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## **Report of the Supervisory Board on the 2020 Financial Year**

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The 2020 financial year was a transformational year for BioNTech with the successful development and approval of the first mRNA drug in medical history. In a year when the global COVID-19 pandemic dominated world affairs, BioNTech began the design and development of multiple COVID-19 vaccine candidates as early as February 2020. The vaccine has now received emergency or temporary use approval or has been granted conditional marketing authorization in more than 65 countries and regions, including the United States, the United Kingdom and the European Union, making it a first-of-its-kind product to combat the COVID-19 pandemic.

Throughout the 2020 financial year, the Supervisory Board, with me as the Chairman, performed its duties and obligations in accordance with the law, the Articles of Association, as well as its Rules of Procedure.

### **Cooperation between the Management Board and the Supervisory Board**

The Supervisory Board continuously monitored the Management Board in its activities, regularly advised it and dealt with the strategic development of the Company.

Among other things, the Management Board regularly informed the Supervisory Board about current business activities and future business planning (including financial, investment and personnel planning). In addition, the Supervisory Board regularly conferred with the Management Board on the risk situation, risk management and compliance within the Company. At the same time, as Chairman of the Supervisory Board, I was also in regular contact with the Management Board beyond the Supervisory Board's meetings and was regularly informed about all matters relating to the Company, the legal and business relationships with related parties, and all significant business transactions and matters at these companies are relating to the Company.

Based on the Management Board's reports, which were prepared in cooperation with the respective departments, we discussed business developments and events of importance to the Company in detail. Where necessary, the Supervisory Board was supported by the respective responsible committees. The Supervisory Board was involved directly and from an early stage in all decisions of fundamental importance to the Company. Where the law, the Articles of Association or the Rules of Procedure required the approval of the Supervisory Board for individual measures, a corresponding resolution was passed. The Supervisory Board approved the respective resolutions proposed by the Management Board after thorough examination and discussion.

The cooperation with the Management Board was characterized in every aspect by responsible and goal-oriented action. The Management Board completely fulfilled its reporting obligations to the Supervisory Board, both verbally and in writing, so that the Supervisory Board was always able to satisfy itself of the legality and regularity, expediency and economic efficiency of the Company's management.

### **Key Topics and Meetings of the Supervisory Board**

In the 2020 financial year, a total of six ordinary meetings were held, on February 13, March 26, May 15, June 23, October 1 and December 15, 2020, at which the strategic development of the Company was discussed together with the Management Board. All members of the Supervisory Board attended the meetings and, with the exception of one meeting (February 13, 2020), at which the Chairman of the Management Board, Prof. Ugur Sahin, M.D., joined only after it had already started, all members of the Management Board also attended the meetings. During and beyond the meetings, the Supervisory Board also met and discussed regularly without the Management Board. Due to the COVID-19 pandemic and the associated contact restrictions, most of the meetings took place as telephone and video conferences.

During the 2020 financial year, the focus of the ordinary meetings was on advising the Company's business activities in connection with the BNT162 program, "Lightspeed", and the associated strategic decisions. In addition to the research and development of the first mRNA drug and the topics associated

with the conclusion of two new strategic partnerships, the Supervisory Board dealt with the implementation of the manufacturing and sales strategy. Part of this strategy were the topics related to the expansion of production capacities, which the Company addressed by acquiring a production facility in Marburg, Germany.

