

Annual Financial Statements of BioNTech SE, Mainz, December 31, 2022

BIONTECH



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BioNTech SE, Mainz
Statements of Financial Position as of December 31, 2022

Assets	December 31, 2022 in millions	December 31, 2021 in millions
A. Fixed assets		
I. Intangible assets		
1. Purchased concessions, industrial and similar rights and assets, and licenses in such rights and assets	€59.8	€44.1
2. Goodwill	1.7	1.8
3. Advanced payments	10.4	6.9
	€71.9	€52.8
II. Property, plant and equipment		
1. Land, land rights and buildings, including buildings on third-party land	35.4	4.5
2. Other equipment, furniture and fixtures	30.2	21.6
3. Advanced payments and construction in progress	34.3	20.9
	€99.9	€47.0
III. Financial assets		
1. Shares in affiliated companies	613.4	409.0
2. Loans to affiliated companies	597.4	326.6
3. Equity investments	66.7	19.5
4. Other loans	2.2	0.5
	€1,279.7	€755.6
	€1,451.5	€855.4
B. Current assets		
I. Inventories		
1. Raw materials and supplies	0.7	1.0
2. Advanced payments	—	0.6
	€0.7	€1.6
II. Receivables and other assets		
1. Trade receivables	5,585.4	10,957.3
2. Receivables from affiliated companies	1,540.5	1,749.2
3. Other assets	147.4	408.4
	€7,273.3	€13,114.9
III. Cash on hand and at banks	13,798.0	1,396.8
	€21,072.0	€14,513.3
C. Prepaid expenses	63.5	24.5
	€21,135.5	€14,537.8
	€22,587.0	€15,393.2

Equity and liabilities		December 31,	
		2022	2021
		in millions	in millions
A.	Equity		
I.	Share capital		€248.6
	Treasury shares		(5.3)
	Issued (share) capital		243.3
	Conditional capital: €85.8 million (previous year: €24.6 million)		242.5
II.	Capital reserve		1,295.4
III.	Retained earnings		9,445.4
IV.	Accumulated profit		8,961.2
			€19,945.3
B.	Provisions		
1	Tax provisions	606.1	1,573.3
2	Other provisions	923.3	1,096.2
			€1,529.4
C.	Liabilities		
1	Bonds	—	100.4
	thereof convertible: nil (previous year: €100.4 million)		
2	Trade payables	57.2	55.1
3	Liabilities to affiliated companies	389.6	71.6
4	Other liabilities	651.6	13.4
	thereof for taxes: €622.9 million (previous year: €2.5 million)		
	thereof for social security: €1.7 million (previous year: €0.4 million)		
			€1,098.4
D.	Deferred income		13.9
E.	Deferred tax liabilities		—
			€22,587.0
			€15,393.2

BioNTech SE, Mainz

Statements of Profit or Loss for the Period from January 1, 2022 to December 31, 2022

		Years ended December 31,	
		2022	2021
		in millions	in millions
1	Revenues	€12,514.5	€14,933.8
2	Cost of sales	(1,615.7)	(1,642.0)
3	Gross profit	€10,898.8	€13,291.8
4	Research and development expenses	(1,519.7)	(816.2)
5	Sales expenses	(29.1)	(12.8)
6	General and administrative expenses	(475.4)	(226.4)
7	Other operating income	1,041.3	638.9
	thereof income from currency translation: €801.2 million (previous year: €466.4 million)		
8	Other operating expenses	(717.1)	(118.0)
		€(1,700.0)	€(534.5)
9	Income from profit transfer	2,863.3	2,691.6
	thereof from affiliated companies: €2,856.6 million (previous year: €2,691.6 million)		
10	Other interest and similar income	51.8	6.0
	thereof from affiliated companies: €7.1 million (previous year: €4.5 million)		
11	Interest and similar expenses	(30.9)	(19.1)
	thereof to affiliated companies: €19.1 million (previous year: nil)		
12	Expenses from loss transfer	(86.9)	(52.2)
		€2,797.3	€2,626.3
13	Income taxes	(3,370.1)	(4,606.0)
14	Profit after tax	8,626.0	10,777.6
15	Net income	€8,626.0	€10,777.6
16	Profit / (loss) carryforward from the previous year	4,648.2	(512.9)
17	Allocations to retained earnings	(4,313.0)	(5,132.4)
18	Accumulated profit	€8,961.2	€5,132.3

Notes to the Annual Financial Statements

1 General Notes on the Annual Financial Statements

The annual financial statements of BioNTech SE, hereinafter also referred to as the “Company,” “BioNTech,” “we” or “us,” for the period from January 1 to December 31, 2022, have been prepared in accordance with the provisions of the German Commercial Code (*HGB*) and the German Stock Corporation Act (*AktG*).

BioNTech SE is a European limited liability company incorporated and domiciled in Germany and is registered in the commercial register B of the Mainz Local Court under the number HRB 48720. American Depositary Shares (ADSs) representing BioNTech SE’s ordinary shares have been publicly traded on Nasdaq Global Select Market since October 10, 2019. The registered office is located in Mainz, Germany (An der Goldgrube 12, 55131 Mainz).

The Mainz-based Company is a large corporation as defined by Section 267 para. 3 HGB. Thus the Company is subject to the requirements for large corporations.

The accompanying annual financial statements have been prepared on a going concern basis and in accordance with Section 242 et seq. and Section 264 et seq. HGB as well as in accordance with the relevant provisions of the AktG.

The separate financial statements are published in euros. Unless otherwise stated, the numbers are rounded to millions or thousands of euros. Accordingly, numerical figures shown as totals in some tables may not be exact arithmetic aggregations of the figures that preceded them and figures presented in the explanatory notes may not add up to the rounded arithmetic aggregations. The rounding applied may differ from that published in previous years in different units.

The statements of profit or loss have been prepared using the cost of sales method in accordance with Section 275 para. 3 HGB.

2 Notes on Accounting Policies

The following accounting policies were used to prepare the annual financial statements.

Purchased intangible assets with finite useful lives are recognized at cost and amortized on a straight-line basis over their estimated useful lives.

Purchased goodwill is amortized over its estimated useful life of 15 years, reflecting the period over which purchased goodwill will create a benefit.

Depreciable items of property, plant and equipment are valued at acquisition cost less accumulated depreciation. Depreciation is charged on a straight-line basis over the expected useful life. Advanced payments and construction in progress are valued at acquisition or production cost. Borrowing costs are not included in production cost.

Low-value assets of up to €800 are fully expensed in the year of acquisition.

With regard to financial assets, shares in affiliated companies and equity investments are recognized at the lower of acquisition cost or net realizable value, while loans to affiliated companies and other loans are recognized at the lower of their nominal value or net realizable value.

Raw materials and supplies are recognized at the lower of acquisition cost or net realizable value.

Receivables and other assets are stated at nominal value. Appropriate specific bad debt allowances provide for all foreseeable valuation risks.

Cash and cash equivalents are stated at nominal value.

Expenses recorded before the reporting date which relate to a certain period after this date are posted under prepaid expenses.

When accounting for share-based payment awards, we distinguish between cash-settled and equity-settled transactions. For both instruments, the fair value is measured at grant date and then spread evenly as remuneration expense over the period in which the employees earn an unconditional entitlement to the instruments. For equity-settled

transactions, the recognition of expenses leads to an increase in the capital reserve, whereas expenses recognized for cash-settled transactions give rise to a liability. If the Company can choose whether to settle the awards either in cash or by providing equity instruments, we account for them as equity-settled transactions, unless there is a present obligation to settle in cash or the transaction is settled in cash. Whenever we decide to settle in cash or there is a present obligation to settle in cash, any positive difference between the amount (to be) paid in cash and the fair value at grant date is recognized as an additional expense. In accordance with international accounting rules for share-based payment transactions between group companies, we do not only account for share-based payments to employees of BioNTech SE but also for commitments to employees of subsidiaries that are fulfilled by BioNTech SE. When these beneficiaries are not employees of BioNTech SE, the expenses are recognized in other operating expenses.

Treasury shares are deducted from share capital on the face of the statements of financial position at their nominal value. The difference between the nominal value and the acquisition cost of the acquired shares is offset against the capital reserve. Expenses from the acquisition of treasury shares are recognized in expenses in the current financial year.

Tax provisions and other provisions account for all identifiable risks, uncertain liabilities and onerous contracts. They are valued at the settlement value deemed necessary according to prudent business judgment. Future price and cost increases are factored in.

Foreign exchange forward contracts are not recognized as hedges pursuant to Section 254 HGB. The foreign exchange forward contracts are valued using valuation techniques which employ the use of foreign exchange spot and forward rates. Contracts with a negative value as of the reporting date are accounted for under other provisions in the statements of financial position.

Liabilities are recognized at the settlement value.

Liabilities from the issue of mandatory convertible notes are recognized in accordance with the gross method, whereby the total amount of a note is reduced by the conversion right conferred by that note. The net amount is transferred to the capital reserve.

Advanced payments received in connection with research and development collaborations are recognized as deferred income and released to profit or loss over the term of the contract.

If there are differences between the carrying amounts of assets, liabilities, prepaid expenses and deferred income in the statutory accounts and their tax base which are expected to reverse in future financial years, any resulting net tax charge is recognized as a deferred tax liability in the statements of financial position. Any resulting net tax benefit may be recognized as a deferred tax asset. Tax loss carryforwards are taken into account in the calculation of deferred tax assets to the extent that they are expected to be offset within the next five years. The resulting tax charge and benefit amounts are determined using the company-specific tax rates at the time the differences reverse and are not discounted. If deferred tax assets match the existing deferred tax liabilities, these are presented as a net item. The option to recognize net deferred tax assets in excess of deferred tax liabilities was not exercised. Differences between the carrying amounts of assets, liabilities and prepaid expenses and deferred income in the statutory accounts and the tax bases of tax group subsidiaries are included to the extent that BioNTech SE expects future tax charges and benefits from the reversal of temporary or quasi-permanent differences.

Assets and liabilities denominated in foreign currencies were translated using the mean spot rate of exchange on the reporting date. If they had residual terms of more than one year, the realization principle (Section 252 para. 1 no. 4 clause 2 HGB) and the historical cost principle (Section 253 para. 1 sentence 1 HGB) were applied.

