

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

BIONTECH

**Annual General Meeting 2024 of
BioNTech SE, Mainz**

Documents relating to agenda item 12

(Amendment of authorisations to issue share options)

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

- Resolution of the Annual General Meeting of the company on 18 August 2017 on agenda item 5 a) to c) (as an excerpt from the notarized minutes of the Annual General Meeting)
- Resolution of the Annual General Meeting of the company on 19 August 2019 on agenda item 6 a) to c) (as an excerpt from the notarized minutes of the Annual General Meeting)
- Resolution of the Annual General Meeting of the company on 26 June 2020 on agenda item 5 (as an excerpt from the notarized minutes of the Annual General Meeting)
- Resolution of the Annual General Meeting of the company on 22 June 2021 on agenda item 6 and agenda item 7 lit. a) to lit. f) (as an excerpt from the notarised minutes of the Annual General Meeting)

*English Convenience Translation –
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Resolution of the Annual General Meeting of the company on 18 August 2017 on agenda item 5 lit. a) to lit. c) (as an excerpt from the notarized minutes of the Annual General Meeting)

URNr. * 1 O G / 2017
Dr G

Minutes of the Extraordinary General Meeting of BioNTech AG
with headquarters in Mainz

Today, the eighteenth day of August, two thousand and seventeen

- 18.08.2017 -

I took,

Dr Tilman G ö t t e
Notary in Munich

with its registered office at 80333 Munich, Maximiliansplatz 12, to attend
the Extraordinary General Meeting of Shareholders of the Company

BioNTech AG
with headquarters in Mainz
- AG Mainz, HRB no. 41865 -

part.

I am issuing this report on the negotiations and resolutions

N o t e :

[...]

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1. From the Supervisory Board of the company: none

5. Resolution on the authorization to issue share options to members of the Management Board and employees of the Company, creation of a Conditional Capital 2017 and amendment of the Articles of Association

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

- a. Authorization to issue share options as part of the 2017 share option programme

The Executive Board (or, in the case of the issue of share options to members of the Executive Board of the Company, the Supervisory Board) is authorized, with the approval of the Supervisory Board, to issue share options to members of the Company's Executive Board, members of the management of affiliated companies and employees of the company and affiliated companies (who are not members of the Executive Board of the Company). (hereinafter referred to as "beneficiaries") on one or more occasions until 12 July 2021, which entitle them to subscribe to up to 18,166 new no-par value registered shares of the Company with a notional value of € 1.00 in accordance with the terms and conditions of the options (hereinafter referred to as "employee options"). When the capital increase from company funds in accordance with the above agenda item 3 or any other capital increase from company funds becomes effective after the entry in the commercial register of the amendment to the Articles of Association regarding conditional capital to be resolved in accordance with lit c) of this resolution, the number of shares to which the option rights may entitle their holders shall increase in the same proportion as the share capital.

The shareholders' statutory subscription right is excluded. The employee options are to be offered to the entitled persons for the implementation of the employee participation programme of the Company.

- i. Group of entitled persons, allocation to members of the management and employees

Up to 30 % of the maximum number of employee options shall be granted to members of the company's Executive Board, and up to 10 % of this maximum number shall be granted to members of the Supervisory Board.

of the management of affiliated companies, insofar as these are not identical with members of the Executive Board, and up to 60 % of the maximum number to the employees of the company and any affiliated companies. The group of beneficiaries and the scope of the right to acquire employee options shall be determined by the Executive Board with the consent of the Supervisory Board and, insofar as members of the Executive Board of the Company are concerned, by the Supervisory Board.

ii. Subscription right, conditional capital

Each employee option entitles the holder to subscribe to one new registered share of the Company with a notional value of € 1.00. The new shares will be made available from the Conditional Capital 2017 to be resolved by the Annual General Meeting on 18 August 2017 in accordance with a new Article 4 paragraph 8 of the Articles of Association of the Company to be inserted by this resolution. The option conditions may provide that the Company may grant the beneficiaries treasury shares or a cash payment instead of new shares from conditional capital to service the employee options. If the beneficiaries are members of the Executive Board of the Company, the Supervisory Board alone shall decide on this. The cash payment results from the difference between the exercise price and the exercise price. The "exercise price" is the closing price of the Company's share on the last trading day before the day of exercise of the employee options ("exercise day"). exercise date") in the trading system with the highest total trading volume on the last ten trading days prior to the exercise date ("primary exchange").

iii. Output window

Until the IPO (paragraph v), employee options may be issued at any time. After the IPO, the issue may only take place within a period of four weeks after the publication of a quarterly or semi-annual report or an interim report of the Company as well as within a period of four weeks after the publication of the annual financial statements and within a period of four weeks after the Annual General Meeting of the Company ("issue window"). The provisions of Regulation (EU) No. 596/2014 on market abuse remain unaffected.

iv. Exercise price

For employee options issued up to the IPO, the exercise price per share to be paid upon exercise of employee options shall be the average issue amount to be paid within the scope of the relevant financing rounds, including additional payments to which the subscribers commit themselves beyond the share premium (also vis-à-vis shareholders). The "relevant financing rounds" shall be the capital increases last subscribed for prior to the date of the resolution of the Executive Board (in the case of the issue of employee options to the Executive Board: of the Supervisory Board) on the issue of the employee options ("issue date"), and, if applicable, several capital increases in such a way that the total shares subscribed for within the scope of these capital increases amount to at least three per cent of the share capital existing at the beginning of the issue date.

For employee options issued after the IPO, the exercise price per share to be paid upon exercise of employee options - without prejudice to Section 9 (1) AktG – is the share price at the time of issue.

The "Price at issue" is the arithmetic mean of the closing prices of the company's shares on the primary stock exchange on the last ten trading days before the issue date. For employee options issued in the period from four weeks before to four weeks after the IPO, the exercise price may be set differently (e.g. in the amount of the offer price as part of the public offer).

