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Report of the Management Board on agenda item 5 (Resolution on the revocation of the existing authorized capital and the creation of a new authorized capital (Authorized Capital 2021) against contributions in cash and/or in kind with the possibility of excluding subscription rights and corresponding amendments to the Articles of Association)

and

Report of the Management Board on agenda item 8 (Amendment to the existing authorization to acquire treasury shares and their use, also excluding subscription rights)

and

Report of the Management Board on agenda item 9 (Extending the authorization to acquire treasury shares and to use them, also excluding subscription rights)

Pursuant to Art. 5 SE-Regulation in conjunction with Sec. 186 para. 4 sentence 2 AktG, the Management Board must submit a written report to the Annual General Meeting on the reason for the exclusion of the subscription right in the case of resolutions on the exclusion of the subscription right. Pursuant to Sec. 203 para. 1 sentence 1 AktG and Sec. 71 para. 1 no. 8 sentence 5 clause 2 AktG, this also applies to the authorization to exclude subscription rights in connection with capital increases from authorized capital and in connection with the acquisition and use of treasury shares.

The following statements are to be read in conjunction with the proposed resolutions communicated in the convening notice. Reference is hereby made to these for the time being; they form an integral part of this report:

Report of the Management Board on agenda item 5 - Exclusion of subscription rights for authorized capital

As part of the revision of the Articles of Association, the previously existing authorized capital is also to be cancelled and restated:

The Company's authorized capital (Art. 4 para. 5 of the Articles of Association) does not currently reach the maximum limit of 50% of the capital stock specified in Sec. 202 para. 3 sentence 1 AktG. Also, of the period for which the authorized capital is available, almost two years have already elapsed at the time of the Annual General Meeting. In order to have authorized capital available to the maximum extent possible in terms of amount and time, the Management Board is therefore proposing to the Annual General Meeting, as part of the proposed amendment to the Articles of Association, that the authorized capital be cancelled and restated.

The proposed Authorized Capital 2021 will enable the Company's Management Board within an appropriate framework to be able to secure the Company's equity capitalization, particularly with regard to the financing of ongoing clinical trials in the field of oncology, but also the further establishment and expansion of production capacities for the production of the COVID 19 vaccine and the Company's possible associated short-term financing requirements, in the interest of its shareholders and to act quickly and flexibly in the interest of its shareholders. To this end, the Company must always have

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the necessary instruments for raising capital - irrespective of specific utilization plans. As decisions on meeting capital requirements generally have to be made at short notice, it is important that the Company is not dependent on the rhythm of the annual shareholders' meetings in this respect. The legislator has taken this requirement into account with the instrument of authorized capital. Common reasons for using authorized capital are to strengthen the equity base and to finance acquisitions of shareholdings.

The proposed authorized capital authorizes the Management Board, with the approval of the Supervisory Board, to increase the Company's share capital on one or more occasions on or before June 21, 2026 by a total of up to EUR 123,155,040 by issuing up to 123,155,040 new no-par value registered shares against cash or non-cash contributions. The new shares are in principle to be offered to the shareholders for subscription, whereby the shares may also be taken up by one or more credit institutions or one or more companies operating in accordance with Sec. 53 para. 1 sentence 1 or Sec. 53b para. 1 sentence 1 or para. 7 of the German Banking Act with the obligation to offer them to the Company's shareholders for subscription (so-called indirect subscription right).

The Management Board is to be authorized, with the approval of the Supervisory Board, to exclude shareholders' subscription rights for one or more capital increases under the authorized capital. The proposed possibilities for excluding subscription rights correspond in essential parts to what the Management Board - with the approval of the Supervisory Board - was already permitted to do before the proposed amendment to the Articles of Association.

Regarding Sec. 4 para. 5 sentence 4 letter a):

The exclusion of the subscription right for fractional amounts is necessary in order to be able to represent a practicable subscription ratio which can be carried out without further ado from a technical point of view. The shares excluded from shareholders' subscription rights as fractional shares will either - if the shares are listed on a domestic or foreign stock exchange - be realized by sale on the stock exchange or in some other way to the Company's best possible advantage. The possible dilution effect is low due to the restriction to fractional amounts. For these reasons, the Management Board and Supervisory Board consider the exclusion of subscription rights to be objectively justified and reasonable for the shareholders.

