktiengesetz*; *AktG*) it is therefore ensured with regard to the resolution proposals under agenda item 6 lit. c) that the financial and voting interests of the shareholders in connection with the issuance of option and convertible bonds and with regard to the disposal of treasury shares under exclusion of the shareholders' subscription rights are adequately preserved while at the same time and in the interest of all shareholders further scope for action is given to the Company.

Taking the aforementioned into account the Management Board assesses the proposed authorization to exclude subscription rights as being objectively justified and appropriate vis-à-vis the shareholders.

Further information

Internet Portal

For the purpose of enabling shareholders and their proxies to view the General Meeting on the internet, to register for the General Meeting, to cast their vote on resolutions to be passed by the General Meeting, to grant proxy, to submit their questions with regard to the agenda and to record objections against resolutions adopted by the General Meeting, we have established an internet portal that can be accessed at our website https://investors.biontech.de/agm (the ***Internet Portal***).

Shareholders and proxies need an access number and a password (the ***Access Data***) to be granted access to the Internet Portal. Shareholders registered in the share register shall receive the Access Data together with the invitation to the General Meeting.

ADS Holders are requested to refer to the section "*ADS Holders*" below.

Requirements for exercising the right to vote and the right to ask questions

The shareholders listed in the share register are entitled to exercise (also by way of proxies) the right to vote and the right to ask questions in relation to the General Meeting if they have announced their intention to attend in a timely manner. What is decisive is the status of registrations at the end of 19 June 2020; no further entries in the share register will be made after that date and until the end of the General Meeting. Registration for attending the General Meeting must take place

- over the Internet Portal (see "*Internet Portal*" above),
- by post to

  Hauptversammlung BioNTech SE
  c/o ADEUS Aktienregister-Service-GmbH
  Postfach 57 03 64
  22772 Hamburg

- by fax to +49 (89) 20 70 37 951

  or

- by email to hv@adeus.de

(together the ***Registration Addresses***) **until 19 June 2020 (24:00 hrs) at the latest**.

Access to the Internet Portal is obtained by entering the Access Data provided to the entitled persons in advance (see "*Internet portal*" above).

For registration by post, fax or email, it is possible to use the registration form available at the Company's website at https://investors.biontech.de/agm and also provided to shareholders together with the invitation letter (the ***Registration Form***).

Virtual General Meeting

Shareholders and shareholders' proxies cannot physically participate in the General Meeting. Rather, the General Meeting will be held as a virtual general meeting in the way described below:

(a) Attendance of the General Meeting

Shareholders and proxies can follow the entire General Meeting by means of the public video and audio broadcast accessible via the Internet Portal (see "*Internet portal*" above). Access is obtained by entering the Access Data provided to the entitled persons in advance (see "*Internet portal*" above).

(b) Exercising the voting right

The voting right can only be exercised by shareholders and by proxies in compliance with the following section "*Procedure for proxy voting*". Before exercising the voting right, the shareholder must have been duly registered for the General Meeting.

Voting rights are exercised by shareholders and proxies using the Internet Portal (see "*Internet portal*" above) or using the voting form that is provided to shareholders with the invitation letter and is also accessible via our web page "https://investors.biontech.de/agm", i.e. by postal voting. Access to the Internet Portal for the purpose of voting is obtained by entering the Access Data provided to the entitled persons in advance (see "*Internet portal*" above). Voting via the Internet Portal will be possible **until the commencement of voting at the General Meeting**. Casting votes by using the voting form will be possible only if the completed form is received by the Company **by 25 June 2020, 12:00 hrs** at one of the Registration Addresses (see "*Requirements for exercising the right to vote and the right to ask questions*" above).

(c) Questions regarding items on the agenda

Duly registered shareholders and proxies whose authorisation has been proven in due form (see the *Procedure for proxy voting* below) may ask questions by way of electronic communication starting 20 June 2020. The "ask a question" button on the Internet Portal (see "*Internet portal*" above) is provided for this purpose.

Any questions must be submitted via the Internet Portal no later than two days prior to the General Meeting, i.e. **by the end of 23 June 2020 (24:00 hrs)**. Questions can no longer be submitted after expiry of the aforementioned deadline.