V. Performance targets

The share options can only be exercised if and to the extent that the following performance targets have both been met; for employee options issued after the IPO, only the following hurdle of share price performance must be met:

The first performance target (IPO hurdle) is achieved when shares of the Company are offered to the public for subscription or sale in such a form that a securities prospectus subject to official approval had to be published, and in this context are admitted to trading on a domestic or foreign stock exchange ("IPO").

The second performance target (price performance hurdle) is achieved if, upon exercise of the employee options, the average closing price of the Company's share on the primary stock exchange on the last ten trading days before the exercise date exceeds the exercise price by at least 32%; the aforementioned percentage increases by eight percentage points from the fifth and each subsequent anniversary of the issue date.

vii. Limitation option (cap)

For employee options granted to members of the Company's Management Board, the Supervisory

Board must provide a cap for extraordinary developments.

vii. Adaptation for Capital measures/protection against dilution

Notwithstanding Section 9 para. 1 AktG, the exercise price may be adjusted on the basis of an anti-dilution clause as determined in more detail by the Executive Board of the Company with the consent of the Supervisory Board (in the case of the issue of employee options to the Executive Board: as determined in more detail by the Supervisory Board) if the Company increases or reduces its capital or changes the division of its share capital until the subscription right is exercised. In the event of such an adjustment, the purpose is to ensure that a proportionally equivalent exercise price is to be paid for the new shares of the Company even after the implementation of such measures and the associated effects on the stock exchange price.

viii. Vesting

Questions regarding the forfeiture of employee options upon termination of the service or employment relationship and the (possibly staggered) vesting of employee options after the expiry of certain waiting periods are regulated by the Executive Board with the consent of the Supervisory Board and, insofar as members of the Executive Board of the company are concerned, by the Supervisory Board. Special arrangements may be made for special cases of retirement of beneficiaries, in particular for retirement due to a reduction in earning capacity or termination for operational reasons or due to a change of control, as well as for the retirement of operations or parts of operations from the company. The employee options can in any case no longer be exercised if the service or employment relationship

has ended for an important reason set by the entitled person.

- ix. Waiting period and exercise periods as well as minimum holding period for members of the Executive Board

The employee options can be exercised by the beneficiaries for the first time four years after the date of allocation ("waiting period").

The employee options may - after expiry of the waiting period and subject to the provisions of insider law - only be exercised following the Annual General Meeting or the publication of the annual financial statements, the half-yearly report or the respective last quarterly report or the respective last interim report of the Company, and only within a period of four weeks after the Annual General Meeting or the respective publication.

- x. Transferability

Except in the case of inheritance, the employee options cannot be sold, transferred, pledged or otherwise economically realised. The conclusion of offsetting transactions that represent an economic realisation prior to the exercise of the employee options leads to their forfeiture, even if they have become vested.

In the event of the death of a beneficiary, unvested employee options may be exercised within twelve months after the expiry of the waiting periods; otherwise, these subscription rights shall also lapse without compensation. Several heirs and/or legatees may only exercise the subscription rights jointly or through a joint proxy. The authorisation must be in writing to be effective.

- xi. Regulation of further details

The Executive Board is authorized, with the consent of the Supervisory Board, to determine the further details of the issue and the further conditions of the employee options; in deviation from this, the Supervisory Board shall also decide in this respect for the members of the Executive Board of the Company.

b. Creation of Conditional Capital 2017

The share capital is conditionally increased by up to € 18,166 by issuing up to 18,166 new no-par value ordinary registered shares with a pro rata amount of the share capital of C 1.00 per share (Conditional Capital 2017). The conditional capital increase serves exclusively to grant rights to the holders of share options on the basis of the authorization resolution of the Annual General Meeting on 18 August 2017 under agenda item 5. a). The conditional capital increase will only be implemented to the extent that the holders of the share options issued by the Company on the basis of the resolution of the Annual General Meeting on 18 August 2017 exercise their subscription rights and the company does not fulfil the share options by delivering treasury shares or by making a cash payment. The new shares shall participate in the share capital of the Company from the beginning of the preceding financial year if they are created by the exercise of subscription rights until the beginning of the Annual General Meeting of the Company, otherwise from the beginning of the financial year in which they are created by the exercise of share options.

The Executive Board of the Company is authorized, with the consent of the Supervisory Board, to determine the further details of the implementation of the conditional capital increase, unless share options are to be issued to members of the Executive Board of the Company; in this case, the Supervisory Board shall determine the further details of the implementation of the conditional capital increase.

c. Amendment of the Articles of Association

After Section 4 (6), two further paragraphs shall be added to Section 4 of the Articles of Association as follows, namely as Section 4 (8) and Section 4 (9) respectively, in view to the insertion of a new paragraph in the version to be created on the basis of this letter c) as soon as possible after the entry into force of the Articles of Association on the basis of the resolution on agenda item 4. Section 4 (7) concerning authorized capital in the Articles of Association will become effective:

"(8) The share capital is conditionally increased by up to € 18,166 by issuing up to 18,166 new no-par value ordinary registered shares with a pro rata amount of the share capital of € 1.00 per share (Conditional Capital 2017). The conditional capital increase serves exclusively to grant rights to the holders of share options based on the authorization resolution of the Annual General Meeting on 18 August 2017 under agenda item 5. The conditional capital increase will only be implemented to the extent that the holders of the share options issued by the Company based on the resolution of the Annual General Meeting on 18 August 2017 exercise their subscription rights and the Company does not fulfil the share options by delivering its own shares or by making a cash payment. The new shares will participate in profits from the beginning of the previous financial year if they are created by exercising subscription rights until the beginning of the company's Annual General Meeting, otherwise from the beginning of the financial year in which they are created by exercising share options. The Executive Board of the Company is authorized, with the consent of the Supervisory Board, to determine the further details of the implementation of the conditional capital increase, unless share options are to be issued to members of the Executive Board."