Regarding Sec. 4 para. 5 sentence 4 letter b):

In addition, it shall be possible to exclude subscription rights if the volume requirements and the other requirements for excluding subscription rights pursuant to Sec. 186 para. 3 sentence 4 AktG are met. Any discount from the current stock market price will be a maximum of 5% of the stock market price at the time the issue price is set by the Management Board. This possibility of excluding subscription rights is intended to enable management to take advantage of favorable stock market situations at short notice and, by setting the price close to the market price, to achieve the highest possible issue price and thus the greatest possible strengthening of equity. Experience shows that such a capital increase leads to a higher inflow of funds than a comparable capital increase with subscription

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rights for shareholders because of the faster action that can be taken. It is therefore in the well-understood interests of the Company and the shareholders. It is true that this results in a reduction in the relative participation quota and the relative share of voting rights of the existing shareholders. Shareholders who wish to maintain their relative shareholding and their relative share of voting rights nevertheless have the option of acquiring the necessary number of shares on the stock exchange.

Regarding Sec. 4 para. 5 sentence 4 letter c):

The Management Board is also to be authorized to exclude subscription rights - with the approval of the Supervisory Board - in order to be able to offer the new shares to third parties in the event of a capital increase against contributions in kind, in particular for the acquisition of companies, parts of companies or interests in companies as well as license or industrial property rights. This authorization to exclude subscription rights is intended to enable the acquisition of companies, parts of companies or interests in companies as well as license or industrial property rights in return for the granting of shares in the Company. As a growing biotechnology company, the Company faces global competition and must therefore be in a position at all times to act quickly and flexibly on international markets in the interests of its shareholders. This also includes the option of acquiring companies, parts of companies, interests in companies, or licensing or industrial property rights in order to improve its competitive position. In individual cases, the optimum implementation of this option in the interests of the shareholders and the Company is to carry out the acquisition of a company, part of a company or an interest therein, but also the acquisition of license or industrial property rights, by granting shares in the acquiring company. Practice shows that the owners of attractive acquisition objects frequently demand the provision of shares in the acquiring company as consideration for a sale. In order to be able to acquire such properties, the Company must be able to grant treasury shares as consideration. The proposed authorization to exclude subscription rights is intended to give the Company the necessary flexibility to take advantage quickly and flexibly of opportunities which arise to acquire companies, parts of companies, interests therein or license or industrial property rights. The exclusion of subscription rights does result in a reduction in the relative shareholding and the relative share of voting rights of the existing shareholders. However, if subscription rights were granted, it would not be possible to acquire companies, parts of companies, interests in companies or license or industrial property rights in return for shares and the associated advantages for the Company and the shareholders would not be achievable.

There are currently no concrete acquisition projects for which this option is to be used. If opportunities to acquire companies, parts of companies or equity interests become concrete, the Management Board will carefully consider whether it should make use of the authorized capital for the purpose of acquiring companies, parts of companies, equity interests in companies or licensing or industrial property rights in return for the issue of new BioNTech shares. It will only do so if the acquisition in return for shares in the Company is in the well-understood interests of the Company. The basis for the valuation of the new shares of the Company to be issued under exclusion of the shareholders' subscription rights

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on the one hand and the companies, parts of companies, participations in companies or license or industrial property rights to be acquired on the other hand will be the neutral company report of an auditing firm and/or a renowned international investment bank.

Regarding Sec. 4 para. 5 sentence 4 letter d):

In addition, it should be possible to exclude subscription rights in order to grant holders of conversion or option rights on the basis of bonds issued by the Company or its domestic or foreign subordinated group companies subscription rights to new shares as they would be entitled to after exercising the conversion or option rights or after fulfillment of an agreed conversion obligation. Such financing instruments regularly contain so-called anti-dilution clauses in their terms and conditions in the event that the Company issues further such financing instruments or shares to which the shareholders have subscription rights. To ensure that the value of these financing instruments is not impaired by such measures, the holders of these financing instruments are generally compensated either by a reduction in the conversion or subscription price or by also being granted subscription rights to the financing instruments or shares issued at a later date. The authorization to exclude subscription rights when issuing new shares from authorized capital for the purpose of satisfying conversion or option rights based on bonds serves the purpose of not having to reduce the option or conversion price in accordance with the described anti-dilution clauses of the option or conversion conditions. Instead, the holders of bonds with option or conversion rights are to be granted subscription rights to the extent to which they would be entitled after exercising their respective option or conversion rights. This is intended to give the Management Board the option of choosing between the two alternatives. The Management Board will weigh up both options in the best interests of the Company and the shareholders.

