Management Report on the Group and the Company for the 2020 Financial Year

1 Fundamentals of the BioNTech Group

This combined management report comprises both the group management report of BioNTech SE and its group companies (together "BioNTech" or the "Group") and the management report of BioNTech SE (also "the Company"). The statements on the Group are prepared in accordance with International Financial Reporting Standards (IFRS) as adopted by the European Union; the statements on BioNTech SE are statements prepared in accordance with the German Commercial Code (*Handelsgesetzbuch*, or HGB).

1.1 Business Model

BioNTech is a next-generation immunotherapy company pioneering the development of therapies for cancer and other severe diseases. The Company combines a variety of advanced therapeutic platforms and bioinformatics tools to rapidly advance the development of novel biopharmaceuticals. The diversified portfolio of oncology product candidates includes individualized therapies as well as potential so-called "off-the-shelf" mRNA-based drugs, innovative chimeric antigen receptor (CAR)-T cells, bispecific checkpoint immunomodulators, targeted cancer antibodies and small molecules. The breadth of immunotherapy technologies and expertise has led to the development of potential therapies for a range of rare diseases and infectious diseases, and the development of the COVID-19 vaccine, referred to as COMIRNATY® in the European Union based on the respective conditional marketing authorization received, a first product to combat the COVID-19 pandemic.

The deep understanding of the human immune system represents the core of the Group's innovations and translated the exploration of four complementary drug classes:

- mRNA Therapeutics
- Cell Therapies
- Antibodies
- Small Molecule Immunomodulators

In addition to research and development, the Group's expertise also includes the area of bioinformatics, which is crucial for the production of individualized therapies. In this regard, BioNTech has developed a validated patient-centric bioinformatics process that enables the application of complex algorithms to patient data in the context of drug manufacturing.

BioNTech's business model is to develop, manufacture and market, following regulatory approval, proprietary immunotherapies either independently or in collaboration with partners. During the 2020 financial year, BioNTech entered into two strategic collaborations in connection with the BNT162 vaccine program, "Lightspeed", with major pharmaceutical companies, Pfizer Inc., New York, United States (hereinafter "Pfizer") and Fosun Pharmaceutical Industrial Development Co. Ltd., Shanghai, China (hereinafter "Fosun Pharma"). In certain cases, product candidates have been out-licensed to third parties, a practice that may be applied to additional product candidates in the future. BioNTech maintains a culture of scientific excellence, publishes scientific achievements, findings and results in peer-reviewed publications and owns a broad patent portfolio. BioNTech's intellectual property strategy also includes licenses from third parties in addition to its own patent portfolio.

BioNTech Group's revenues in the 2020 financial year include research and development revenues from collaborations as well as commercial revenues, the majority of which relates to COVID-19 vaccine revenues.

1.2 Legal and Organizational Structure

Legal Structure

BioNTech SE was founded in 2008 as a spin-off from the Johannes Gutenberg University Mainz. The underlying broad technology and patent portfolio was built up over a period of more than 20 years.

BioNTech SE is the parent company of the BioNTech Group and is responsible for the management and development of the Group. BioNTech SE has its registered office in Mainz, Germany (An der Goldgrube 12, 55131 Mainz). Furthermore, during the 2020 financial year, 23 Group companies at six various locations in Germany, one location each in Austria and the United States, and recently one location each in Singapore and the United Kingdom belonged to the BioNTech Group.

In the course of the 2020 financial year the following changes to the Group structure occurred:

- On February 16, 2020, BioNTech Protein Therapeutics GmbH was renamed to BioNTech Delivery Technologies GmbH and the company's registered office was changed from Mainz to Halle.
- On May 6, 2020, BioNTech SE acquired Neon Therapeutics, Inc., Cambridge, Massachusetts, United States (formerly Nasdaq: NTGN), or Neon. Under the merger agreement by and among BioNTech, Neon and BioNTech's wholly-owned subsidiary, Endor Lights, Inc., New York, United States, Endor Lights, Inc. merged with and into Neon. The new subsidiary operates under the name BioNTech US Inc., is held indirectly via BioNTech USA Holding, LLC as a wholly-owned subsidiary and serves as BioNTech's headquarters in the United States.
- On July 17, 2020, BioNTech IVAC GmbH was renamed to BioNTech Manufacturing GmbH and on August 7, 2020, BioNTech Small Molecules GmbH was renamed to BioNTech Europe GmbH.
- On September 17, 2020, the liquidation process for BioNTech Austria Beteiligungen GmbH was initiated by a resolution of the shareholders.
- On October 15, 2020, BioNTech Pharmaceuticals Asia Pacific Pte. Ltd. was founded and is a wholly-owned subsidiary of BioNTech SE.
- Three new real estate entities have been founded in Germany: BioNTech Real Estate An der Goldgrube GmbH & Co. KG, BioNTech Real Estate Adam-Opel-Straße GmbH & Co. KG and BioNTech Real Estate Haus Vier GmbH & Co. KG, all Holzkirchen. All are partnerships wholly-owned by its limited partner BioNTech Real Estate Holding GmbH, a wholly-owned subsidiary of BioNTech SE.
- On October 31, 2020, BioNTech SE acquired Novartis Manufacturing GmbH, Marburg, Germany. The new production site operates under the name BioNTech Manufacturing Marburg GmbH, a wholly-owned subsidiary of BioNTech SE.
- On November 11, 2020, BioNTech UK Limited was founded and is a wholly-owned subsidiary of BioNTech SE.
- On December 15, 2020, reBOOST Management GmbH was renamed to reSano GmbH.

All entities listed above are included in the Group's consolidated financial statements.

The shares of BioNTech SE are publicly traded as American Depositary Shares (ADS) on the Nasdaq Global Select Market.

Organizational Structure

BioNTech SE, as the parent company of the BioNTech Group, has a two-tiered board structure: the Management Board, as the managing body, currently has five members and is appointed and supervised by the Supervisory Board. The Supervisory Board is elected by the Annual General Meeting and currently consists of four members. As of December 31, 2020 there were 2,047 employees, of whom 623 were employed by BioNTech SE (December 31, 2019: 1,323 of whom 442 were employed by BioNTech SE) and an annual average during the 2020 financial year of 1,624 employees, of whom 536 were employed by BioNTech SE (2019: 1,195 of whom 358 were employed by BioNTech SE).

1.3 Commercialization

BioNTech's COVID-19 vaccine is based on the Company's proprietary mRNA technology and to date has either received emergency or temporary use or has been granted conditional marketing authorization in over 65 countries.

In response to the COVID-19 pandemic, in late January 2020, BioNTech launched the COVID-19 vaccine development program BNT162, based on the mRNA technology. Under the BNT162 program, two strategic collaborations were established with major pharmaceutical companies, Pfizer and Fosun Pharma, to develop COVID-19 vaccine candidates and support a global supply of a vaccine upon approval.

- Together with its partner Pfizer under the collaboration agreement, BioNTech has conducted clinical trials for COVID-19 vaccine candidates with more than 44,000 subjects in approximately 150 clinical trial sites worldwide. In April 2020, a first-in-human clinical trial of BNT162b2 was initiated following preclinical studies. A Phase 3 clinical trial of BNT162b2 was initiated with the partner in July 2020, with clinical results published in November 2020, leading to initial emergency or temporary use approvals or conditional marketing authorizations of the COVID-19 vaccine in December in, for example, the United States, the United Kingdom and the European Union. The collaboration agreement

with Pfizer includes €66.3 million in non-refundable upfront payments for activities to be conducted under the collaboration agreement and future milestone payments of up to $563.0 million (€458.8 million translated using the exchange rate published by the German Federal Bank (*Deutsche Bundesbank*) as of December 31, 2020). In the year ended December 31, 2020, the non-refundable upfront payment and the regulatory milestone achieved, but not paid until February 2021, of €51,8 million were recognized as revenues.