"(9) To the extent that the foregoing paragraphs provide for authorized or conditional capital, the Supervisory Board shall be empowered to amend the wording of the Articles of Association in accordance with the extent of any capital increases carried out on the basis thereof."

The Chairman pointed out that, in addition to a simple majority of votes, a majority of three quarters of the share capital represented at the time of the resolution is required for the resolution.

The Annual General Meeting then unanimously resolved, without any votes against or abstentions, to approve the Authorized Capital 2017 described above. The Chairman noted and announced that the resolution proposal of the administration had been adopted with the required majority.

[...]

[...]

Minutes of this meeting:



Dr. Tilman Götte
Notar

A handwritten signature in black ink, appearing to be "Tilman Götte", written over the printed name and title.

Resolution of the Annual General Meeting of the company on 19 August 2019 on agenda item 6 lit. a) to lit. c) (as an excerpt from the notarised minutes of the Annual General Meeting)

Minutes of the Annual General Meeting of **BioNTech SE**
with headquarters in Mainz

Today, the nineteenth day of August, two thousand nineteen

- 19.08.2019 -

I took,

Dr Tilman G ö t t e

Notary in Munich

with its registered office at 80333 Munich, Maximiliansplatz 12, to
attend the Annual General Meeting of the company

BioNTech SE

with headquarters in Mainz

- AG Mainz, HRB no. 48720-

part.

I am issuing this report on the negotiations and resolutions

N o t e :

[...]

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[...]

6. Adjustment of the authorisation of 18 August 2017 regarding the authorisation to issue share options to members of the management and employees of the company, adjustment of the conditional capital and amendment of the Articles of Association

The Chairman pointed out that for the following resolution, in addition to a simple majority of votes, a majority of three quarters of the share capital represented at the time of the resolution is required.

With regard to the proposed resolution on agenda item 6, he referred to the notice of this Annual General Meeting, which contained the proposed resolution and which every shareholder had received prior to the Annual General Meeting and which was available for inspection by all shareholders and shareholder representatives in the meeting room. He asked whether the reading of the proposed resolution was desired. This was not the case.

The Chairman then put the proposal for a resolution by the Executive Board and the Supervisory Board on agenda item 6 to the vote.

A vote was taken.

The Chairman noted and announced that the Annual General Meeting had adopted the administration's proposal on agenda item 6 with 12,152,676 votes in favour, 0 against and 0 abstentions.

I, the notary public, hereby declare that the proposal of the management on item 6 of the agenda is approved with

12,152,676 votes in favour

0 No votes
0 abstentions

was adopted by the Annual General Meeting, i.e. with a simple majority of votes and additionally with a majority of three-quarters of the share capital represented at the vote.

The Annual General Meeting passed the following resolution:

a) *Adjustment of the authorisation to issue share options within the framework of the 2017 share option programme*

The authorisation of the Executive Board and the Supervisory Board resolved by the Annual General Meeting on 18 August 2017 under agenda item 5 fit. a) shall be amended and shall be given the following completely new wording, with effect from the registration of the amendment of § 4 para. 7 of the Articles of Association to be resolved pursuant to letter c) in the Commercial Register ("effective date"):

The Executive Board (or, if share options are issued to members of the company's Executive Board, the Supervisory Board) is authorized, with the approval of the Supervisory Board, to grant members of the Company's Executive Board, members of the management of affiliated companies and employees of the company and affiliated companies (the "beneficiaries") option rights to shares with a maximum term of ten years on one or more occasions until 18 August 2024. The authorization to grant option rights on shares with a maximum term of ten years to members of the Management Board of the company and employees of the company and affiliated companies (the "entitled persons") on one or more occasions until 18 August 2024, entitling them to subscribe to a total of up to 1,215,267 new registered shares in the Company with a notional value of € 1.00 in accordance with the option conditions (the "employee options" and the existing authorisation, the "2017/2019 share option programme"). When the capital increase from the Company's funds takes effect in accordance with agenda item 5 above or any other capital increase from the Company's funds, which is to be carried out after the registration of the capital increase from the Company's funds in accordance with fit. (xii) of this resolution shall be entered in the Commercial Register.

If the conditional capital 2017 becomes effective in the commercial register, the number of shares to which the option rights may entitle the holder increases in the same proportion as the share capital and the conditional capital. The option rights that have been issued in accordance with the 2017 share option programme in the version valid up to the effective date or that will be granted after the date of this Annual General Meeting are to be offset against the aforementioned maximum number of option rights and the maximum number of option rights that may be granted to the groups of persons in accordance with section (i) below. However, option rights that were granted after the resolution of the Annual General Meeting of the company of 18 August 2017 under agenda item 5 ("Share option programme 2017") in the version applicable up to the effective date or will be granted after the date of this Annual General Meeting, but which have been cancelled by the effective date.

The statutory subscription rights of shareholders are excluded. The employee options are to be offered to the beneficiaries for the implementation of the company's employee participation programme.

(i) Group of entitled persons, allocation to members of the management and employees

(A) Up to 45.7 % of the maximum number of employee positions are attributable to the Executive Board, (B) up to 3.0 % to managing directors of affiliated companies, and (C) up to 51.3% to the employees of the company and affiliated companies. The individual group of beneficiaries and the scope of the right to acquire employee options are determined by the Executive Board with the consent of the Supervisory Board and, as far as members of the Executive Board of the company are concerned, by the Supervisory Board.

(ii) Subscription right, conditional capital

Each employee option entitles the holder to subscribe to one new registered share of the Company with a notional value of € 1.00. The new shares shall be made available from the conditional capital resolved by the Annual General Meeting on 18 August 2017 as "Conditional Capital 2017" and to be extended by resolution of the Annual General Meeting on 19 August 2019 pursuant to Article 4 paragraph 7 of the Articles of Association of the Company. The option conditions may provide that the Company may grant the beneficiaries treasury shares or a cash payment instead of new shares from conditional capital to service the employee options. If the beneficiaries are members of the Executive Board of the company, including the founder of the company, the Supervisory Board alone shall decide on this. The cash payment shall be the difference between the exercise price and the strike price. The "exercise price" shall be the closing price of the share of the Company or (in the case of trading in rights or certificates representing the shares) the closing price of the right or certificate to be converted into an amount per share on the last trading day prior to the day of exercise of the employee options ("exercise day") in the trading system with the highest total trading volume on the last ten trading days prior to the exercise day ("primary exchange").