The “thereof” items presented in the statements of profit or loss include both realized and unrealized currency translation differences.

Revenues from the sale of goods are recognized when the significant opportunities and risks of ownership have been transferred to the buyer and the amount of revenues to be recognized can be measured reliably. Revenues from services are recognized when the service is rendered. No revenue is recognized when there are significant risks involving the receipt of the consideration or the possible return of goods. All other revenues are recognized net of sales deductions such as bonuses, discounts or rebates.

For our COVID-19 collaborations, revenues are recognized on the basis of our collaboration partners' gross profit from COVID-19 vaccine sales generated in territories allocated to these partners based on marketing and distribution rights. Our territory comprises Germany and Turkey. In determining the revenues pursuant to these collaboration

agreements, we are reliant on our collaboration partners for details and, to a certain extent, on estimates. As a result, the revenues pursuant to these collaboration agreements are subject to the risk that the amounts reported might differ from the actual amounts until our collaboration partners' final results are available.

Government grants are recognized where there is reasonable assurance that the grant will be received and all attached conditions will be complied with. When the grant relates to an expense item, it is recognized as income on a systematic basis over the periods that the related costs, for which the grant is intended to compensate, are expensed. When the grant relates to an asset, it is recognized as deferred income within the statements of financial position. Other operating income is subsequently recognized in profit or loss over the useful life of the underlying asset subject to funding.

Research and development expenses are expensed as incurred.

3 Notes to the Statements of Financial Position and the Statements of Profit or Loss

3.1 Intangible Assets and Property, Plant and Equipment

The development of the individual fixed asset items, including amortization, depreciation and impairment for the financial year, is shown in the statements of changes in fixed assets. The statements of changes in fixed assets are attached to these notes.

Fixed assets are amortized/depreciated on a straight-line basis over the following terms:

Amortization/depreciation period by type of asset	Useful life (years)
Intangible assets	
Patents, industrial rights	8 - 20
Licenses	3 - 10
Goodwill	15
Software	3 - 8
Property, plant and equipment	
Buildings	10 - 33
IT systems	3 - 5
IT hardware	1
Large laboratory equipment	8 - 10
Small laboratory equipment	3 - 5
Office fixtures and fittings	10 - 15

3.2 Financial Assets

<i>(in millions)</i>	As of January 1, 2022	Additions	Disposals	As of December 31, 2022
1. Shares in affiliated companies	€409.0	€204.4	€—	€613.4
2. Loans to affiliated companies	326.6	342.5	71.7	597.4
3. Equity investments	19.5	47.2	—	66.7
4. Other loans	0.5	1.9	0.2	2.2
Total	€755.6	€596.0	€71.9	€1,279.7

Additions to shares in affiliated companies of €204.4 million were recognized in the 2022 financial year. They mainly include €161.1 million relating to the shares in BioNTech USA Holding, LLC, which changed partly as a result of an increase in that subsidiary's equity. Furthermore, €24.1 million related to the shares in BioNTech Pharmaceuticals Asia Pacific Pte. Ltd. in Singapore and was also attributable to a capital increase. The shares in BioNTech USA Holding, LLC totaling €399.7 million accounted for the bulk of the total shares in affiliated companies of €613.4 million.

Loans to affiliated companies increased by €342.5 million due to additions in the 2022 financial year, mainly in connection with the increase in the loans to BioNTech Manufacturing Marburg GmbH and the assumption of the loans of BioNTech Real Estate Holding GmbH. This contrasted with disposals of €71.7 million primarily due to the repayment of loans by subsidiaries.

In the 2022 financial year, we acquired 13.0% of the shares (fully diluted) in Crescendo Biologics Ltd., a private, clinical-stage immuno-oncology company, and 8.3% of the shares or 7.1% of the voting rights (fully diluted) in Ryvu Therapeutics S.A., a listed company engaged in the clinical-stage development of oncology therapeutics. Overall, equity investments increased by €47.2 million.

Information is provided on the following companies in accordance with Section 285 no. 11 HGB:

Name / registered office		Shareholding	Net income for the year after profit / loss transfer (in € million) ⁽¹⁾	Equity (in € million) ⁽¹⁾
BioNTech BioNTainer Holding GmbH, Mainz	(3)	100%	€0.3	€12.9
BioNTech Cell & Gene Therapies GmbH, Mainz	(2)	100%	—	8.7
BioNTech Delivery Technologies GmbH, Halle	(2)	100%	—	—
BioNTech Diagnostics GmbH, Mainz	(2)	100%	—	5.5
BioNTech Europe GmbH, Mainz	(2)	100%	—	(1.7)
BioNTech Individualized mRNA Manufacturing GmbH i.G., Mainz	(3)	100%	—	—
BioNTech Innovation GmbH, Mainz	(2)	100%	—	—
BioNTech Innovative Manufacturing Services GmbH, Idar-Oberstein	(2)	100%	—	3.7
BioNTech Idar-Oberstein Services GmbH, Idar-Oberstein	(3)	100%	0.2	0.2
BioNTech Manufacturing GmbH, Mainz	(2)	100%	—	—
BioNTech Manufacturing Marburg GmbH, Marburg	(2)	100%	22.0	96.5
BioNTech Innovation and Services Marburg GmbH, Marburg	(2)	100%	—	0.9
JPT Peptide Technologies GmbH, Berlin	(2)	100%	—	13.7
NT Security and Services GmbH, Mainz	(3)	100%	—	—
reSano GmbH, Mainz	(2)	100%	—	(1.3)
BioNTech Real Estate Holding GmbH, Holzkirchen	(2)	100%	—	0.1
BioNTech Real Estate Verwaltungs GmbH, Holzkirchen		100%	—	—
BioNTech Real Estate GmbH & Co. KG, Holzkirchen		100%	(1.1)	(3.0)
BioNTech Real Estate An der Goldgrube GmbH & Co. KG, Holzkirchen		100%	(0.8)	(1.4)
BioNTech Real Estate Haus Vier GmbH & Co. KG, Holzkirchen		100%	(0.4)	(0.6)
BioNTech Real Estate Adam-Opel-Straße GmbH & Co. KG, Holzkirchen		100%	(0.5)	(0.6)
BioNTech Real Estate An der Goldgrube 12 GmbH & Co. KG, Holzkirchen		100%	(0.1)	(0.1)
BioNTech Australia Pty Ltd, Melbourne, Australia	(3)	100%	—	—
BioNTech R&D (Austria) GmbH, Vienna, Austria		100%	(5.5)	1.3
BioNTech (Shanghai) Pharmaceuticals Co. Ltd., Shanghai, China		100%	(1.4)	0.2
BioNTech Pharmaceuticals Asia Pacific Pte. Ltd., Singapore		100%	(6.5)	19.3
BioNTech Rwanda Ltd., Kigali, Rwanda	(3)	100%	(1.2)	10.6
BioNTech Turkey Tıbbi Ürünler Ve Klinik Araştırma Ticaret Anonim Şirketi, Istanbul, Turkey		100%	—	0.1
BioNTech UK Limited, London (formerly Reading), United Kingdom		100%	0.1	0.1
BioNTech Research and Development, Inc., Cambridge, United States		100%	(4.7)	0.9
BioNTech USA Holding, LLC, Cambridge, United States		100%	0.1	417.8
BioNTech US Inc., Cambridge, United States		100%	(166.1)	94.0
JPT Peptide Technologies Inc., Cambridge, United States		100%	—	1.4
InstaDeep Ltd., London, United Kingdom	(4)	5.3%	(0.7)	76.4
Crescendo Biologics Ltd., Cambridge, United Kingdom	(3) (4)	13.0%	(6.5)	33.6
Ryvu Therapeutics S.A., Krakow, Poland	(3) (4)	8.3%	(16.9)	36.8

⁽¹⁾ Net income and equity amounts denominated in foreign currencies are translated using the exchange rates published by the German Central Bank (*Deutsche Bundesbank*).

⁽²⁾ Companies with which domination and profit and loss transfer agreements are in place.

⁽³⁾ Addition in the 2022 financial year.

⁽⁴⁾ Net income for the 2021 financial year and equity as of December 31, 2021.

3.3 Receivables and Other Assets

<i>(in millions)</i>	December 31, 2022	December 31, 2021
Trade receivables	€5,585.4	€10,957.3
Receivables from affiliated companies	1,540.5	1,749.2
Other assets	147.4	408.4
Monetary investments with an original term of six months	—	375.2
Tax receivables	92.0	16.5
Miscellaneous other assets	55.4	16.7
Total	€7,273.3	€13,114.9

Trade receivables decreased by €5,371.9 million from €10,957.3 million to €5,585.4 million as of December 31, 2022 and mainly related to the collaboration agreement with Pfizer and the contractually agreed settlement as well as our revenues from direct COVID-19 vaccine sales to customers in our territories. The contractual settlement with Pfizer has a temporal offset of more than one calendar quarter. As Pfizer's fiscal quarter for subsidiaries outside the United States differs from ours, it creates an additional time lag between the recognition of revenues and the payment receipt. As of December 31, 2022, our trade receivables included, in addition to the profit share for the fourth quarter of 2022, trade receivables which related to the gross profit share for the third quarter of 2022. The payment settling our gross profit share for the third quarter of 2022 (as defined by the contract) was received from our collaboration partner subsequent to the end of the reporting period in January 2023.

Receivables from affiliated companies include net receivables after netting receivables from and liabilities to each subsidiary and decreased by €208.7 million from €1,749.2 million to €1,540.5 million as of December 31, 2022. The decrease was mainly attributable to lower receivables under profit and loss transfer agreements.

Tax receivables mainly comprise VAT receivables.

Miscellaneous other assets mainly relate to advanced payments.

As in the previous year, all receivables and other assets are due in up to one year.

3.4 Cash on Hand and at Banks

As of the reporting date, cash and cash equivalents came to €13,798.0 million (previous year: €1,396.8 million). The increase is mainly attributable to the contractual settlement with Pfizer for the COVID-19 vaccine sales.