Regarding Sec. 4 para. 5 sentence 4 letter e):

Furthermore, the Management Board is to be authorized - with the approval of the Supervisory Board - to exclude shareholders' subscription rights in order to implement a so-called scrip dividend. Shareholders are offered the option of contributing their dividend entitlement (in whole or in part) to the Company as a non-cash contribution in return for the granting of new shares. It is true that a scrip dividend is generally implemented as a genuine rights issue, safeguarding shareholders' subscription rights and observing the principle of equal treatment. In individual cases, however, it may be preferable - depending on the capital market situation - to structure the implementation of a stock dividend in such a way that the Management Board offers all (dividend-bearing) shareholders new shares from the authorized capital for subscription in return for the assignment of their dividend entitlement, while maintaining the general principle of equal treatment, but formally excluding the subscription rights of the shareholders as a whole. The implementation of the scrip dividend with formal exclusion of subscription rights enables the scrip dividend to be implemented on more flexible terms, in particular without being bound to the minimum subscription period and to the legally stipulated time for the announcement of the issue amount. In view of the fact that the new shares will be offered to all shareholders and any excess partial dividend amounts will be settled by payment of the cash dividend, the

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exclusion of subscription rights provided for in this respect also appears justified and appropriate.

Regarding Sec. 4 para. 5 sentence 4 letter f):

In addition, the Management Board is to be authorized, with the approval of the Supervisory Board, to exclude shareholders' subscription rights if shares are to be issued to a member of the Company's Management Board or to a person in an employment relationship with the Company or one of its affiliated companies, whereby restrictions relating to the shares issued may be agreed. This is intended to give the Company the opportunity to establish a so-called *restricted stock unit* program (RSUP). On the one hand, the Company is to be allowed to satisfy these claims from its own shares. Depending on the market situation, however, the use of authorized capital is also structurally suitable for this purpose, whereby the subscription rights of shareholders must be excluded. In deciding whether the Company should satisfy the claims by issuing new shares from authorized capital or from treasury shares which might first have to be acquired for this purpose, the Management Board will be guided by the interests of the Company and will give due consideration to the interests of the shareholders.

When utilizing the authorized capital of the Company as set out in the Articles of Association, the option of the Management Board to exclude the subscription right of shareholders, which has already existed under Art. 4 para. 5 sentence 4 letter g) of the Articles of Association, is to be amended and thus adapted to the needs of the Company.

As a biotechnology company in a growth phase with correspondingly high expenditures for the development of its drug candidates, the Company has an extremely high interest in granting members of the Management Board and other persons in an employment relationship with the Company or affiliated companies long-term compensation components in the form of so-called *restricted stock units*. This serves to attract and retain particularly qualified personnel over the long term. In order to be able to meet the claims arising from the restricted stock units while conserving the Company's liquidity, the Company should also be able to use new shares from the authorized capital for this purpose.

The previous authorization in Art. 4 para. 5 sentence 4 letter g) of the Articles of Association with existing exclusion of subscription rights for the issue of shares to members of the Company's Management Board and other persons in an employment relationship with the Company or affiliated companies requires that a minimum holding period of at least one year and the obligation to retransfer the shares in the event that the beneficiary is not in an employment relationship with the Company or an affiliated company for the entire duration of the holding period or any other agreed period be agreed with the purchaser. However, as the terms and conditions of the restricted stock units already contain vesting periods of at least one year and provisions in the event of termination of employment, an additional holding period or retransfer obligation after issue of the shares is not necessary. The vesting periods ensure that the desired retention of qualified personnel is achieved, which is in the interests of the Company. The minimum holding period and retransfer obligation previously stipulated in Art.

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4 para. 5 sentence 4 letter g) of the authorization in the Articles of Association are therefore to be dispensed with in the future. As a result of the elimination of the option to exclude subscription rights previously provided for in Art. 4 para. 5 sentence 4 letter f) of the Articles of Association, the version of Art. 4 para. 5 sentence 4 letter g) of the Articles of Association proposed to the Annual General Meeting for resolution will become Art. 4 para. 5 sentence 4 letter f) of the Articles of Association.