(iii) *Output window*

Until the IPO (paragraph (v)), employee stock options may be issued at any time. After the IPO, the issue can only take place within a period of four weeks after the publication of an annual report or semi-annual report or an interim announcement by the company and within a period of four weeks after the publication of the annual financial statements and within a period of four weeks after the Annual General Meeting of the company ("issue window"). The provisions of Regulation (EU) No.

596/2014 on market abuse and applicable comparable provisions of other legal regulations remain unaffected.

(iv) *Exercise price*

For employee options issued up to the IPO, the exercise price per share to be paid when exercising employee options is the weighted average issue amount to be paid in the relevant financing rounds, including additional payments to which the subscribers commit over and above the premium under stock corporation law (also vis-à-vis shareholders).

The "relevant financing rounds" shall be the capital increases last subscribed for prior to the date of the resolution of the Executive Board (in the case of the issue of employee options to the Executive Board: of the Supervisory Board) on the issue of the employee options ("issue date"), and, if applicable, several capital increases backwards to such an extent that the total number of shares subscribed for in the context of these capital increases amounts to at least three percent of the share capital existing at the beginning of the issue date.

For employee options issued after the IPO, the exercise price per share to be paid upon the exercise of employee options shall be the price at the time of issue, without prejudice to § 9 para. 1 AktG. The "price at issue" shall be the arithmetic mean of the closing prices of the Company's share on the primary stock exchange on the last ten trading days prior to the issue date. In the case of employee options issued in the period from four weeks before to four weeks after the IPO, the exercise price may be set differently (e.g. in the amount of the offer price in the context of the public offer).

(v) *Performance targets*

The share options can only be exercised if and to the extent that the following three performance targets have been achieved; for employee options issued after the IPO,

only the following hurdles Absolute price development and Relative price development must be reached.

The first performance target (IPO hurdle) is achieved when shares in the company or rights or certificates representing them are offered to the public for subscription or sale in such a form that a securities prospectus subject to official approval had to be published, and in this context are admitted to trading on a domestic or foreign stock exchange ("IPO").

The second performance target (absolute price development hurdle) is achieved if, when the employee options are exercised, the average closing price of the company's share or the closing price of the right or certificate to be converted into an amount per share on the primary stock exchange on the last ten trading days prior to the exercise date exceeds the exercise price by at least 28%; the aforementioned percentage increases by seven percentage points from the fifth and each subsequent anniversary of the issue date.

The third performance target (Relative Price Performance Hurdle) is achieved if, in addition, the price of the Company's share or the price of the right or certificate to be converted into an amount per share has performed as well or better on a percentage basis than the NASDAQ Biotechnology Index or a comparable successor index in the period from the last trading day before the issue date to the fifth trading day before the start of the relevant exercise period in accordance with (ix) subparagraph 2.

(vi) *Limitation option (cap)*

For employee options granted to members of the company's Executive Board, the Supervisory Board must provide for a cap for extraordinary developments.

- (vii) *Adjustment for Capital Markets
men/protection against
dilution*

Notwithstanding Section 9 (1) AktG, the exercise price may be adjusted on the basis of an anti-dilution clause as determined in more detail by the Executive Board of the Company with the consent of the Supervisory Board (in the case of the issue of employee options to the Executive Board: as determined in more detail by the Supervisory Board), if the Company increases or reduces its capital or changes the division of its share capital until the subscription right is exercised. In the event of such an adjustment, it shall be ensured that a proportionally equivalent exercise price is to be paid for the new shares of the Company even after the implementation of such measures and the associated effects on the stock exchange price.

- (viii) *Vesting*

Questions regarding the forfeiture of employee options upon termination of the service or employment relationship and the (possibly staggered) vesting of employee options after the expiry of certain waiting periods are regulated by the Executive Board with the consent of the Supervisory Board and, insofar as members of the Executive Board of the company are concerned, by the Supervisory Board. Special arrangements may be made for special cases of retirement of beneficiaries, in particular for retirement due to a reduction in earning capacity or termination for operational reasons or due to a change of control, as well as for the retirement of operations or parts of operations from the company. In any case, the employee options may no longer be exercised if the service or employment relationship has ended for an important reason set by the beneficiary.

- (ix) *Waiting period and exercise periods as well as minimum holding period for members of the Executive Board*

The employee options can be exercised by the beneficiaries for the first time four years after the date of allocation ("waiting period").

The employee options may - after expiry of the waiting period and subject to the provisions of insider law, other applicable legal provisions in Germany or abroad, applicable rules of the trading venues on which the shares or rights or certificates of the Company representing them are admitted to trading, as well as any share trading code of the Company - only be exercised following the Annual General Meeting or the publication of the annual financial statements, the semi-annual report or the respective last quarterly report or the respective last interim report of the Company. The shareholders may only exercise their voting rights within a period of four weeks after the Annual General Meeting or the respective publication ("exercise period").

(x) *Transferability*

Except in the case of inheritance, the employee options cannot be sold, transferred, pledged or otherwise economically realized. The conclusion of offsetting transactions that represent an economic realization prior to the exercise of the employee options leads to their forfeiture, even if they have become vested.

In the event of the death of a beneficiary, unvested employee options may be exercised within twelve months after the expiry of the waiting periods; otherwise, these subscription rights shall also lapse without compensation. Several heirs and/or legatees may only exercise the subscription rights jointly or through a joint authorized representative. The authorization must be in writing to be effective.