It is intended that the names of those asking questions will generally be stated as part of the Q&A process unless the persons concerned have expressly objected to any disclosure of their names.

(d) Counter-motions

Any counter-motion or nomination to be made accessible under sections 126, 127 AktG (German Stock Corporation Act) will be considered as having been

submitted within the scope of the virtual General Meeting if the shareholder submitting the motion has been duly registered for the General Meeting.

Procedure for proxy voting

Shareholders can have their voting rights exercised by proxies, for example by an intermediary, a shareholders' association, a voting rights advisor, a proxy nominated by the Company (*von der Gesellschaft benannter Stimmrechtsvertreter*) or any other person by postal voting. In this case as well, the shareholder must ensure the timely registration for the General Meeting (as set out above under "*Requirements for exercising the right to vote and the right to ask questions*"). A proxy can be granted or revoked, and proof of authorisation can be provided to the Company by sending a corresponding notice to one of the Registration Addresses (see "*Requirements for exercising the right to vote and the right to ask questions*" above), provided that by using the Internet Portal (see "*Internet portal*" above) only a proxy nominated by the Company (*von der Gesellschaft benannter Stimmrechtsvertreter*) can be authorized and the revocation of proxies (including such proxies granted via the Internet Portal) is not possible via the Internet Portal. At the day of the General Meeting the granting of proxy, its revocation and the provision of proof of authorisation are only possible by fax (no. +49 89 30903-74675), by email at hv@adeus.de or – in the case of authorization of a proxy nominated by the Company (von der Gesellschaft benannter Stimmrechtsvertreter) – over the Internet Portal. A proxy must be granted or revoked, and proof of authorisation must be provided to the Company in text form pursuant to section 134(3) sentence 3 AktG or – in the case of authorization of a proxy nominated by the Company (*von der Gesellschaft benannter Stimmrechtsvertreter*) – by electronic means via the Internet Portal.

There may be exceptions for the granting and revocation of proxies to intermediaries, shareholders' associations, voting rights advisors and other persons of equal status in accordance with section 135(8) AktG.

Insofar as shareholders wish to exercise their voting rights from shares registered for the General Meeting via a proxy nominated by the Company (*von der Gesellschaft benannter Stimmrechtsvertreter*) they must specifically instruct him with regard to the voting; the proxies nominated by the Company (*von der Gesellschaft benannte Stimmrechtsvertreter*) only act in accordance with such instructions given by the shareholder. Instructions may be issued via the Registration Form (see "*Requirements for exercising the right to vote and the right to ask questions*" above) or the Internet Portal. Should an individual vote not already announced in the convening notice take place on an agenda item, an instruction already issued in this regard shall apply to each individual item. Instructions given to the proxies nominated by the Company via the Internet can be modified over the Internet Portal until the beginning of the counting of votes at the date of the General Meeting.

ADS Holders

ADS Holders will be entitled to attend the General Meeting by means of the video and audio broadcast accessible via the Internet Portal (see "*Internet portal*" above). They will be notified of the General Meeting and of how to obtain the Access Data necessary to access the Internet Portal separately by the Depositary (The Bank of New York Mellon, P.O. Box 505000, Louisville, KY 40233-5000, United States of America). Subject to the Deposit Agreement in relation to the Company's American Depositary

Shares and the relevant ADS Holder meeting the prerequisites set out in such notification, ADS Holders can provide voting instructions to the Depositary (or its nominee), who will vote the shares underlying their ADSs in accordance with such instructions.

In the case of questions regard the exercise of their rights the ADS Holders may contact BNY Mellon Shareowner Services (shrrelations@cpushareownerservices.com; phone: +1 201 680 6825 and toll-free from within the United States of America +1 888 269 2377).

Shareholders' rights

(a) *Right to put additional items on the agenda pursuant to Art. 56 sentences 2 and 3 SER, section 50(2) SEAG, section 122(2) AktG*

Shareholders whose shares separately or collectively reach 5% (corresponding to 11,909,899 shares) of the share capital or a notional interest of €500,000.00 (corresponding to 500,000 shares) of the share capital (the ***Minimum Holding***) may request that items be put on the agenda and be made known. This Minimum Holding is required for requests made by shareholders of a European company (*Societas Europaea*) to put additional items on the agenda pursuant to Art. 56 sentence 3 SER (SE Regulation) in conjunction with section 50(2) SEAG (German Act Implementing the SE Regulation).