This amendment to the authorization to issue new shares to members of the Management Board and other persons in an employment relationship with the Company or affiliated companies with exclusion of subscription rights for the other shareholders is a suitable means of ensuring that the claims under the *restricted stock units* are met. The exclusion of subscription rights makes it possible for the claims under the *restricted stock units* to be satisfied by issuing new shares while conserving liquidity, which is important for the Company's corporate growth, and the Company thereby conserves its liquidity. As a result, the exclusion of subscription rights benefits all shareholders of our Company. For this reason, the Company's interest in the proposed amendment to the existing authorization to exclude subscription rights must be rated higher than the interest of individual shareholders in retaining their subscription rights.

Having weighed up all the above circumstances, the Management Board considers the proposed amendment to the options for excluding subscription rights in the version of Art. 4 para. 5 sentence 4 letter f) of the Articles of Association proposed to the Annual General Meeting for resolution to be objectively justified and appropriate vis-à-vis the shareholders.

Regarding Sec. 4 para. 5 sentence 4 letter g):

In addition, it should be possible to exclude subscription rights in order to be able to satisfy an option to acquire additional shares or American Depositary Shares agreed with the underwriters in connection with a public offering of shares in the Company in the form of American Depositary Shares (so-called Greenshoe option).

A capital increase against cash contributions allows the Company's capital requirements to be met simply and flexibly, which is particularly important in view of the Company's possible further expansion in the future. The Greenshoe option is an over-allotment option which, when the Company's shares (or American Depositary Shares representing them) are issued, serves in particular to determine the placement volume precisely and to stabilize the share price. The underwriters allocate not only the planned placement volume, but also a certain number of additional shares (or American Depositary Shares representing them) made available elsewhere (usually up to 15% of the planned placement volume).

In the case of operating companies (such as BioNTech SE), significant price fluctuations may initially occur after share issues because no stable market equilibrium has formed. This can lead to selling pressure, which is undesirable from the point of view of the company and the shareholders. It therefore makes sense for the underwriting bank(s) to take price stabilization measures. In this context,

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the underwriters may purchase shares (or American Depositary Shares representing them) on the market in order to cushion any price declines occurring immediately after the placement. With regard to such stabilization measures, the underwriters may allot to investors additional shares of the Company (or American Depositary Shares representing them) in addition to the new shares (or American Depositary Shares representing them) offered in the offering ("over-allotment"). To cover this over-allotment, the underwriters are typically provided with shares (or American Depositary Shares representing them) from the shareholdings of existing shareholders by way of securities loans. If the underwriters do not repurchase shares (or the American Depositary Shares representing them) on the market, the cash capital increase from authorized capital with exclusion of subscription rights serves the purpose of enabling the underwriter(s) to fulfill their obligation to retransfer all or part of the securities loans. The number of shares (or American Depositary Shares representing them) required for this purpose cannot generally be procured at similarly favorable prices elsewhere. Cover purchases on the market at higher prices and the resulting losses can thus be avoided.

A Greenshoe over-allotment option consequently enables better exploitation of the market potential in price determination. As investors can thus be given a certain degree of certainty in the price development in their interest, they are regularly prepared to pay a higher subscription price. In addition to and because of stabilization, the over-allotment option therefore leads to an increase in the proceeds to be realized on the issue and is consequently in the interests of both the Company and the shareholders.

The shareholders have the option to maintain their relative shareholding by purchasing additional American Depositary Shares on the stock exchange, which would counteract a dilution of their shareholding.

In accordance with the statutory interpretation of Sec. 203 para. 2 sentence 2 in conjunction with Sec. 186 para. 3 sentence 4 AktG, the proposed resolution under agenda item 5 on the proposed new version of Art. 4 para. 5 sentence 4 letter g) consequently also ensures that the interests of shareholders are adequately protected when the authorized capital under the Articles of Association is utilized to the exclusion of shareholders' subscription rights, while the option is created in favor of the Company in the interests of all shareholders to enable stabilization measures in connection with the stock market price.

Having weighed up all the above circumstances, the Management Board considers the proposed authorization to exclude subscription rights to be objectively justified and appropriate vis-à-vis the shareholders.

No details can yet be given of the respective issue amounts. They will be set appropriately by the Management Board with the approval of the Supervisory Board, taking into account the interests of the Company and the shareholders and the respective purpose when the authorization is exercised.