(xi) *Amendment of this authorization*

To the extent that this authorization is amended compared to an earlier version, such amendments shall not affect the terms and conditions of the share options issued during the validity of the earlier version. This shall not apply to the extent that the then current version permits changes in the terms and conditions of employee stock options issued under an earlier version and such changes are agreed upon between the Company and the employees.

(xii) *Further regulations*

The Executive Board shall be authorised, with the consent of the Supervisory Board, to determine the further details of the issue and the further conditions of the employee options; in deviation from this, the Supervisory Board shall also decide in this respect for the members of the Executive Board of the Company. In particular, the Executive Board may, with the consent of the Supervisory Board, determine that, in addition to the achievement of the performance target, further or additional performance targets are to be met. If members of the Executive Board are beneficiaries, the Supervisory Board has this authority.

b) *Increase in Conditional Capital 2017 to service employee options*

With effect from the date of entry in the commercial register responsible for the Company, the Conditional Capital 2017, as set forth in Article 4 (7) of the Articles of Association of the Company, shall be increased as follows:

The Conditional Capital 2017, as resolved by the Annual General Meeting on 18 August 2017 and further increased from company funds due to the capital increase resolved on the same day, is increased by EUR 288,801 from EUR 926,466 to EUR 1,215,267.

The share capital is thus conditionally increased by up to EUR 1,215,267 through the issuance of up to 1,215,267 new no-par value ordinary registered shares with a pro rata amount of the share capital of € 1.00 per share.

(Contingent Capital ESOP 2017/2019). The Conditional Capital ESOP 2017/2019 serves exclusively to grant rights to the holders of stock options issued by the Company pursuant to the authorization by the Annual General Meeting of 18 August 2017 under agenda item 5. a), also as amended by the resolution of the Annual General Meeting of 19 August 2019 under agenda item 6 fit. a) (collectively the "Authorization 2017/2019"). The shares shall be issued at the exercise price determined in accordance with the Authorization 2017/2019 in the version applicable at the time of its utilization. The conditional capital increase shall only be implemented to the extent that the holders of the share options issued by the Company on the basis of the authorization 2017/2019 exercise their subscription rights and the Company does not fulfil the share options by delivering treasury shares or by making a cash payment. The new shares shall participate in the profits from the beginning of the preceding financial year if they are created by the exercise of subscription rights until the beginning of the Annual General Meeting of the Company, otherwise from the beginning of the financial year in which they are created by the exercise of stock options.

The Executive Board of the Company is authorised, with the consent of the Supervisory Board, to determine the further details of the implementation of the conditional capital increase, unless share options are to be issued to members of the Executive Board of the Company; in this case, the Supervisory Board shall determine the further details of the implementation of the conditional capital increase.

c) Amendment of the Articles of Association in Section 4 (7)

§ Section 4 (7) of the Articles of Association is revised as follows:

"The share capital is increased by up to EUR 1,215,267 by issuing up to 1,215,267 new registered ordinary shares with no par value (no-par value shares) with a proportionate

amount of the share capital of EUR 1.00 (Conditional Capital ESOP 2017/2019). The Conditional Capital ESOP 2017/2019 serves exclusively to grant rights to the holders of stock options, which were issued in accordance with the authorization by the Annual General Meeting of 18 August 2017 under agenda item 5. a), also as amended by the resolution of the Annual General Meeting of 19 August 2019 under agenda item 6 lit. a) (collectively the "Authorization 2017/2019"). The shares shall be issued at the exercise price determined in accordance with the Authorization 2017/2019 in the version applicable at the time of its utilization. The conditional capital increase shall only be carried out to the extent that the holders of the share options issued by the Company on the basis of Authorization 2017/2019 exercise their subscription rights and the Company does not fulfil the share options by delivering treasury shares or by making a cash payment. shares shall participate in the profits from the beginning of the preceding financial year, provided that they are created by the exercise of subscription rights until the beginning of the Annual General Meeting of the Company, otherwise from the beginning of the financial year in which they are created by the exercise of stock options."

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[...]

Transcript here:



Dr. Tilman
Götte
Notar

A handwritten signature in black ink, appearing to read 'Tilman Götte', written over the printed name and title.

Resolution of the Annual General Meeting of the company on 26 June 2020 on agenda item 5 (as an excerpt from the notarised minutes of the Annual General Meeting)

VRNo. 1572 G/ 2020
G/me

Minutes of the
on the Annual General Meeting of
BioNTech SE
with headquarters in Mainz

On the twenty-sixth day of June in the year two thousand and twenty

- 26.06.2020 -

I went,

Dr Tilman G ö t t e
Notary in Munich

with the office in 80333 Munich, Maximiliansplatz 12, me
upon request to the business premises of ATHOS KG, Rosenheimer Platz 6, 81669 Munich, to
attend the Annual General Meeting convened there for today at 10.00 a.m.
Annual general meeting of the company

BioNTech SE
with headquarters in Mainz
- AG Mainz, HRB no. 48720 -

to be notarised.

I am issuing this report on the negotiations and resolutions

N o t e :

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Item 5 on the agenda

Amendment to the authorization to issue share options

The Chairman stated and announced:

The vote on agenda item 5 resulted in 195,518,062 no-par value shares for which valid votes were cast, corresponding to 82.082% of the registered share capital,

Votes in favor	195.449.670	percentage share:	99.965 %
No votes	68.392	Percentage share:	0.035 %

Under agenda item 5 "Amendment of the authorisation to issue share options", the Annual General Meeting adopted the resolution proposed by the Executive Board and Supervisory Board - as published in the Federal Gazette on 19 May 2020 - with the required majority.

The Annual General Meeting adopted the following

Resolution:

The authorisation of the Executive Board and the Supervisory Board to issue shares was approved by the Annual General Meeting on 18 August 2017 under agenda item 5 lit. a) and fully approved by resolution on agenda item 6 of the Annual General Meeting on 19 August 2019. ("Share Option Programme 2017/2019") shall be amended so that paragraph (iv), second sentence, shall be replaced by the thirty last trading days prior to the issue date referred to therein.