3.5 Prepaid Expenses

Prepaid expenses increased by €39.0 million from €24.5 million in the previous year to €63.5 million. As of the reporting date, the item chiefly included expenses incurred in the financial year for our collaborations (e.g. €19.3 million for Ryvu Therapeutics S.A. and €9.4 million for Medigene Immunotherapies GmbH) and insurance premiums of €8.6 million (previous year: €4.7 million), all of which constitute expenses attributable to the following year.

3.6 Equity

As of December 31, 2022, our share capital comprised 248,552,200 (previous year: 246,310,081) voting bearer shares, of which 5,337,031 (previous year: 3,788,592) were held as treasury shares. The par value of our shares is €1.00 and each confers one voting right at the Annual General Meeting.

In January 2022, we entered into a new research, development and commercialization collaboration with Pfizer to develop a potential first mRNA-based vaccine for the prevention of shingles (herpes zoster virus, or HZV). In connection with this collaboration, Pfizer agreed to make an equity investment in us, acquiring 497,727 ordinary shares paying a total amount of €110.6 million. The issuance of 497,727 ordinary shares with the nominal amount of €0.5 million was registered with the commercial register (*Handelsregister*) on March 24, 2022.

In March 2022, we redeemed our mandatory convertible note by exercising our early redemption option, which was fulfilled in April 2022, by issuing 1,744,392 ordinary shares. The nominal amount of €1.8 million was recorded in share capital and, as a result of the transaction, the capital reserve increased by €233.2 million. The declaratory registration with the commercial register (*Handelsregister*) was made on May 20, 2022.

In March 2022, our Management Board and Supervisory Board authorized a share repurchase program of ADSs, pursuant to which we may repurchase ADSs in the amount of up to \$1.5 billion over the next two years. On May 2, 2022, the first tranche of our share repurchase program of ADSs, with a value of up to \$1.0 billion, commenced. In November 2022, our Management Board and Supervisory Board authorized the second tranche of our share repurchase program of ADSs, with a value of up to \$0.5 billion, commencing on December 7, 2022. During the year ended December 31, 2022, 6,945,513 ADSs were repurchased at an average price of \$143.98, for total consideration of \$1.0 billion (€986.4 million).

In the 2022 financial year, no ADSs were sold under the Sales Agreement entered into in 2020 with Jefferies LLC and SVB Leerink LLC (now known as SVB Securities LLC), as sales agents (previous year: 995,890 ADSs for gross proceeds of \$200.0 million or €163.6 million). Through the at-the-market offering program, we may, in due course, sell ADSs embodying ordinary shares for aggregate gross proceeds of up to \$500.0 million. As of December 31, 2022, the remaining capacity under the Sales Agreement was \$207.1 million. Under the at-the-market offering program ADSs are sold via the stock exchange and therefore no shareholders' subscription rights are affected.

Treasury shares

Treasury shares developed as follows in the 2022 financial year:

(in units)

As of January 1, 2022	3,788,592
Shares repurchased	6,945,513
LTI-plus exercised	(362,029)
ESOP 2018 exercised	(5,035,045)
As of December 31, 2022	5,337,031

Capital reserve

The capital reserve developed as follows in the 2022 financial year:

(in millions)

As of January 1, 2022	€1,883.8
Change due to other transactions	(10.0)
Change due to share-based payment transactions	(578.4)
As of December 31, 2022	€1,295.4

Retained earnings

Retained earnings developed as follows in the 2022 financial year:

(in millions)

As of January 1, 2022	€5,132.4
Allocations to retained earnings in the financial year	4,313.0
As of December 31, 2022	€9,445.4

Dividend

In June 2022, at the Annual General Meeting, our shareholders approved the proposed special cash dividend of €2.00 per ordinary share (including those held in the form of ADSs), which led to an aggregate payment of €484.3 million.

At the Annual General Meeting, our Management Board and Supervisory Board will, as a precaution, propose to retake the resolution on the appropriation of the accumulated profit for the 2021 financial year adopted on June 1, 2022, as the accumulated profit mentioned in that resolution did not fully match the amount stated in the approved annual

financial statements of the Company as of December 31, 2021. The new resolution on the appropriation of profit is to be worded in such a way that the profit already distributed will be left unchanged.

Accumulated profit

Accumulated profit includes a profit carryforward of €4,648.2 million.

3.7 Proposal for the Appropriation of Profit or Loss 2022

BioNTech SE's net income for the 2022 financial year amounted to €8,626.0 million. Pursuant to Section 58 para. 2 AktG, 50% of the net income can be allocated to other retained earnings. Allocations to the legal reserve and loss carryforwards are deducted before calculating the share of net income to be transferred to retained earnings pursuant to Section 58 para. 1 sentence 3 AktG. An amount of €4,313.0 million was allocated to other retained earnings.

3.8 Tax Provisions

As of the reporting date, tax provisions amounted to €606.1 million (previous year: €1,573.3 million). They mainly include provisions for corporate income tax as well as solidarity surcharge on the corporate income tax of €221.8 million (previous year: €549.6 million) and trade tax of €276.0 million (previous year: €1,019.3 million) for the 2021 financial year.

Tax prepayments totaling €3,089.0 million have already been made for the 2022 financial year. They chiefly include prepayments of corporate income tax as well as the solidarity surcharge on the corporate income tax of €1,777.6 million and prepayments of trade tax of €1,290.6 million. Creditable foreign taxes came to €18.1 million.

Overall, current tax expenses for the 2022 financial year amounted to €3,380.0 million (previous year: €4,533.7 million).

3.9 Other Provisions

<i>(in millions)</i>	December 31, 2022	December 31, 2021
Provisions for outstanding invoices	€765.3	€745.2
Provisions for collaborations	48.7	29.6
Inventor remuneration	35.9	35.4
Provisions for litigation risks	0.1	177.9
Foreign exchange forward contracts	—	63.0
Miscellaneous provisions	73.3	45.1
Total	€923.3	€1,096.2

Provisions for outstanding invoices relate to purchased services that were uncertain as of the reporting date, as was their amount. They mainly included obligations derived from license agreements which are being incurred with respect to our COVID-19 vaccine sales in our and the collaboration partners' territories where we and our partners are using third-party intellectual property.

Provisions for collaborations mainly related to services from our collaboration partners in the 2022 financial year, for which no invoices had been received at the time of preparing the annual financial statements.

Provisions for inventor remuneration, which represents compensation for service inventions by employees related to our COVID-19 vaccine development, were recognized as of December 31, 2022 based on our revenues.

Provisions for litigation risks mainly relating to purported obligations arising out of certain contractual disputes (€177.9 million as of December 31, 2021) were reversed chiefly due to the judgment in our favor in March 2023, which was regarded as an adjusting event.

Foreign exchange forward contracts entered into during the 2022 financial year to manage some of our foreign exchange risks are not recognized as hedges pursuant to Section 254 HGB. There were no negative values as of December 31, 2022.

3.10 Liabilities

<i>(in millions)</i>	December 31, 2022	December 31, 2021
Trade payables	€57.2	€55.1
Liabilities to affiliated companies	389.6	71.6
Mandatory convertible note	—	100.4
Other liabilities	651.6	13.4
Liabilities from wage taxes and social security expenses	622.9	2.5
Other miscellaneous liabilities	28.7	10.9
Total	€1,098.4	€240.5

Liabilities to affiliated companies were mainly affected by loss transfers.

In March 2022, we redeemed our mandatory convertible note by exercising our early redemption option.

Other liabilities primarily relate to liabilities from wage taxes and social security expenses in connection with obligations that became due upon settlement of our share-based payment programs for the respective employees and Management Board members.

In the 2022 and 2021 financial years, all liabilities were due in up to one year.

3.11 Deferred Income

Deferred income includes in particular upfront fees received from collaborations and deferred. These fees were partly released and recognized as revenues in the 2022 financial year as the collaborations progressed.

3.12 Deferred Tax

Differences between the carrying amounts of assets, liabilities, prepaid expenses and deferred income as well as deferred tax assets in connection with our Employee Stock Ownership Plans in the statutory accounts and their tax bases resulted in net deferred tax assets of €274.4 million (previous year: net deferred tax liabilities of €72.3 million) that were included in income taxes. The Company made use of the option afforded by Section 274 para. 1 sentence 2 HGB and did not recognize these net deferred tax assets. Other deferred tax assets arose from different carrying amounts of receivables denominated in foreign currency (U.S. dollars) that mainly resulted from our COVID-19 collaboration with Pfizer. They include deferred tax assets of €4.4 million (previous year: €5.7 million) of tax group subsidiaries.

Deferred taxes were calculated using an overall tax rate of 27.2% for corporate income tax, trade tax and the solidarity surcharge.

3.13 Off-Statement of Financial Position Transactions and Other Financial Obligations

As of the reporting date, we are not aware of any pending litigation that could give rise to contingent liabilities in the future.

Other financial obligations include the following rental and lease obligations:

<i>(in millions)</i>	up to 1 year	1 to 5 years	more than 5 years
Rental agreements	€7.6	€31.1	€12.5

Rental and lease agreements offer the benefit of optimizing liquidity. There are no identifiable significant risks. The aforementioned transactions include expenses from rental agreements with ATHOS KG, Holzkirchen, Germany, or entities controlled by them.

3.14 Revenues

<i>(in millions)</i>	Years ended	
	December 31, 2022	2021
Commercial revenues	€12,349.9	€14,808.4
Revenues from affiliated companies	105.0	53.7
Research and development revenues from collaborations	59.6	71.7
Total	€12,514.5	€14,933.8

The external revenues include commercial revenues comprising our gross profit share from our collaboration partners as well as research and development revenues from collaborations.

From the year ended December 31, 2021 to the year ended December 31, 2022, commercial revenues decreased by €2,458.5 million from €14,808.4 million to €12,349.9 million and included our share of gross profit from sales by our collaboration partners in territories allocated to them based on marketing and distribution rights. The decrease in commercial revenues was due to the lower demand for our COVID-19 vaccine.

Revenues from affiliated companies primarily relate to income from the cost recharges.