The request shall be made in writing and addressed to the Company being represented by the Management Board; each new item of the agenda must be accompanied by a statement of reasons or a proposal for resolution. The request to put an additional item on the agenda may also concern an issue for discussion without resolution. The request must be received by the Company by **01 June 2020, 24:00 hrs CEST** at the latest. Please send a corresponding request to the following postal address:

BioNTech SE
- Management Board -
An der Goldgrube 12
55131 Mainz
Germany

Additional items on the agenda that have to be announced will be published in the Federal Gazette (*Bundesanzeiger*) without delay upon receipt of the request unless they have already been announced with the invitation to the General Meeting. They will also be published in the Internet Portal (see above "*Internet Portal*").

(b) *Counter-motions made by shareholders pursuant to Art. 53 SER, section 126(1) AktG*

Shareholders have the right to make motions counter to a proposal submitted by the Management Board and the Supervisory Board as to a certain item of the agenda. Any counter-motions must be received by the Company in writing, by fax or by email by **11 June, 24:00 hrs CEST** at the latest together with any statement of reasons, and must have been received exclusively by one of the Registration Addresses (see above *Requirements for exercising the right to vote and the right to ask questions*).

Motions sent to other addresses will not be considered. Shareholders' counter-motions to be made accessible shall be published on the Internet Portal (see above "*Internet Portal*") together with the name of the shareholder and any statement of reasons for the motion without delay upon their receipt. Any statements or comments made by the management in this respect will also be made accessible at the Internet Portal. The Company may decline to make a counter-motion and the accompanying statement of reasons accessible in any of the cases listed in section 126(2) AktG for a non-communication, for example when the counter-motion would result in a resolution of the General Meeting that would be illegal or violate the Articles of Association. A statement of reasons for a counter-motion does not have to be made accessible if it comprises more than 5,000 characters in total.

Any counter-motion to be made accessible under section 126 AktG will be considered as having been submitted within the scope of the virtual General Meeting if the shareholder submitting the motion has been duly registered for the General Meeting.

(c) Nominations from shareholders pursuant to Art. 53 SER and section 127 AktG

Shareholders also have the right to submit nominations for the election of Supervisory Board members or auditors. The provision set out above with regard to counter-motions shall apply *mutatis mutandis* to nominations, provided that nominations do not have to be accompanied by any statement of reasons. Beyond the aforementioned cases justifying a non-communication in accordance with section 126(2) AktG, the nomination also does not need to be made accessible if it does not contain the name, current profession and place of residence of the nominated member of the Supervisory Board or the nominated auditor and, in the case of nominations for the election of Supervisory Board members, details of memberships on other statutory supervisory boards.

(d) Shareholders' right to ask questions pursuant to Art. 53 SER, section 131(1) AktG in conjunction with section 1(2) sentence 1 no. 3, sentence 2 of the German Act on Measures in Corporate, Co-operative, Association, Foundation and Home Ownership Law to Combat the Effects of the COVID-19 Pandemic (Gesetz über Maßnahmen im Gesellschafts-, Genossenschafts-, Vereins-, Stiftungs- und Wohnungseigentumsrecht zur Bekämpfung der Auswirkungen der COVID-19-Pandemie) of 27 March 2020 (Federal Law Gazette (BGBl.) I, p. 570)

Notwithstanding section 131 AktG, registered shareholders shall have no right to information in the virtual General Meeting held on 26 June 2020. Instead, they can submit questions in advance prior to the General Meeting. However, a right to obtain an answer to such questions will not be associated therewith. The Management Board will decide on answers to questions by employing its due and proper discretion. The Management Board shall not be required to answer all questions; it is in particular possible to combine questions and to select reasonable questions in the interest of the other shareholders. In doing so, preference may be given to shareholders' associations and institutional investors holding significant numbers of voting shares.