In addition to the COVID-19 vaccine program, the Supervisory Board addressed the following topics during the 2020 financial year:

- Reviewing the development of the diversified portfolio of oncology product candidates;
- Monitoring the Company's financing activities:
  - Private placement in June 2020, which included a mandatory convertible note;
  - Public offering for subscription issued in July or August 2020 and
  - At-the-Market Offering Program, which was launched in November 2020 and through which the Company may dispose of ADSs in due course;
- Reviewing the established terms and parameters for determining the restricted stock units, or RSUs, to be issued under the BioNTech 2020 Long-Term Employee Equity Plan (BioNTech Employee 2020 Equity Plan for employees in Europe and BioNTech 2020 Restricted Stock Unit Plan for North America Employees for employees in the United States);
- Determining the agenda and review of the draft resolutions for the 2020 Annual General Meeting;
- Reviewing and monitoring the achievement of the Company's 2020 targets and the setting the budget for the 2021 financial year;
- Reviewing and discussing the effectiveness of the internal control system and the results of the auditor's review;
- Considering all corporate governance issues and review of compliance with the recommendations of the Corporate Governance Code both in and beyond the 2020 financial year;
- Discussing, reviewing and approving the submitted non-financial report published in the follow-up for the 2020 financial year;
- Revising the rules of procedure of the Supervisory Board and the Board of Management, including the schedule of responsibilities; and
- Conducting a self-assessment upon expiration and for the 2020 financial year.

The members of the Supervisory Board regularly took part in training and development measures in the 2020 financial year.

### **Committees**

To perform its monitoring and advisory function, the Supervisory Board has formed three committees: an Audit Committee, a Compensation, Nominating and Corporate Governance Committee, and a Capital Markets Committee. The above-mentioned key topics were prepared by the committees, including the associated resolutions and topics, for subsequent consideration by the full Supervisory Board.

The **Audit Committee** consisted of Dr. Ulrich Wandschneider and Michael Motschmann during the 2020 financial year. As of October 1, 2020, I, Helmut Jeggle, left the Audit Committee and Prof. Christoph Huber, M.D., joined the committee as a member. Dr. Ulrich Wandschneider is the Chairman of the Audit Committee. The Audit Committee addresses, in particular, accounting monitoring, monitoring the implementation and effective functioning of internal controls over financial reporting, which were expanded in the 2020 financial year to include SOX regulations (Sarbanes-Oxley Act of 2002, Section 404), and monitoring the implementation and effective functioning of the risk management system. For the quarterly financial statements as of March 31, June 30 and September 30,

2020 and the annual financial statements as of December 31, 2020, the Audit Committee held discussions with the auditors and accounting representatives and discussed the publications in detail with the Management Board. The Audit Committee prepared the resolutions of the Supervisory Board for the reports to be approved by the Supervisory Board. The committee met seven times in the 2020 financial year.

All members of the Audit Committee qualify as “independent directors” as such term is defined in Rule 10A-3 under the Exchange Act and Nasdaq Rule 5605. In addition, our Supervisory Board has determined that Dr. Ulrich Wandschneider qualifies as an “audit committee financial expert” as that term is defined under the Exchange Act.

The **Compensation, Nominating and Corporate Governance Committee** consists of Michael Motschmann, Prof. Christoph Huber, M.D., and Dr. Ulrich Wandschneider. Mr. Motschmann is the Chairman of the Committee. The Compensation Committee addresses fundamental questions of compensation and the determination of the salaries of the Management Board and the compensation of the Supervisory Board, as well as the share-based payment arrangements. In the 2020 financial year, in particular, it addressed the implementation of the new service agreements with the Management Board and the associated Management Board compensation plans, as presented in the compensation report, which is disclosed in detail in the management report on the Group and the Company, and which came into effect as of January 1, 2020. With respect to new appointments to executive bodies, the Committee generally makes proposals in this regard to the Supervisory Board. As of January 12, 2020, Ryan Richardson was appointed to the Management Board as Chief Strategy Officer. The targets for appointments to the Management Board and Supervisory Board resolved on May 4, 2020 are taken into account when appointing members to executive bodies. In addition, the Committee is addressing the development of a corporate governance standard for the Company that meets the requirements of both the Nasdaq Global Select Market and the German Corporate Governance Code. The committee met three times in the 2020 financial year.