From the year ended December 31, 2021 to the year ended December 31, 2022, research and development revenues from collaborations decreased by €12.1 million from €71.7 million to €59.6 million and included revenues recognized from non-refundable upfront cash payments and development milestones. The decrease was largely due to the non-recurring recognition of revenues under the two collaboration agreements with Pfizer and Fosun Pharmaceutical Industrial Development Co. Ltd., Shanghai, China, or Fosun Pharma, in the previous year.

During the 2022 financial year, based on the geographic region in which our customers and collaboration partners are located we mainly recognized revenues in the United States (€12,322.9 million) and other countries (€191.6 million). In the previous year, the most important geographic region was the United States (€14,638.6 million) and other countries (€295.2 million).

3.15 Cost of Sales

From the year ended December 31, 2021 to the year ended December 31, 2022, cost of sales decreased by €26.3 million from €1,642.0 million to €1,615.7 million. Cost of sales primarily includes the share of our gross profit that Pfizer receives as a collaboration partner based on our sales. In addition, sales-related licensing costs for third-party intellectual property contribute to the cost of sales.

3.16 Research and Development Expenses

From the year ended December 31, 2021 to the year ended December 31, 2022, research and development expenses increased by €703.5 million from €816.2 million to €1,519.7 million, mainly due to expenses from the remittance of wage taxes and social security expenses from the exercise of our share-based payments. The increase was further driven by higher expenses from progressing the clinical trials for our pipeline candidates as well as an increase in wages, benefits and social security expenses resulting from an increase in headcount.

3.17 Sales and Marketing Expenses

During the year ended December 31, 2022, sales and marketing expenses increased compared to the year ended December 31, 2021 by €16.3 million from €12.8 million to €29.1 million, mainly due to an increase in purchased services which we incurred in connection with progressing our COVID-19 vaccine commercial activities. Expenses from the remittance of wage taxes and social security expenses from the exercise of our share-based payments also had an effect on sales expenses.

3.18 General and Administrative Expenses

From the year ended December 31, 2021 to the year ended December 31, 2022, our general and administrative expenses increased by €249.0 million from €226.4 million to €475.4 million, mainly due to expenses from the remittance

of wage taxes and social security expenses from the exercise of our share-based payments and increased expenses for IT consulting and IT services, increased expenses for purchased management consulting and legal services as well as an increase in wages, benefits and social security expenses resulting mainly from an increase in headcount.

3.19 Other Operating Income

<i>(in millions)</i>	Years ended December 31.	
	2022	2021
Net foreign exchange differences	€801.2	€466.4
Government grants	—	137.1
Miscellaneous other operating income	240.1	35.4
Total	€1,041.3	€638.9

From the year ended December 31, 2021 to the year ended December 31, 2022, other operating income increased by €402.4 million from €638.9 million to €1,041.3 million. Other operating income during the 2022 financial year mainly included foreign currency gains from the translation of our U.S. dollar denominated trade receivables, which mainly arose from our COVID-19 collaboration with Pfizer. Miscellaneous other operating income chiefly comprised income of €16.9 million due to the agreement concluded on the compensation of share-based payments to employees of subsidiaries that are fulfilled by BioNTech SE. Out-of-period income amounted to €218.9 million and primarily included reversals of provisions.

3.20 Other Operating Expenses

<i>(in millions)</i>	Years ended December 31,	
	2022	2021
Expenses from foreign exchange forward contracts	€562.9	€86.3
Miscellaneous other operating expenses	154.2	31.7
Total	€717.1	€118.0

During the year ended December 31, 2022, other operating expenses increased compared to the year ended December 31, 2021 by €599.1 million from €118.0 million to €717.1 million. In the 2022 financial year, other operating expenses mainly included expenses from foreign exchange forward contracts of €562.9 million and expenses of €135.4 million from commitments in connection with the exercise of the share-based payments for employees of subsidiaries that are fulfilled by BioNTech SE. Out-of-period expenses amounted to €12.6 million.

3.21 Finance Result

The finance result, comprising the effects of profit transfer and interest income and expenses, developed as follows in the 2022 financial year:

<i>(in millions)</i>	Years ended December 31.	
	2022	2021
Investment result	€2,776.4	€2,639.4
Income from profit transfer	2,863.3	2,691.6
Expenses from loss transfer	(86.9)	(52.2)
Interest result	€20.9	€(13.1)
Other interest and similar income	51.8	6.0
<i>thereof from affiliated companies</i>	<i>7.1</i>	<i>4.5</i>
Other interest and similar expenses	(30.9)	(19.1)
<i>thereof to affiliated companies</i>	<i>(19.1)</i>	—
Total	€2,797.3	€2,626.3

3.22 Other Notes to the Statements of Profit or Loss

3.22.1 Cost of Materials

<i>(in millions)</i>	Years ended	
	December 31, 2022	2021
Cost of raw materials and supplies and of purchased merchandise	€17.1	€14.2
Cost of purchased services	997.8	984.1
Total	€1,014.9	€998.3

Cost of materials increased by €16.6 million from €998.3 million during the 2021 financial year to €1,014.9 million during the 2022 financial year, mainly due to an increase in purchased services which we incurred in connection with progressing our COVID-19 vaccine commercial activities.

3.22.2 Personnel Expenses

<i>(in millions)</i>	Years ended	
	December 31, 2022	2021
Wages and salaries	€301.6	€190.2
Wage taxes, social security, pension and other benefit costs	591.8	14.2
<i>thereof for old-age pensions</i>	<i>0.4</i>	<i>0.3</i>
Total	€893.4	€204.4

Personnel expenses increased by €689.0 million from €204.4 million during the 2021 financial year to €893.4 million during the 2022 financial year. The increase was primarily driven by expenses from the remittance of wage taxes and social security expenses from the exercise of our share-based payments as well as higher wages, benefits and social security expenses due to an increase in headcount.

3.23 Other Notes / Corporate Bodies

3.23.1 Supervisory Board

During the 2022 financial year, the following persons were members of the Supervisory Board:

Name (function)	Age	Term expires	Principal occupation (other relevant Supervisory Board mandates)
Helmut Jeggle (Chair of the Supervisory Board)	52	2026	Managing partner and entrepreneurial venture capital investor of Salvia GmbH (Supervisory Board member 4SC AG, AiCuris AG, AFFiRiS AG, APK AG and Tonies SE)
Ulrich Wandschneider, Ph.D. (Deputy Chair of the Supervisory Board)	61	2023	Managing director of beebusy capital GmbH and independent consultant to companies in the life science and healthcare sector
Prof. Christoph Huber, M.D. (Supervisory Board member)	78	2023	Professor emeritus at the Johannes Gutenberg University Mainz (Deputy Chair of the Supervisory Board Tirol Kliniken GmbH)
Prof. Anja Morawietz, Ph.D. (Supervisory Board member since June 2022)	45	2026	Certified Public Accountant and Management Consultant, Professor of External Accounting and General Business Administration at the Nuremberg University of Applied Sciences Georg Simon Ohm
Michael Motschmann (Supervisory Board member)	65	2023	Member of the Management Board and head of equity investments of MIG Capital AG (Supervisory Board member AFFiRiS AG, APK AG, HMW-Emissionshaus AG and HMW-Innovations AG)
Prof. Rudolf Staudigl, Ph.D. (Supervisory Board member since June 2022)	68	2026	Independent consultant (Member of the Supervisory Board of TÜV Süd Aktiengesellschaft, member of the Supervisory Board of Groz-Beckert KG (Deputy Chair))

3.23.2 Management Board

During the 2022 financial year, the following persons were members of the Management Board:

Name	Age	Term expires	Position (main responsibilities)
Prof. Ugur Sahin, M.D.	57	2026	Chief Executive Officer (Research and Development, Scientific Collaborations, Patent Filings, Quality Assurance and Project Management)
Jens Holstein	59	2025	Chief Financial Officer (Finance, Human Resources, Risk Management and Purchasing)
Sean Marett	57	2024	Chief Business Officer and Chief Commercial Officer (Business Development, Alliance Management, Marketing and Sales, Legal and Intellectual Property)
Sierk Poetting, Ph.D.	49	2026	Chief Operating Officer (Production, IT, Laboratories and Infrastructure, and Internal Communications)
Ryan Richardson	43	2026	Chief Strategy Officer (Corporate Strategy, Capital Market Responsibility and Investor Relations)
Prof. Özlem Türeci, M.D.	55	2025	Chief Medical Officer (Clinical Development, Regulatory and Medical Affairs)

3.23.3 Total Supervisory Board and Management Board Remuneration

In the 2022 financial year, the remuneration paid to the members of the Supervisory Board of BioNTech SE amounted to €0.5 million (previous year: €0.4 million). The remuneration paid to the members of the Management Board of BioNTech SE amounted to €15.0 million in the 2022 financial year (previous year: €20.4 million).

<i>(in millions)</i>	Years ended	
	December 31, 2022	2021
Management Board	€15.0	€20.4
Fixed compensation	2.9	2.2
Short-term incentive – first installment	0.6	0.6
Short-term incentive – second installment ⁽¹⁾	0.7	1.2
Other performance-related variable compensation ⁽²⁾	0.1	—
Share-based payments (incl. long-term incentive) ⁽³⁾	10.7	16.4
Supervisory Board	€0.5	€0.4
Total compensation paid to key management personnel	€15.5	€20.8

⁽¹⁾ The fair value of the second installment of the short-term incentive compensation which has been classified as cash-settled share-based payment arrangement was determined pursuant to the regulations of IFRS 2 “Share-based Payments.” This table shows the pro-rata share of personnel expenses for the respective financial year that are recognized over the vesting period beginning as of the service commencement date (date when entering service agreements) until each separate determination date and are remeasured until settlement date.

⁽²⁾ Includes a one-time signing and retention cash payment agreed when renewing the service agreement with Sean Marett.