Shareholders are protected against dilution of their shares by the fact that the total number of new shares issued from the authorized capital under the authorizations pursuant to Art. 4 para. 5 sentence 4 letter a) to c) of the version of the Articles of Association

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proposed for resolution under agenda item 5, excluding subscription rights, may not exceed 20% of the share capital, either at the time this authorization becomes effective or - if this value is lower - at the time it is exercised. The aforementioned 20% limit shall include (i) those shares which are used to satisfy conversion or option rights or conversion or option obligations or tender rights of the issuer, (ii) treasury shares which were sold during the term of this authorization until its exercise excluding subscription rights (with the exception of treasury shares sold in accordance with letter b) paragraphs (v), (vi) or (vii) of the resolution on agenda item 8 of the Annual General Meeting on August 19, 2019).

In accordance with the legal interpretation of Sec. 203 para. 2 Sentence 2 in conjunction with Sec. 186 para. 3 sentence 4 AktG, the proposed resolution under agenda item 5 ensures that the asset and voting right interests of shareholders are adequately protected when the authorized capital under the Articles of Association is utilized under the exclusion of shareholders' subscription rights, while the Company is given further room for maneuver in the interests of all shareholders, within the framework of which the Management Board can admit new investors for subscription at its due discretion.

Having weighed up all the above circumstances, the Management Board considers the proposed authorizations to exclude subscription rights to be objectively justified and appropriate vis-à-vis the shareholders.

Report of the Management Executive on agenda item 8 - Amendment of the existing authorisation to acquire own shares and to use them, also excluding subscription rights

The Annual General Meeting on August 19, 2019 resolved under agenda item 8 letter b), sub-paragraph (vii), that the Management Board may, with the approval of the Supervisory Board, sell treasury shares to members of the Management Board and other persons in an employment relationship with the Company or affiliated companies, excluding shareholders' subscription rights.

This authorization also requires the agreement of minimum holding periods of at least one year and the obligation to retransfer shares in the event of the prior departure of the respective Management Board member or other person in an employment relationship with the Company or affiliated companies. As the terms and conditions of the *restricted stock units* contain, as already explained, *vesting periods* of at least one year and provisions in the event of termination of an employment relationship, there is no need for an additional holding period or retransfer obligation after the issue of the shares or ADSs. Reference is also made to the explanations in the report of the Management Board on agenda item 5.

Having considered all the above circumstances, the Management Board considers the proposed amendment to the existing authorization to exclude subscription rights in connection with the sale of treasury shares to be objectively justified and appropriate vis-à-vis the shareholders.

Report of the Management Board on agenda item 9 - Extension of the authorization to acquire treasury shares and their use, also excluding subscription rights

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The Annual General Meeting of August 19, 2019 resolved under agenda item 8 letter a) that the Management Board may, with the consent of the Supervisory Board, acquire treasury shares (i) via the stock exchange, (ii) via a (public) purchase offer, (iii) by means of a (public) invitation to all shareholders to submit offers for sale, or (iv) from the Bill & Melinda Gates Foundation.

The acquisition of treasury shares by members of the Management Board and other persons in an employment relationship with the Company or affiliated companies is thus excluded. As a result, it would often not be possible for members of the Management Board or other persons in an employment relationship with the Company or affiliated companies to sell their shares or ADSs received in the course of the fulfillment of the restricted stock units in order to obtain the liquidity required for the settlement of the tax liability arising from the fulfillment of the restricted stock units. This is because a sale of its shares or ADSs on the stock exchange or to other third parties will generally be precluded by insider trading rules or the Company's insider trading policy.

Therefore, the Company shall be enabled to acquire these shares or ADSs from the members of the Management Board and other persons in an employment relationship with the Company or affiliated companies at an appropriate consideration. The purpose could not be achieved while preserving the subscription rights of the other shareholders. Alternatively, the claims arising from the *restricted stock units* would have to be settled in cash from the outset, which would place an unnecessary burden on the Company's liquidity. The purchase authorization and the exclusion of subscription rights therefore ensure the settlement of the *restricted stock units* while conserving the Company's liquidity. Both will benefit all shareholders of our Company. For this reason, the Company's interest in extending the existing exclusion of subscription rights must be rated higher than the interest of the individual shareholders in retaining their subscription rights.

Having weighed up all the above circumstances, the Management Board considers the proposed authorization to exclude subscription rights to be objectively justified and reasonable for the shareholders.

Report of the Management Board on the utilization of the authorized capital and the use of treasury shares with exclusion of subscription rights

If the Management Board makes use of one of the above authorizations to exclude subscription rights in connection with a capital increase from the new Authorized Capital 2021 or in connection with the use of treasury shares with exclusion of subscription rights, it will report on this at the following Annual General Meeting.

Mainz, May 2021

BioNTech SE

The Management Board

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