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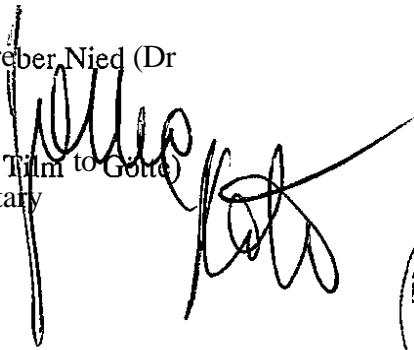
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[...]

Herber, Nied (Dr

Tilm to Gott

Notary

Two handwritten signatures in black ink. The first signature is on the left, and the second is on the right, overlapping the first.

Resolution of the Annual General Meeting of the company on 22 June 2021 on agenda item 6 and agenda item 7 lit. a) to lit. f) (as an excerpt from the notarized minutes of the Annual General Meeting)

Certificate of origin no. N
2550/2021_JF/10576

MINUTES
on an Annual General Meeting of the

BioNTech SE
with headquarters in Mainz

registered in the Commercial Register of the Mainz Local Court
under HRB 48720

Today, the twenty-second of June, two thousand and twenty-one

-22 June 2021-

I have,

Dr Damian Wolfgang Najdecki

notary public in Munich, at my offices in 80333 Munich, Prannerstr. 10, to the Annual General Meeting of Shareholders convened there today at 2.00 p.m. (CEST).

Annual General Meeting
of the
company

BioNTech SE
with its registered office in
Mainz,

and prepared the following minutes of its proceedings, discussions and resolutions:

[...]

Item 6 on the agenda

Amendment to the authorisation to issue share options The

Chairman noted and announced:

The vote on agenda item 6 resulted in 179,451,731 no-par value shares for which valid votes were cast, corresponding to 72.86% of the registered share capital,

Votes in favour	178.976.669	Percentage share: 99.74 %
No votes	475.062	Percentage share 0.26 %

The Annual General Meeting adopted the resolution proposed by the Management Board and Supervisory Board on agenda item 6 "Amendment of the authorization to issue share options" - as published in the Federal Gazette on 12 May 2021 - with the required simple majority and a majority of at least three quarters of the share capital represented at the time of the resolution.

The Annual General Meeting adopted the following

Resolution:

The resolution adopted by the Annual General Meeting on 18 August 2017 under agenda item 5 lit. a) and approved by resolution under agenda item 6 of the Annual General Meeting of The authorization of the Executive Board and Supervisory Board to issue share options, which was completely revised on 19 August 2019 and amended in section (iv), second paragraph, by resolution on agenda item 5 of the Annual General Meeting on 26 June 2020, is amended so that sentences 2 and 3 in section (iii) (*issue window*) are reworded as follows:

" After the IPO, employee stock options may be issued within the first six months of each calendar year, subject to the provisions of insider laws, other applicable domestic or foreign laws, applicable rules of the trading venues on which the Company's shares or rights or certificates representing them are admitted to trading and, if applicable, the Company's insider trading policy."

7.

Item 7 on the agenda

Resolution on the partial cancellation and amendment of the current authorization to issue stock options s (Stock Option Program 2017/2019) and on the partial revocation of Conditional Capital ESOP 2017/2019; Resolution on the authorization to issue stock options (Stock Option Program 2021) and on the implementation of a new Conditional Capital 2021 and corresponding amendments to the Articles of Association

The Chairman stated and announced:

The vote on agenda item 7 resulted in 179,449,615 no-par value shares for which valid votes were cast, corresponding to 72.86% of the registered share capital,

Votes in favour	178.569.618	Percentage share: 99.51 %
No votes	879.997	Percentage share 0.49 %

Under agenda item 7 " Resolution on the partial cancellation and amendment of the current authorization to issue stock options s (Stock Option Program 2017/2019) and on the partial revocation of Conditional Capital ESOP 2017/2019; Resolution on the authorization to issue stock options (Stock Option Program 2021) and on the implementation of a new Conditional Capital 2021 and corresponding amendments to the Articles of Association", the Annual General Meeting adopted the resolution proposed by the Executive Board and Supervisory Board - as published in the Federal Gazette on 12 May 2021 - with the required majority of at least two thirds of the votes cast and a majority of at least three quarters of the share capital represented at the time of the resolution. May 2021 – with the required majority of at least two-thirds of the votes cast and a majority of at least three-quarters of the share capital represented at the time of the resolution.

The Annual General Meeting adopted the following

Resolution:

- a) The authorization of the Management Board and Supervisory Board to issue stock options resolved by the Annual General Meetings on August 18, 2017 under agenda item 5 letter a) and completely revised by resolution under agenda item 6 of the Annual General Meeting on August 19, 2019 and amended by resolution under agenda item 5 of the Annual General Meeting on June 26, 2020 shall be cancelled in the amount of 5,661,889 stock option rights not yet issued under the previous authorization.
- b) The Conditional Capital ESOP 2017/2019 of up to EUR 21,874,806 created in Art. 4 para. 6 of the Articles of Association to satisfy the stock options is reduced by EUR 5,661,889 to up to EUR 16,212,917.
- c) Art. 4 para. 6 of the Articles of Association (Conditional Capital ESOP 2017/2019) shall be amended as follows:

"The capital stock is conditionally increased by up to EUR 16,212,917 by issuing up to 16,212,917 new no-par value registered shares with a pro-rata share of the share capital of EUR 1.00 per share (Conditional Capital ESOP 2017/2019). The Conditional Capital ESOP 2017/2019 serves exclusively to grant rights to the holders of stock options issued by the Company in accordance with the authorization granted by the Annual General Meeting on August 18, 2017 under agenda item 5 letter a), also as amended by the resolution of the Annual General Meeting on August 19, 2019 under agenda item 6 letter a) and as amended by the resolution of the Annual General Meeting on June 26, 2020 under agenda item 5 (collectively the "Authorization 2017/2019"). The shares shall be issued at the Exercise Price determined in accordance with the Authorization 2017/2019 in the version applicable at the time of its utilization. The Conditional Capital increase will only be carried out to the extent that the holders of the stock options issued by the Company on the basis of Authorization 2017/2019 exercise their subscription rights and the Company does not fulfill the stock options by delivering treasury shares or by making a cash payment. Insofar as they are created by the exercise of subscription rights up to the start of the Company's Annual General Meeting, the new shares shall participate in profits from the start of the preceding financial year, otherwise in each case from the start of the financial year in which they are created by the exercise of stock options."

d) Stock Option Program 2021

The Management Board (or, in the case of stock options issued to members of the Company's Management Board, the Supervisory Board) is authorized, with the approval of the Supervisory Board, to grant option rights over shares with a maximum term of ten years to members of the Company's Management Board, members of the management of affiliated companies and employees of the Company and affiliated companies (the "**Beneficiaries**") on one or more occasions until June 21, 2026. The option rights shall entitle the holder to subscribe for up to 8,418,091 new no-par value registered shares of the Company with a notional value of EUR 1.00 in accordance with the option terms and conditions (the "**Employee Options**") and the existing authorization in this respect the "**Stock Option Program 2021**").

The shareholders' statutory subscription rights are excluded. The Employee Options shall be offered to the persons entitled for the implementation of the Company's Employee Stock Option Program

- (i) Persons entitled, allocation to members of the management and employees

Up to 30% of the maximum number of employee options shall be allotted to the Management Board, up to 5% to managing directors of affiliated companies, and up to 65% to employees of the Company and affiliated companies. The group of Beneficiaries and the scope of the right to acquire employee options shall be determined by the Management Board with the approval of the Supervisory Board and, insofar as members of the Management Board of the Company are concerned, by the Supervisory Board.

(ii) Subscription right, conditional capital

Each employee option entitles the holder to subscribe for one new registered share in the Company with a notional value of EUR 1.00. The new shares will be made available from the conditional capital proposed to the Annual General Meeting on June 22, 2021 for resolution as "Conditional Capital 2021" in accordance with Art. 4 para. 8 of the Company's Articles of Association. The option conditions may provide that the Company may grant the Beneficiaries treasury shares or a cash payment instead of new shares from conditional capital to service the employee options. Insofar as the Beneficiaries are members of the Company's Management Board, including the Company's founder, the Supervisory Board alone shall decide this in each case. The cash payment shall be the difference between the Exercise Price and the Strike Price. "**Strike Price**" shall mean the closing price of a Company's share or (in the case of trading of rights or certificates representing the shares) the closing price of the right or certificate to be converted into an amount per share on the last trading day prior to the day of exercise of the employee options ("**Exercise Date**") in that trading system with the highest total trading volume on the ten last trading days prior to the Exercise Date ("**Primary Stock Exchange**").

(iii) Issuing window

Employee stock options may only be issued in a period of four weeks after the publication of a quarterly report or half-yearly report or interim announcement of the Company and in a period of four weeks after the publication of the annual financial statements as well as in a period of four weeks after the Annual General Meeting of the Company ("**Issue Window**"). Employee options may - subject to the provisions of insider law, other applicable domestic or foreign legal provisions, applicable rules of the trading venues on which the shares or rights or certificates of the Company representing them are admitted to trading, if any, and the Company's insider trading policy, if any - be issued in each case within the first six months of a calendar year.

(iv) Exercise price

The Exercise Price per share to be paid upon exercise of employee stock options - without prejudice to Sec. 9 para. 1 AktG - shall be the Issue Price. "**Issue Price**" shall mean the arithmetic mean of the

closing prices of the Company's share on the primary stock exchange on the last thirty trading days prior to the date of the resolution of the Management Board (in the case of the issue of employee options to the Management Board: of the Supervisory Board) on the issue of the employee options ("**Issue Date**").

(v) Performance targets

The stock options may only be exercised by members of the Management Board if and to the extent that the two following performance targets "Absolute share price performance hurdle" and "Relative share price performance hurdle" have been achieved.

The stock options may only be exercised by members of the management of affiliated companies and by employees of the Company and affiliated companies if and to the extent that the following performance target "Hurdle Absolute Share Price Performance" has been achieved.

The first performance target (absolute share price performance hurdle) is achieved if, upon exercise of the employee options, the average closing price of the Company's share or the closing price of the right or certificate to be converted into an amount per share on the primary stock exchange exceeds the exercise price by at least 28% on the last ten trading days prior to the date of exercise; the aforementioned percentage increases by seven percentage points from the fifth and each subsequent anniversary of the issue date.

The second performance target (Relative share price performance hurdle) shall be achieved if, in addition, the price of the Company's share or the price of the right or certificate to be converted into an amount per share has performed as well as or better, in percentage terms, than the NASDAQ Biotechnology Index or a comparable successor index in the period from the last trading day prior to the issue date to the fifth trading day prior to the start of the relevant exercise period pursuant to (ix) sub-paragraph 2.

(vi) Limitation option (cap)

For employee stock options granted to members of the Company's Management Board, the Supervisory Board shall provide for a cap for extraordinary developments.

(vii) Adjustment for capital measures/dilution protection

Notwithstanding Sec. 9 para. 1 AktG, the exercise price may be adjusted on the basis of an anti-dilution clause as determined in more detail by the Company's Management Board with the approval of the Supervisory Board (in the case of the issue of employee options to the Management Board: as determined in more detail by the Supervisory Board) if the Company increases or reduces its capital or changes the division of its capital stock before the subscription right is exercised. In the event of such an adjustment, the aim is to ensure that even after the implementation of such measures and the associated effects on the stock market price, a pro-rata equivalent exercise price is payable for the new shares in the Company.