⁽³⁾ The fair value of the share-based payments was determined pursuant to the regulations of IFRS 2 “Share-based Payments.” This table shows the pro-rata share of personnel expenses resulting from stock-based compensation for the respective financial year. During the years ended December 31, 2022 and 2021, the amounts included expenses derived from a one-time signing bonus of €800,000 granted to Jens Holstein as of his appointment to the Management Board by awarding 4,246 phantom shares. The phantom shares vest in four equal installments on July 1, 2022, 2023 and 2024 and on June 30, 2025 but will only be settled in cash on July 1, 2025. The cash payment is subject to an effective settlement closing price cap. This means that the settlement closing price shall effectively be adjusted to ensure that the current price of an ADS as of the settlement date does not exceed 800% of the closing price applied when the award was initially granted. In addition, the total cash payment under the award shall not exceed €6.4 million. During the year ended December 31, 2020, the amount included expenses from a bonus arrangement agreed with Ryan Richardson in advance of his appointment to the Management Board. During the year ended December 31, 2020, the arrangement was modified from an all-equity share-based payment arrangement into a partly cash- and partly equity-settled share-based payment arrangement including 4,534 ordinary shares which were issued during the year ended December 31, 2021. Management Board members participate in our Employee Stock Ownership Plan, or ESOP.

During the year ended December 31, 2022, 5,152,410 option rights granted to our Management Board under ESOP 2018 vested and became exercisable (option rights allocated to Ryan Richardson and Özlem Türeci had already vested in 2019 but continued to be subject to performance and waiting requirements; Jens Holstein did not participate in the ESOP 2018 program as he had not joined our Company at the time it was allocated). Of such vested option rights, 4,921,630 options were exercised by our Management Board members during the year ended December 31, 2022 by paying the weighted option exercise price of €19.78 (for all Management Board members, apart from Ryan Richardson who was not a Management Board member at the time the options were allocated, exercise prices are subject to the effective exercise price cap and the maximum cap mechanism as described in Note 3.23.4). As of December 31, 2022, Sean Marett still holds 230,780 option rights which can only be exercised during the exercise windows as defined by our ESOP and if certain performance requirements are fulfilled as of the date the relevant option rights are exercised. The average closing price of an American Depositary Share of BioNTech on Nasdaq weighted over the Management Board’s settlement dates and converted from U.S. dollars to euros using the exchange rate published by the German Central Bank (*Deutsche Bundesbank*) on the same days was €160.65.

3.23.4 Share-Based Payments

As of December 31, 2022, we had the following share-based payment arrangements for Management Board members and our own employees as well as for employees of subsidiaries. Accordingly, we not only account for share-based payments to employees of BioNTech SE but also for commitments to employees of subsidiaries that are fulfilled by BioNTech SE. When these beneficiaries are not employees of BioNTech SE, the expenses are recognized in other operating expenses.

Overall, expenses resulting from share-based payment transactions in the 2022 financial year amounted to €783.3 million (previous year: €78.0 million).

BioNTech 2020 Employee Equity Plan for Employees Based Outside North America (Equity-Settled)

Description of Share-Based Payments

In December 2020, we approved the BioNTech 2020 Employee Equity Plan for employees based outside North America, or the European Plan. Under the European Plan, Restricted Stock Units, or RSUs, are offered to our employees. As of the grant date in February 2021, the European Plan was implemented for the calendar year 2020 by entering into award agreements with our employees under the LTI 2020 program. In addition, further award agreements were entered into under the LTI-plus program with employees who did not participate in the Employee Stock Ownership Plan, or ESOP. In January 2022 and December 2022, the European Plan was granted for the calendar years 2021 and 2022, the LTI 2021 and LTI 2022 program, respectively. RSUs issued under the LTI 2020, LTI 2021 and LTI 2022 programs vest annually in equal installments over respective waiting periods of four years commencing in December 2020, December 2021 and December 2022, respectively. RSUs issued under the LTI-plus program vested annually in equal installments over the waiting period of two years, which elapsed in December 2022. Hence, during the year ended December 31, 2022, the LTI-plus awards were settled by transferring shares previously held in treasury. All programs were classified as equity-settled as we have the ability to determine the method of settlement.

Measurement of Fair Values

The fair values of the awards issued under the European Plan were based upon the price of our ADSs representing ordinary shares at grant date.

Reconciliation of Outstanding Share Options

	LTI-plus program	LTI 2020 program	LTI 2021 program	LTI 2022 program
As of January 1, 2021	396,938	252,766	—	—
Forfeited / Modified	(24,927)	(10,350)	—	—
Granted / Allocated	—	—	110,036	—
As of December 31, 2021	372,011	242,416	110,036	—
As of January 1, 2022	372,011	242,416	110,036	—
Forfeited / Modified	(7,932)	(7,111)	(5,428)	—
Granted / Allocated	—	—	—	396,110
Exercised ⁽¹⁾	(364,079)	—	—	—
As of December 31, 2022	—	235,305	104,608	396,110
<i>thereof vested</i>	—	<i>119,291</i>	<i>27,365</i>	—
<i>thereof un-vested</i>	—	<i>116,014</i>	<i>77,243</i>	<i>396,110</i>

⁽¹⁾ The closing price of an American Depositary Share of BioNTech on Nasdaq on December 15, 2022, the settlement date, converted from U.S. dollars to euros using the exchange rate published by the German Central Bank (*Deutsche Bundesbank*) on the same day was €171.40.

Inputs Used in Measurement of the Fair Values at Grant Dates

	LTI-plus program	LTI 2020 program	LTI 2021 program	LTI 2022 program
Weighted average fair value	87.60	92.21	203.22	165.03
Waiting period (in years)	2.0	4.0	4.0	4.0

Management Board Grant – Short-Term Incentive (Cash-Settled)

The service agreements with our Management Board provide for a short-term incentive compensation which is an annual performance-related bonus for the years of their respective service periods.

50% of those yearly awards are paid out one year after the achievement of the performance targets for the respective bonus year has been determined subject to an adjustment relative to the performance of the price of the American Depositary Shares representing our ordinary shares during that year (second installment). The second installments represent cash-settled share-based payment arrangements. The fair values of the liabilities are recognized over the awards' vesting periods beginning when entering or renewing service agreements, i.e., being the service commencement date, until each separate determination date and are remeasured until settlement date. As of December 31, 2022, the liability related to these awards amounted to €2.3 million (€1.0 million as of December 31, 2021).

Management Board Grant – Long-Term Incentive (Partly Equity-Settled, Partly Cash-Settled)

Description of Share-Based Payments

The service agreements with our Management Board provide for long-term incentive compensation (Management Board Grant – LTI) through an annual grant of options to acquire BioNTech shares during their respective service periods. The options granted each year will be subject to the terms and conditions of the respective authorizations of the Annual General Meeting creating our Employee Stock Ownership Plan (ESOP) and the applicable option agreement thereunder.

The options will vest annually in equal installments over four years commencing on the first anniversary of the allocation date and will be exercisable four years after the allocation date. The vested options can only be exercised if each of the following performance criteria has been achieved: (i) at the time of exercise, the current price is equal to or greater than the threshold amount (that is, the exercise price, provided that such amount increases by seven percentage points on each anniversary of the allocation date); (ii) at the time of exercise, the current price is at least equal to the target price (that is, (a) for the twelve-month period starting on the fourth anniversary of the allocation date, \$8.5 billion divided by the total number of the ordinary shares outstanding immediately following the initial public offering (other than ordinary shares owned by BioNTech), and (b) for each twelve-month period starting on the fifth or subsequent anniversary of the allocation date, 107% of the target share price applicable for the prior twelve-month period); and (iii) the closing price for the fifth trading day prior to the start of the relevant exercise window is higher than the exercise price by at least the same percentage by which the Nasdaq Biotechnology Index or a comparable successor index as of such time is higher than such index was as of the last trading day before the allocation date. Following the expiry of the waiting period, option rights may be exercised during the exercise windows as set out in the ESOP agreement. The option rights can be exercised up to ten years after the allocation date. If they have not been exercised by that date, they will be forfeited without compensation.

The right to receive options generally represents an equity-settled share-based payment arrangement. The allocation of the number of issued options in 2020 occurred in February 2020. In May 2021 and May 2022, phantom options equivalent to the number of options the Management Board members would have been entitled to receive for 2021 and 2022 were granted under the Management Board Grant, which led to a modification from equity-settled to cash-settled share-based payment arrangement and a reclassification of €1.1 million and €3.3 million between equity and non-current other liabilities as of the respective allocation dates. As of December 31, 2022, the assessment of options expected to be allocated in future years was based on estimated allocation dates in the middle of the respective years.

Measurement of Fair Values

A Monte-Carlo simulation model has been used to measure the fair values at the (estimated) allocation dates of the Management Board Grant. This model incorporates the impact of the performance criteria regarding share price and index

development described above. The parameters used for measuring the fair values as of the respective (estimated) allocation dates were as follows:

	Allocation date February 2020	Allocation date May 12, 2021 ⁽¹⁾	Allocation date May 17, 2021 ⁽¹⁾	Allocation date May 2022 ⁽¹⁾
Weighted average fair value	€10.83	€54.51	€50.69	€65.99
Weighted average share price	€28.20	€174.51	€185.92	€153.16
Exercise price ⁽²⁾	€28.32	€173.66	€175.16	€142.60
Expected volatility (%)	36.6%	46.5%	46.5%	44.4%
Expected life (years)	4.8	4.6	4.6	5.8
Risk-free interest rate (%)	1.6%	3.8%	3.8%	3.9%

⁽¹⁾ Classified as cash-settled share-based payment arrangement; all other share-based payment arrangements are classified as equity-settled.

⁽²⁾ The share options allocated as of February 2020 and the phantom share options allocated as of May 2021 and 2022 are subject to an effective exercise price cap.