It is intended that the names of those asking questions will generally be stated as part of the Q&A process unless the persons concerned have expressly objected to any disclosure of their names.

Any questions of shareholders must be submitted via the Internet Portal (see above "*Internet Portal*") no later than two days prior to the meeting, i.e. by **23 June 2020, 24:00 hrs CEST** at the latest. Questions can no longer be submitted after expiry of the aforementioned deadline.

(e) Right to object against resolutions adopted by the General Meeting

Shareholders who have exercised their voting rights in person or by proxy may, again acting in person or by proxy, record an objection against any of the resolutions adopted by the General Meeting via the Internet Portal (see above "*Internet Portal*"), i.e. in deviation from section 245 no. 1 AktG without physically attending the meeting.Total number of shares and of voting rights. The recording of an objection is possible from the beginning of the General Meeting until its end.

Details of shareholders' rights can also be found on the internet at https://investors.biontech.de/agm.

Total number of shares and of voting rights

The total number of shares issued at the time of this invitation (including shares held by the Company itself) is 238,197,961.

Availability of information

The information to be provided pursuant to section 124a AktG will be available at the Company's website https://investors.biontech.de/agm from the day of the invitation at the latest.

Data protection notice

BioNTech SE processes personal data of the shareholders (surname and first name, address, email address, number of shares, type of share ownership) and potentially also personal data of the shareholder representatives and the ADS Holders in its capacity as controller and on the basis of valid data protection legislation. The shares of BioNTech SE are registered shares. The processing of personal data is required by law for the due and proper preparation and conduct of the virtual General Meeting, the exercise of the shareholders' voting rights as well as the possibility of following the virtual General Meeting by means of electronic connection, and the maintenance of the share register. The processing will take place on the legal basis of Art. 6(1) sentence 1 lit. c) GDPR in conjunction with sections 67, 118 et seqq. AktG as well as in conjunction with section 1 of the German Act on Measures in Corporate, Co-operative, Association, Foundation and Home Ownership Law to Combat the Effects of the COVID-19 Pandemic (*Gesetz über Maßnahmen im Gesellschafts-, Genossenschafts-, Vereins-, Stiftungs- und Wohnungseigentumsrecht zur Bekämpfung der Auswirkungen der COVID-19-Pandemie*) of 27 March 2020 (Federal Law Gazette (BGBl.) I, p. 570). If and to the extent the personal data are not provided by the shareholders, the shareholders' representatives and ADS Holders themselves, BioNTech SE will generally receive such data from the shareholder's custodian bank or the Depositary, as the case may be. If and to the extent the

processing of personal data is required for organizational reasons with regard to the conduct of the virtual General Meeting, the legal basis of such processing is Art. 6(1) sentence 1 lit. f) GDPR.

The service providers commissioned by the Company to organize the virtual General Meeting will only process the shareholders' personal data as instructed by BioNTech SE and to the extent required in order for the commissioned service to be rendered. All BioNTech SE employees and any employees of the commissioned service providers who have access to and/or process the shareholders' personal data are obliged to treat said data as confidential.

The Company shall erase the shareholders' personal data in compliance with statutory regulations, especially if the personal data in question are no longer required for the purpose for which they were originally collected or processed or are no longer required in connection with any administrative or court proceedings, and if no statutory retention periods apply.

Furthermore, the personal data of the shareholders and shareholder representatives exercising their voting rights and following the virtual General Meeting by means of electronic connection can be viewed by other shareholders, shareholder representatives and ADS Holders, in particular by means of the list of participants required by law (section 129 AktG (German Stock Corporation Act)). This also applies to questions that shareholders or shareholder representatives may have asked in advance.

Subject to the statutory requirements, the data subjects have a right to obtain information on their personal data processed and to request the correction or erasure of their personal data, or to restrict their processing. The data subjects are also entitled to file a complaint with the supervisory authorities. If the processing of personal data is legally based on Art. 6(1) sentence 1 lit. f) GDPR, the data subjects also have a right to object subject to the statutory requirements.

For any comments on or questions about the processing of personal data, you can contact the data protection officer of BioNTech SE (for contact details see https://biontech.de/de/data-privacy-policy).

Mainz, in May 2020

The Management Board