The **Capital Markets Committee** consists of myself, Helmut Jeggle, and Michael Motschmann. I assume the role of Chairman of the Committee. The Capital Markets Committee advises the Supervisory Board on capital measures that took place in the 2020 financial year, both publicly on Nasdaq and in the form of private placements, as well as takeover, merger and acquisition activities. The committee met 19 times in the 2020 financial year.

### **Corporate Governance**

As a company listed exclusively on Nasdaq, BioNTech is not subject to the provisions of Section 161 of the German Stock Corporation Act (*AktG*), so that application of the Corporate Governance Code is also not mandatory. However, the Annual Declaration of Conformity (*Entsprechenserklärung*) is issued on a voluntary basis. The Supervisory Board therefore continuously monitors the development of the German Corporate Governance Code. We will continue to support the Management Board in its efforts also to comply with the recommendations of the German Corporate Governance Code to a large extent in the future.

BioNTech follows the recommendations of the Corporate Governance Code with the exception of the provisions explicitly listed in the Annual Declaration of Conformity pursuant to Section 161 AktG dated April 7, 2021, and for which an explanation is given as to why these are not complied with.

### **Conflicts of Interest on the Supervisory Board and Management Board**

No conflicts of interest of members of the Supervisory Board or Management Board were reported in the 2020 financial year.

### **Audit of Annual and Consolidated Financial Statements**

In accordance with the resolution of the Annual General Meeting on June 26, 2020, the Supervisory Board has appointed Ernst & Young GmbH Wirtschaftsprüfungsgesellschaft to audit the annual financial statements for the 2020 financial year.

The audit includes the annual financial statements of BioNTech SE in accordance with the German Commercial Code (HGB), the report on relationships with affiliated companies in accordance with Section 313 (1) AktG, the so-called dependency report (*Abhängigkeitsbericht*), the consolidated financial statements, which were prepared in accordance with Section 315e (3) in conjunction with (1) HGB, the consolidated financial statements prepared in accordance with International Financial Reporting Standards (IFRS) as adopted by the EU, the consolidated financial statements prepared in accordance with IFRS as issued by the International Accounting Standards Board (IASB) and filed on Form 20-F with the U.S. Securities Exchange Commission after our approval, and the audit of the internal control system.

The financial statements prepared by the Management Board on April 9, 2021, i.e. the annual financial statements and the dependency report of BioNTech SE, the consolidated financial statements as well as the combined management report of the Group and the Company for the 2020 financial year, were made available to all members of the Supervisory Board. Likewise, the auditor's reports on the accounting, the annual financial statements, the dependency report, the consolidated financial statements and the combined management report of the Group and the Company, each of which was issued with an unqualified audit opinion dated April 9, 2021, were made available to us. The auditors' report was discussed in the Audit Committee with the Management Board and the auditors. It was then discussed by the Supervisory Board.

For our part, we have audited the annual financial statements, the dependency report, the consolidated financial statements and the combined management report of the Group and the Company for the 2020 financial year.

Based on the final results of our audit, we have no objections to raise; we believe that the auditors' assessment of the annual financial statements is appropriate. We approve the annual financial statements and the consolidated financial statements prepared by the Management Board. The former is thus adopted. The Supervisory Board also agrees with the combined management report of the Group and the Company. Based on the final results of its audit, the Supervisory Board also has no objections to the declaration of the Management Board on relationships with affiliated companies in the dependency report.

### **Thanks of the Supervisory Board**

Through the tireless efforts of its employees, BioNTech has succeeded in achieving a historic milestone for the Company with the development of the first mRNA drug. The entire BioNTech team is thus making an important contribution to ending the global COVID-19 crisis. The Supervisory Board would like to thank the members of the Management Board and all employees worldwide for their active commitment in the past financial year, as well as the employee representatives for their constructive cooperation with the Company's executive bodies.

Munich, April 12, 2021

BioNTech SE

Helmut Jeggle  
Chairman of the Supervisory Board