	Estimated allocation date 2023	Estimated allocation date 2024	Estimated allocation date 2025	Estimated allocation date 2026
Weighted average fair value ⁽¹⁾	€63.84	€57.06	€54.80	€49.70
Weighted average share price ⁽¹⁾	€140.84	€140.84	€140.84	€140.84
Exercise price ⁽¹⁾	€142.95	€148.51	€155.51	€161.62
Expected volatility (%)	43.1%	38.3%	38.2%	38.5%
Expected life (years) ^{(1)m}	5.8	5.8	5.8	5.8
Risk-free interest rate (%)	3.9%	3.9%	3.9%	3.9%

⁽¹⁾ Valuation parameter for estimated allocation dates derived from the Monte-Carlo simulation model

For the awards allocated as of February 2020, the exercise price for each option is \$30.78 (€28.32), calculated using the foreign exchange rate published by the German Central Bank (*Deutsche Bundesbank*) as of the grant date. The share options allocated as of February 2020 are subject to an effective exercise price cap, which means that the exercise price shall be adjusted to ensure that the current price of an ADS as of the exercise date does not exceed 800% of the exercise price. Our Supervisory Board reserves the right to limit the economic benefit from the exercise of the options to the extent that it results from extraordinary events or developments. For the awards allocated as of May 12, 2021, May 17, 2021 and May 31, 2022, the exercise prices are \$185.23 (€173.66), \$186.83 (€175.16) and \$152.10 (€142.60), respectively (all amounts calculated as of December 31, 2022, using the foreign exchange rate as published by the German Central Bank (*Deutsche Bundesbank*)). For the awards with estimated allocation dates, the exercise prices of options expected to be allocated have been derived from the Monte-Carlo simulation model. Those will be adjusted until the actual allocation has occurred and the exercise price has ultimately been determined. The phantom share options allocated as of May 2021 and 2022 are subject to the effective exercise price cap. In addition, the maximum compensation that the Management Board members are entitled to receive under those relevant agreements together with other compensation components received by each such board member in the respective grant year is capped at €20.0 million for Ugur Sahin as Chief Executive Officer (CEO) and €10.0 million for all other Management Board members. Expected volatility was based on an evaluation of the historical volatilities of comparable companies over the historical period commensurate with the expected option term. The expected term was based on general option holder behavior for employee options.

Reconciliation of Outstanding Share Options

The (phantom) share options allocated and expected to be allocated to our Management Board as of December 31, 2022, are presented in the table below.

	Allocation date February 2020	Allocation date May 12, 2021 ⁽¹⁾	Allocation date May 17, 2021 ⁽¹⁾	Allocation date May 2022 ⁽¹⁾
(Phantom) share options outstanding (expected to be allocated)	248,096	45,279	6,463	86,118
<i>thereof allocated and vested but subject to performance and waiting requirements</i>	124,048	11,320	1,616	—
<i>thereof allocated and un-vested</i>	124,048	33,959	4,847	86,118
Weighted average exercise price (€)	28.32	173.66	175.16	142.60

⁽¹⁾ Classified as cash-settled share-based payment arrangement; all other share-based payment arrangements are classified as equity-settled.

	Estimated allocation date 2023 ⁽¹⁾	Estimated allocation date 2024 ⁽¹⁾	Estimated allocation date 2025 ⁽¹⁾	Estimated allocation date 2026 ⁽¹⁾
(Phantom) share options outstanding (expected to be allocated)	97,436	93,785	63,251	48,705
Weighted average exercise price (€)	142.95	148.51	155.51	161.62

⁽¹⁾ Valuation parameter derived from the Monte-Carlo simulation model.

For the awards with estimated allocation dates, the numbers of options expected to be allocated have been derived from a Monte-Carlo simulation model. Those will be adjusted until the actual allocation has occurred and the number of options granted has ultimately been determined.

As of December 31, 2022, the share options allocated and expected to be allocated under our equity-settled share-based payment arrangements had a remaining weighted average expected life of 4.0 years (as of December 31, 2021: 3.7 years).

As of December 31, 2022, the liability related to the phantom option awards amounted to €5.6 million (€3.2 million as of December 31, 2021).

Chief Executive Officer Grant (Equity-Settled)

Description of Share-Based Payments

In September 2019, we granted Prof. Ugur Sahin, M.D. an option to purchase 4.374.963 of our ordinary shares, subject to Prof. Sahin's continuous employment with us. The options' exercise price per share is the euro translation of the public offering price from our initial public offering, €13.60 (\$15.00) which is subject to the effective exercise price cap and the maximum cap mechanism. Under the exercise price cap the exercise price shall be adjusted to ensure that the current price of an ADS as of the exercise date does not exceed 800% of the exercise price. Under the maximum cap mechanism the exercise price is additionally capped in the sense that the stock exchange price, which determines the maximum economic benefits if options are exercised, is capped at \$240.00. As a result, the effective exercise price will not increase above a euro amount equivalent to \$30.00. The options vest annually in equal installments after four years commencing on the first anniversary of our initial public offering and will be exercisable four years after our initial public offering. The vested option rights can only be exercised if and to the extent that each of the following performance criteria has been achieved: (i) at the time of exercise, the current price is equal to or greater than the threshold amount (that is, the exercise price, provided that such amount increases by seven percentage points on each anniversary of the allocation date); (ii) at the time of exercise, the current price is at least equal to the target price (that is, (a) for the twelve-month period starting on the fourth anniversary of the allocation date, \$8.5 billion divided by the total number of the shares outstanding immediately following the initial public offering (other than shares owned by us), and (b) for each twelve-month period starting on the fifth or subsequent anniversary of the allocation date, 107% of the target share price applicable for the prior twelve-month period); and (iii) the closing price for the fifth trading day prior to the start of the relevant exercise window is higher than the exercise price by at least the same percentage by which the Nasdaq Biotechnology Index or a comparable successor index as of such time is higher than such index was as of the last trading

day before the allocation date. Following the expiry of the waiting period, option rights may be exercised during the exercise windows as defined by our ESOP. The option rights can be exercised up to ten years after the allocation date. If they have not been exercised by that date, they will be forfeited without compensation.

Measurement of Fair Values

A Monte-Carlo simulation model has been used to measure the fair value at the grant date of the Chief Executive Officer Grant. This model incorporates the impact of the performance criteria regarding share price and index development described above in the calculation of the award’s fair value at the grant date. The inputs used in the measurement of the fair value at the grant date of the Chief Executive Officer Grant were as follows:

	Grant date October 9, 2019
Weighted average fair value	€5.63
Weighted average share price	€13.60
Exercise price	€13.60
Expected volatility (%)	41.4%
Expected life (years)	5.4
Risk-free interest rate (%)	1.5%

Expected volatility was based on an evaluation of the historical volatilities of comparable companies over the historical period commensurate with the expected term. The expected term was based on general option holder behavior for employee options.

Reconciliation of Outstanding Share Options

During the years ended December 31, 2021, and 2020, no further options were granted or forfeited. As of December 31, 2022, 75% of the options have vested but are subject to waiting requirements.

As of December 31, 2022, the share options outstanding had a remaining weighted average expected life of 2.1 years (as of December 31, 2021: 3.1 years).

Employee Stock Ownership Plan (Partly Equity-Settled, Partly Cash-Settled)

Description of Share-Based Payments

Based on an authorization of the general meeting on August 18, 2017, we established a share option program under which we granted selected employees options to receive our shares. The program is designed as an Employee Stock Ownership Plan, or ESOP. We offered the participants a certain number of rights by explicit acceptance by the participants. The exercise of the option rights in accordance with the agreement gives the participants the right to obtain shares against payment of the exercise price. With respect to the Management Board members, other than Ryan Richardson, who was not a Management Board member at the time the options were granted, the options are subject to the effective exercise price cap as well as the maximum cap mechanism. Under the exercise price cap the exercise price shall be adjusted to ensure that the current price of an ADS as of the exercise date does not exceed 800% of the exercise price. Under the maximum cap mechanism the exercise price is additionally capped in the sense that the stock exchange price, which determines the maximum economic benefits if options are exercised, is capped at \$240.00. As a result, the effective exercise price will not increase above a euro amount equivalent to \$30.00. The option rights (other than Prof. Özlem Türeçli’s, M.D. and Ryan Richardson’s options) generally fully vest after four years and can only be exercised if: (i) the waiting period of four years has elapsed; and (ii) at the time of exercise, the average closing price of the shares of the Company or the average closing price of the right or certificate to be converted into an amount per share on the previous ten trading days preceding the exercise of the option right exceeds the strike price by a minimum of 32%, with this percentage increasing by eight percentage points as of the fifth anniversary of the respective issue date and as of each subsequent anniversary date. Following the expiry of the waiting period, option rights may be exercised within a period of four weeks from the date of the Annual General Meeting or the publication of the annual financial statements, the semi-annual report or our most recent quarterly report or interim report (exercise windows). The option rights can be exercised up to eight years after the allocation date. If they have not been exercised by that date, they will be forfeited without compensation.

By way of a shareholders’ resolution of the general meeting on August 19, 2019, the authorization to issue such option rights was amended such that, in order for the options to be exercisable, the average closing price of the Company’s

shares or the average closing price of the right or certificate to be converted into an amount per share on the ten trading days immediately preceding the exercise must exceed the strike price by a minimum of 28%, with this percentage increasing by seven percentage points as of the fifth anniversary of the issue date and as of each subsequent anniversary date. Also, in addition to the aforementioned requirements, the exercise is only possible if the share price (calculated by reference to the price of the ordinary share underlying the ADSs) has performed similar to or better than the Nasdaq Biotechnology Index. The changes made do not affect option rights already issued.

Measurement of Fair Values

The fair value of the ESOP has been measured using a binomial model. Service conditions attached to the arrangement were not taken into account in measuring the fair value.

The share options can only be exercised by the grantee if the price of the share is equal or greater to the threshold amount as defined in the arrangement. Moreover, the option rights can only be exercised if the IPO has occurred. Both conditions have been incorporated into the fair value at the grant date.

The inputs used in the measurement of the fair values at the grant date of the ESOP were as follows:

	Grant date November 15, 2018	Grant dates between February 21 and April 3, 2019	Grant dates between April 29 and May 31, 2019	Grant date December 1, 2019
Weighted average fair value	€7.41	€6.93	€7.04	€9.49
Weighted average share price	€14.40	€15.72	€16.03	€19.84
Exercise price ⁽¹⁾	€10.14	€15.03	€15.39	€15.82
Expected volatility (%)	46.0%	46.0%	46.0%	46.0%
Expected life (years)	5.8	6.0	6.0	5.5
Risk-free interest rate (%)	0.1%	0.1%	0.1%	0.1%

⁽¹⁾ With respect to the Management Board members, other than Ryan Richardson who was not a Management Board member at the time the options were granted, the options are subject to the effective exercise price cap as well as the maximum cap mechanism.

Expected volatility has been based on an evaluation of the historical and the implied volatilities of comparable companies over the historical period commensurate with the expected term. The expected term has been based on general option holder behavior for employee options.