(viii) Vesting

Issues relating to the forfeiture of employee options upon termination of the service or employment relationship and the (possibly staggered) vesting of employee options after the expiry of certain waiting periods are regulated by the Management Board with the approval of the Supervisory Board and, insofar as members of the Company's Management Board are concerned, by the Supervisory Board. Special arrangements may be made for special cases of the departure of persons entitled, in particular for departure due to reduction in earning capacity or termination for operational reasons or due to a change of control, as well as for the departure of operations or parts of operations from the Company. In any case, the employee options may no longer be exercised if the service or employment relationship has ended for an important reason set by the Beneficiary

(viii) Waiting period and exercise periods as well as minimum holding period for members of the Management Board

The employee options may be exercised by the Beneficiaries for the first time four years after the date of grant ("**Waiting Period**").

After expiry of the Waiting Period and subject to the provisions of insider law, other applicable domestic or foreign legal provisions, applicable rules of the trading venues on which the shares or the rights or certificates of the Company representing them may be admitted to trading, and any insider trading policy of the Company, the employee options may only be exercised following the Annual General Meeting or the publication of the annual financial statements, the half-yearly report or the most recent quarterly report or interim report of the Company or the most recent interim

report of the Company, and in each case only within a period of four weeks from the date of the Annual General Meeting or the relevant publication ("**Exercise Period**")

(ix) Transferability

Except in the case of inheritance, the employee options may not be sold, transferred, pledged or otherwise economically realized. The conclusion of offsetting transactions that constitute an economic realization prior to the exercise of the employee options leads to their forfeiture, even if they have become vested.

In the event of the death of a Beneficiary, vested employee options may be exercised within twelve months of the expiry of the Waiting Periods; otherwise, these subscription rights shall also lapse without compensation. Several heirs and/or legatees may only exercise the subscription rights jointly or through a joint proxy. The authorization must be in writing in order to be effective.

(x) Amendment of this authorization

To the extent that this authorization is amended compared to a previously applicable version, such amendments shall leave unchanged the terms and conditions of the stock options issued while the previous version was in force. This shall not apply insofar as the current version permits changes to the terms and conditions of Employee Stock Options issued under an earlier version and such changes are agreed between the Company and the Beneficiaries.

(xi) Further regulations

The Management Board is authorized, with the approval of the Supervisory Board, to determine the further details of the issue and the further terms and conditions of the employee options; in derogation thereof, the Supervisory Board shall also decide to this extent for the members of the Company's Management Board. In particular, the Management Board may, with the approval of the Supervisory Board, determine additional or further performance targets in addition to those to be achieved. Insofar as members of the Management Board are Beneficiaries, the Supervisory Board shall have this authority.

The Supervisory Board is authorized to amend the wording of the Articles of Association in accordance with the scope of the capital increase from Conditional Capital 2021.

e) Creation of new conditional capital

The share capital is conditionally increased by up to EUR 8,418,091 by issuing up to 8,418,091 new no-par value registered common shares with a notional value of EUR 1.00 per share (Conditional Capital ESOP 2021). The Conditional Capital ESOP 2021 serves exclusively to grant rights to the holders of stock options issued by the Company in accordance with the authorization granted by the Annual General Meeting on June 22, 2021 under agenda item 6 letter d) (the "**Authorization 2021**"). The shares shall be issued at the exercise price determined in accordance with the Authorization 2021 in the version applicable at the time of its utilization. The conditional capital increase will only be carried out to the extent that the holders of the stock options issued by the Company on the basis of Authorization 2021 exercise their subscription rights and the Company does not fulfill the stock options by delivering treasury shares or by making a cash payment. The new shares shall participate in profits from the beginning of the preceding financial year, provided they are created by the exercise of

subscription rights up to the beginning of the Company's Annual General Meeting; otherwise, they shall participate in profits from the beginning of the financial year in which they are created by the exercise of stock options.

The Management Board is authorized, subject to the consent of the Supervisory Board, to determine the further details of the issue and the further terms and conditions of the employee stock options; in deviation from this, the Supervisory Board shall also decide in this respect for the members of the Company's Management Board.

The Supervisory Board is authorized to amend the wording of the Articles of Association in accordance with the scope of the capital increase from Conditional Capital 2021.

f) Amendments to the Articles of Association

(i) Art. 4 para. 8 of the Articles of Association is amended to read as follows:

“The capital stock is conditionally increased by up to EUR 8,418,091 by issuing up to 8,418,091 new no-par value registered common shares with a notional value of EUR 1.00 per share (Conditional Capital ESOP 2021). The Conditional Capital ESOP 2021 serves exclusively to grant rights to the holders of stock options issued by the Company in accordance with the authorization granted by the Annual General Meeting on June 22, 2021 under agenda item 6 letter d) (the "**Authorization 2021**"). The shares shall be issued at the exercise price determined in accordance with the Authorization 2021 in the version applicable at the time of its utilization. The conditional capital increase will only be carried out to the extent that the holders of the stock options issued by the Company on the basis of Authorization 2021 exercise their subscription rights and the Company does not fulfill the stock options by delivering treasury shares or by making a cash payment. The new shares shall participate in profits from the beginning of the preceding financial year, provided they are created by the exercise of subscription rights up to the beginning of the Company's Annual General Meeting; otherwise, they shall participate in profits from the beginning of the financial year in which they are created by the exercise of stock options.

The Management Board is authorized, subject to the consent of the Supervisory Board, to determine the further details of the issue and the further terms and conditions of the employee stock options; in deviation from this, the Supervisory Board shall also decide in this respect for the Company's members of the Management Board.

The Supervisory Board is authorized to amend the wording of the Articles of Association in accordance with the scope of the capital increase from Conditional Capital 2021.”

- (ii) Sec. 4 of the Articles of Association shall be amended as follows:

The previous Art. 4 para. 8 of the Articles of Association shall become Art. 4 para. 9 of the Articles of Association.

[...]

[...]

Minutes of this meeting:



Dr Damian Wolfgang Najdecki
Notary public