Reconciliation of Outstanding Share Options (Equity-Settled)

Set out below is an overview of changes to share options outstanding and number of ordinary shares underlying these options that occurred during the periods indicated:

	Share options outstanding	Number of ordinary shares underlying options	Weighted average exercise prices (€) ⁽¹⁾
As of January 1, 2021	645,892	11,626,056	10.23
Forfeited	(3,885)	(69,932)	10.14
As of December 31, 2021	642,007	11,556,124	10.23
As of January 1, 2022	642,007	11,556,124	10.23
Modified ⁽²⁾	(1,040)	(18,720)	10.14
Exercised ⁽³⁾	(583,383)	(10,500,890)	10.14
As of December 31, 2022	57,584	1,036,514	11.10
<i>thereof vested</i>	<i>48,331</i>	<i>869,960</i>	<i>10.14</i>
<i>thereof un-vested</i>	<i>9,253</i>	<i>166,554</i>	<i>15.29</i>

⁽¹⁾ With respect to the Management Board members, other than Ryan Richardson who was not a Management Board member at the time the options were granted, the options are subject to the effective exercise price cap as well as the maximum cap mechanism.

- (2) Rights have been modified to cash-settled rights, all other terms remained unchanged.
- (3) The average closing price of an American Depositary Share of BioNTech on Nasdaq weighted over the various settlement dates and converted from U.S. dollars to euros using the exchange rate published by the German Central Bank (*Deutsche Bundesbank*) on the same days was €160.44.

The Supervisory Board determined in September 2022 that the ESOP settlement in November and December 2022 would be made by delivery of shares (in the form of ADSs) equal to the net value of the exercised option rights after deduction of (i) the exercise price and (ii) the applicable wage taxes (including solidarity surcharge thereon and church tax, if applicable) and social security contributions resulting from such exercise. The respective number of ADSs was settled with treasury shares. The applicable wage taxes (including solidarity surcharge thereon and church tax, if applicable) and social security contributions resulting from and withheld upon the exercise amounted to €724.0 million and were paid in January 2023 in cash directly to the respective authorities. The Supervisory Board decision resulted in a present obligation to settle in cash with regard to the wage tax from the exercise of the share-based payments. Consequently, the difference between the value of the wage tax payment (the cash component) and the fair value corresponding to the pro rata rights was recognized as an additional expense as of the grant date. In the 2022 financial year, the related expenses came to €684.1 million.

As of December 31, 2022, the share options outstanding under our equity-settled share-based payment arrangements had a remaining weighted-average expected life of 1.8 years (as of December 31, 2021: 2.7 years).

Development of Share Options (Cash-Settled)

During the year ended December 31, 2022, contemporaneous with the exercise of the equity-based option rights in November and December 2022, 289,168 cash-settled option rights were exercised and resulted in a cash outflow of €42.2 million. As of December 31, 2022, 131,853 cash-settled option rights remained outstanding. As of December 31, 2022, the liability related to cash-settled share-based payment option rights under the ESOP program amounted to €14.5 million (€3.1 million as of December 31, 2021), of which €11.2 million (nil as of December 31, 2021) related to rights already vested (partly subject to performance and waiting requirements).

3.23.5 Auditor's Fees

The Company does not disclose the auditor's fees (Section 285 no. 17 HGB) as this information is stated in the consolidated financial statements prepared by BioNTech SE in which the Company is included.

3.23.6 Average Headcount in Accordance with Section 267 Para. 5 HGB

	Years ended	
	December 31,	
	2022	2021
Clinical research and development	229	132
Scientific research and development	829	614
Operations	110	52
Quality	130	77
Support functions	583	258
Commercial and business development	55	48
Total	1,936	1,181

3.23.6 Related Parties

ATHOS KG, Holzkirchen, Germany is the sole shareholder of AT Impf GmbH, Munich, Germany, and beneficial owner of ordinary shares in BioNTech. ATHOS KG via AT Impf GmbH has de facto control over us based on its substantial shareholding, which practically enabled it to exercise the majority of voting rights to pass resolutions at our Annual General Meeting, or AGM. BioNTech SE prepares the consolidated financial statements for the smallest group of companies.

A number of key management personnel hold positions in other companies that result in them having control or significant influence over BioNTech SE. There were no transactions with key management personnel during the 2022 financial year.

However, there were business relationships with related parties controlled by ATHOS KG in the 2022 financial year. These business relationships mainly include rental and real estate management activities. The total amount of transactions with ATHOS KG or entities controlled by it was as follows for the periods indicated:

<i>(in millions)</i>	Years ended	
	December 31.	
	2022	2021
ATHOS KG, Holzkirchen	€0.3	€0.9
Total	€0.3	€0.9

The outstanding balances of transactions with ATHOS KG or entities controlled by them were as follows as of the periods indicated:

<i>(in millions)</i>	December 31,	December 31,
	2022	2021
ATHOS KG, Holzkirchen	€—	€0.3
Total	€—	€0.3

3.23.8 Disclosure of Authorized Capital Pursuant to Section 160 Para. 1 No. 4 AktG

By resolution adopted by the Annual General Meeting on June 22, 2021, the Management Board is authorized to increase share capital by a total of up to €122,657,313 by issuing up to 122,657,313 registered shares with no par value in return for cash or contributions in kind (Authorized Capital).

3.23.9 Notification Pursuant to Section 20 AktG

ATHOS KG, Holzkirchen, Germany is the sole shareholder of AT Impf GmbH, Munich, Germany, and beneficial owner of ordinary shares in BioNTech. ATHOS KG via AT Impf GmbH has de facto control over us based on its substantial shareholding, which practically enabled it to exercise the majority of voting rights to pass resolutions at our Annual General Meeting, or AGM. As of December 31, 2022 and December 31, 2021, AT Impf GmbH held 43.4% and 43.8%, respectively, of the shares in BioNTech SE.

3.23.10 Corporate Governance

The Declaration of Conformity pursuant to Section 161 para. 1 AktG, which, in accordance with the Code, is issued in connection with the Corporate Governance Declaration pursuant to Section 315d in conjunction with Section 289f HGB, was issued and included in the combined management report of BioNTech SE.

3.23.11 Events After the Reporting Period

Acquisition of InstaDeep Ltd.

On January 10, 2023, we and InstaDeep Ltd., or InstaDeep, a leading global technology company in the field of artificial intelligence (“AI”) and machine learning (“ML”), announced that we have entered a share purchase agreement, or SPA, under which we will acquire 100% of the remaining shares in InstaDeep, excluding the shares already owned by us (see Note 12.2). InstaDeep will operate as our UK-based global subsidiary and will continue to provide its services to clients around the world in diverse industries, including in the Technology, Transport & Logistics, Industrial and Financial Services sectors. Additionally, the acquisition is planned to enable the creation of a fully integrated, enterprise-wide capability that leverages AI and machine learning technologies across our therapeutic platforms and operations.

The completion of the acquisition is conditional on the satisfaction of several customary closing conditions and regulatory approvals as defined in the SPA. The acquisition of InstaDeep is expected to close in the first half of 2023 and will be accounted for as a business combination using the acquisition method of accounting.

The transaction includes a total upfront consideration of approximately £362 million (€413.4 million) in cash and our shares to acquire 100% of the remaining InstaDeep shares. Therefore, the final upfront consideration at the closing date will depend e.g., on the final proportion of cash payments and shares and on the development of our share price. In addition, InstaDeep shareholders will be eligible to receive additional performance-based future milestone payments up to approximately £200 million (€228.4 million, both amounts in British pounds translated into euros, using the foreign exchange rate as published by the German Central Bank (*Deutsche Bundesbank*) as of March 20, 2023).

Strategic Collaboration with OncoC4, Inc.

On March 20, 2023, we and OncoC4, Inc., or OncoC4, a clinical-stage biopharmaceutical company dedicated to the discovery and development of novel biologicals for cancer treatment, announced a strategic collaboration to co-develop and commercialize a novel checkpoint antibody for the treatment of cancer. Under the terms of the agreement, we receive an exclusive worldwide license for development and commercialization of OncoC4’s anti-CTLA-4 monoclonal antibody candidate, ONC-392. OncoC4 will receive a \$200 million (€186.6 million, the amount in U.S. dollars was translated into euros using the foreign exchange rate as published by the German Central Bank (*Deutsche Bundesbank*) as of March 20, 2023) upfront payment and is eligible to receive development, regulatory and commercial milestone payments as well as tiered royalties. Together with OncoC4, we will jointly develop ONC-392 as monotherapy and in combination therapy with anti-PD1 in various solid tumor indications and will equally share development costs for such studies. We additionally plan to combine ONC-392 with our proprietary oncology product candidates. The transaction is expected to be closed in the first half of 2023, subject to customary closing conditions and regulatory clearances.

Second Tranche Share Repurchase Program

Between January 1, and up until March 17, 2023, the date when the trading plan for the second tranche of our share repurchase program expired, the following repurchases under the program have occurred:

Second Tranche (\$0.5 billion)

Period	Number of ADSs purchased	Average price paid per ADS	Total number of ADSs purchased	ADSs that may yet be purchased (in millions)
December 2022 ⁽¹⁾	—	\$ — (€ —)	—	\$500.0 (€500.0)
January 2023	618,355	\$142.26 (€131.12)	618,355	\$412.0 (€418.9)
February 2023	857,620	\$138.05 (€129.06)	1,475,975	\$293.6 (€308.2)
March 2023 ⁽²⁾	745,196	\$128.49 (€121.08)	2,221,171	\$197.9 (€218.0)
Total	2,221,171			

⁽¹⁾ Beginning December 7, 2022.

⁽²⁾ Ending March 17, 2023.

New Share Repurchase Program

On March 27, 2023, it was resolved to establish a new share repurchase program under which we may purchase ADSs in the amount of up to \$0.5 billion, with each ADS representing one of our ordinary shares, during the period until the end of 2023.

Mainz, March 27, 2023

BioNTech SE

Prof. Ugur Sahin, M.D.
Chief Executive Officer

Jens Holstein
Chief Financial Officer

Sean Marett
Chief Business Officer and Chief Commercial
Officer

Sierk Poetting, Ph.D.
Chief Operating Officer

Ryan Richardson
Chief Strategy Officer

Prof. Özlem Türeci, M.D.
Chief Medical Officer

	January 1, 2022	Acquisition costs			December 31, 2022
		in millions	in millions	in millions	
I. Intangible assets					
1 Purchased concessions, industrial and similar rights and assets, and licenses in such rights and assets	€57.2	€22.2	€0.1	€5.4	€84.7
2 Goodwill	2.2	—	—	—	2.2
3 Advanced payments	6.9	9.6	0.7	(5.4)	10.4
	€66.3	€31.8	€0.8	€—	€97.3
II. Property, plant and equipment					
1 Land, land rights and buildings, including buildings on third-party land	8.5	22.5	—	10.4	41.4
2 Other equipment, furniture and fixtures	34.4	18.5	2.6	2.5	52.8
3 Advanced payments and construction in progress	20.9	34.7	8.4	(12.9)	34.3
	€63.8	€75.7	€11.0	€—	€128.5
III. Financial assets					
1 Shares in affiliated companies	409.0	204.4	—	—	613.4
2 Loans to affiliated companies	339.2	342.5	71.7	—	610.0
3 Equity investments	19.5	47.2	—	—	66.7
4 Other loans	0.5	1.9	0.2	—	2.2
	€768.2	€596.0	€71.9	€—	€1,292.3
	€898.3	€703.5	€83.7	€—	€1,518.1

	Accumulated amortization, depreciation and impairment			Carrying amounts		
	January 1, 2022	Additions	Disposals	December 31, 2022	December 31, 2022	December 31, 2021
	in millions	in millions	in millions	in millions	in millions	in millions
I. Intangible assets						
1 Purchased concessions, industrial and similar rights and assets, and licenses in such rights and assets	€13.1	€11.9	€0.1	€24.9	€59.8	€44.1
2 Goodwill	0.4	0.1	—	0.5	1.7	1.8
3 Advanced payments	—	—	—	—	10.4	6.9
	€13.5	€12.0	€0.1	€25.4	€71.9	€52.8
II. Property, plant and equipment						
1 Land, land rights and buildings, including buildings on third-party land	4.0	2.0	—	6.0	35.4	4.5
2 Other equipment, furniture and fixtures	12.8	12.4	2.6	22.6	30.2	21.6
3 Advanced payments and construction in progress	—	—	—	—	34.3	20.9
	€16.8	€14.4	€2.6	€28.6	€99.9	€47.0
III. Financial assets						
1 Shares in affiliated companies	—	—	—	—	613.4	409.0
2 Loans to affiliated companies	12.6	—	—	12.6	597.4	326.6
3 Equity investments	—	—	—	—	66.7	19.5
4 Other loans	—	—	—	—	2.2	0.5
	€12.6	€—	€—	€12.6	€1,279.7	€755.6
	€42.9	€26.4	€2.7	€66.6	€1,451.5	€855.4

Independent auditor's report

To BioNTech SE

Opinions

We have audited the annual financial statements of BioNTech SE, Mainz, which comprise the balance sheet as at 31. December 2022, and the income statement for the fiscal year from 1 January to 31 December 2022, and notes to the financial statements, including the recognition and measurement policies presented therein. In addition, we have audited the combined management report of BioNTech SE for the fiscal year from 1 January to 31 December 2022. In accordance with the German legal requirements, we have not audited the content of the statement on corporate governance declaration pursuant to Secs. 289f HGB [“Handelsgesetzbuch”: German Commercial Code] included in section 5 of the combined management report. In addition, we have not audited the content of the non-management report disclosures contained in sections 4.2.2 and 4.2.4 based on recommendation A.5 of the German Corporate Governance Code (GCGC 2022), nor the non-financial report contained in section 7 of the combined management report, which contains non-management report disclosures.

In our opinion, on the basis of the knowledge obtained in the audit,

- the accompanying annual financial statements comply, in all material respects, with the requirements of German commercial law applicable to business corporations and give a true and fair view of the assets, liabilities and financial position of the Company as at 31 December 2022 and of its financial performance for the fiscal year from 01 January to 31 December 2022 in compliance with German legally required accounting principles, and
- the accompanying management report as a whole provides an appropriate view of the Company's position. In all material respects, this management report is consistent with the annual financial statements, complies with German legal requirements and appropriately presents the opportunities and risks of future development. We do not express an opinion on the content of the statement on corporate governance or on the sections 4.2.2, 4.2.4 and 7 of the combined management report referred to above.

Pursuant to Sec. 322 (3) Sentence 1 HGB, we declare that our audit has not led to any reservations relating to the legal compliance of the annual financial statements and of the combined management report.

Basis for the opinions

We conducted our audit of the annual financial statements and of the management report in accordance with Sec. 317 HGB and in compliance with German Generally Accepted Standards for Financial Statement Audits promulgated by the Institut der Wirtschaftsprüfer [Institute of Public Auditors in Germany] (IDW). Our responsibilities under those requirements and principles are further

described in the “Auditor’s responsibilities for the audit of the annual financial statements and of the management report” section of our auditor’s report. We are independent of the Company in accordance with the requirements of German commercial and professional law, and we have fulfilled our other German professional responsibilities in accordance with these requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinions on the annual financial statements and on the combined management report.

Other information

The Supervisory Board is responsible for the report of the Supervisory Board in the “Report of the Supervisory Board” section. The executive directors and the Supervisory Board are responsible for the declaration pursuant to Sec. 161 AktG [“Aktengesetz”: German Stock Corporation Act] on the German Corporate Governance Code, which is part of the corporate governance declaration. In all other respects, the executive directors are responsible for the other information. The other information comprises the aforementioned corporate governance declaration and the sections 4.2.2, 4.2.4 and 7 of the management report. The other information also comprises parts to be included in the annual report, of which we received a version prior to issuing this auditor’s report, in particular:

- Non-financial report,
- Report of the Supervisory Board,
- Remuneration report,

but not the financial statements, not the management report disclosures whose content is audited and not our auditor’s report thereon.

Furthermore, the other information includes other components intended for the annual report which are expected to be made available to us after the audit opinion has been issued, in particular:

- the letter from the Executive Board to the shareholders,
- the multi-year overview of business development.

Our opinions on the annual financial statements and on the combined management report do not cover the other information, and consequently we do not express an opinion or any other form of assurance conclusion thereon.

In connection with our audit, our responsibility is to read the other information and, in so doing, to consider whether the other information

- is materially inconsistent with the annual financial statements, with the management report or our knowledge obtained in the audit, or

- otherwise appears to be materially misstated.

If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Responsibilities of the executive directors and the supervisory board for the annual financial statements and the management report

The executive directors are responsible for the preparation of the annual financial statements that comply, in all material respects, with the requirements of German commercial law applicable to business corporations, and that the annual financial statements give a true and fair view of the assets, liabilities, financial position and financial performance of the Company in compliance with German legally required accounting principles. In addition, the executive directors are responsible for such internal control as they, in accordance with German legally required accounting principles, have determined necessary to enable the preparation of annual financial statements that are free from material misstatement, whether due to fraud (i.e., fraudulent financial reporting and misappropriation of assets) or error.

In preparing the annual financial statements, the executive directors are responsible for assessing the Company's ability to continue as a going concern. They also have the responsibility for disclosing, as applicable, matters related to going concern. In addition, they are responsible for financial reporting based on the going concern basis of accounting, provided no actual or legal circumstances conflict therewith.

Furthermore, the executive directors are responsible for the preparation of the management report that, as a whole, provides an appropriate view of the Company's position and is, in all material respects, consistent with the annual financial statements, complies with German legal requirements and appropriately presents the opportunities and risks of future development. In addition, the executive directors are responsible for such arrangements and measures (systems) as they have considered necessary to enable the preparation of a management report that is in accordance with the applicable German legal requirements, and to be able to provide sufficient appropriate evidence for the assertions in the management report.

The supervisory board is responsible for overseeing the Company's financial reporting process for the preparation of the annual financial statements and of the management report.

Auditor's responsibilities for the audit of the annual financial statements and of the management report

Our objectives are to obtain reasonable assurance about whether the annual financial statements as a whole are free from material misstatement, whether due to fraud or error, and whether the management report as a whole provides an appropriate view of the Company's position and, in all material respects, is consistent with the annual financial statements and the knowledge obtained in the audit, complies with the German legal requirements and appropriately presents the

opportunities and risks of future development, as well as to issue an auditor's report that includes our opinions on the annual financial statements and on the management report.

Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with Sec. 317 HGB and in compliance with German Generally Accepted Standards for Financial Statement Audits promulgated by the Institut der Wirtschaftsprüfer (IDW) will always detect a material misstatement. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these annual financial statements and this management report.

We exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the annual financial statements and of the management report, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinions. The risk of not detecting a material misstatement resulting from fraud is higher than the risk of not detecting a material misstatement resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit of the annual financial statements and of arrangements and measures (systems) relevant to the audit of the management report in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of these systems of the Company.
- Evaluate the appropriateness of accounting policies used by the executive directors and the reasonableness of estimates made by the executive directors and related disclosures.
- Conclude on the appropriateness of the executive directors' use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in the auditor's report to the related disclosures in the annual financial statements and in the management report or, if such disclosures are inadequate, to modify our respective opinions. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to be able to continue as a going concern.
- Evaluate the overall presentation, structure and content of the annual financial statements, including the disclosures, and whether the annual financial statements present the underlying transactions and events in a manner that the annual financial statements give a true and fair

view of the assets, liabilities, financial position and financial performance of the Company in compliance with German legally required accounting principles.

- Evaluate the consistency of the management report with the annual financial statements, its conformity with law, and the view of the Company's position it provides.
- Perform audit procedures on the prospective information presented by the executive directors in the management report. On the basis of sufficient appropriate audit evidence we evaluate, in particular, the significant assumptions used by the executive directors as a basis for the prospective information, and evaluate the proper derivation of the prospective information from these assumptions. We do not express a separate opinion on the prospective information and on the assumptions used as a basis. There is a substantial unavoidable risk that future events will differ materially from the prospective information. ²

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.