- Fosun Pharma is the collaboration partner with whom BioNTech is working on the development of a COVID-19 vaccine in China. As part of the strategic collaboration with Fosun Pharma, joint clinical trials were conducted in China using the Company's proprietary mRNA technology and Fosun Pharma's clinical development and commercialization capabilities in China. The collaboration and license agreement includes a non-refundable upfront payment of €0.9 million and future milestone payments of up to $84.0 million (€68.5 million translated using the exchange rate published by the German Federal Bank as of December 31, 2020). In the year ended December 31, 2020, the non-refundable upfront payment and achieved development milestones of €4.2 million were recognized as revenues.

BioNTech holds marketing authorization in the European Union and emergency or equivalent marketing authorizations in the United States, the United Kingdom, Canada and other countries in advance of a planned application for full marketing authorization in those countries. BioNTech has marketing and distribution rights in Germany and Turkey. Pfizer has marketing and distribution rights worldwide, excluding Germany, China and Turkey. Fosun Pharma has the marketing and distribution rights in China. The mRNA-based COVID-19 vaccine is marketed under the brand name COMIRNATY® in the EU, where BioNTech has received the relevant conditional marketing authorization.

BioNTech and Pfizer are leveraging Pfizer's existing vaccine manufacturing and distribution capabilities and structures to manufacture and distribute large quantities of the vaccine in a timely manner and in high quality, complementing BioNTech's mRNA manufacturing expertise developed over nearly a decade. Production capacity is continuously being increased, among other things through the acquisition of a production facility in Marburg, Germany. The production setup at the new site in Marburg is one of the key factors for the expansion of BioNTech's production network. On March 26, 2021, BioNTech announced that the European Medicines Agency (EMA) approved the manufacturing of the COVID-19 vaccine at the Marburg site. With the approvals, BioNTech's Marburg manufacturing site is one of the largest mRNA vaccine production sites in the world.

1.4 Research and Development

The BioNTech Approach

BioNTech is developing next-generation immunotherapies. The diversified portfolio of oncology product candidates includes individualized therapies as well as potential off-the-shelf drugs based on four complementary drug classes:

- mRNA Therapeutics
- Cell Therapies
- Antibodies
- Small Molecule Immunomodulators

Based on its extensive expertise in mRNA vaccine development and in-house manufacturing capabilities, BioNTech is developing several mRNA vaccine candidates for a range of infectious diseases in collaboration with collaboration partners, in addition to its diverse oncology pipeline.

mRNA Therapeutics

BioNTech utilizes messenger ribonucleic acid, or mRNA, to deliver genetic information to cells, where it is used to express proteins for therapeutic effect. BioNTech is developing a portfolio of immunotherapies that utilize four different mRNA formats and three different formulations to derive five distinct platforms for the treatment of cancer. Four of these platforms are currently in human testing: (i) the off-the-shelf shared antigen immunotherapy, or FixVac; (ii) the individualized neoantigen specific immunotherapy, or iNeST, in collaboration with Genentech, Inc.; (iii) the intratumoral immunotherapy, in collaboration with Sanofi, S.A.; and (iv) the mRNA encoding for specific cytokines, or RiboCytokines. In addition, BioNTech is developing another platform in which it uses mRNA to express directly in the patient particular antibodies, or RiboMabs. BioNTech is also leveraging the mRNA technology to address COVID-19, influenza and other infectious diseases and rare diseases. In December 2020, the COVID-19 vaccine became the first mRNA vaccine to have been authorized or approved for emergency or temporary use or granted conditional marketing authorization in over 65 countries worldwide.

Cell Therapies

BioNTech develops a range of cell therapies, including chimeric antigen receptorT cells, or CAR-T, neoantigen-based T cell therapies and T cell receptor, or TCR, therapies, in which the patient's T cells are modified or primed to target cancer-specific antigens. BioNTech is also combining the mRNA FixVac platform with the first CAR-T product candidates to enhance the persistence of CAR-T cells in vivo. BioNTech's first CARVac product candidate entered into clinical testing in solid tumors in February 2021.

Antibodies

In collaboration with Genmab A/S (hereinafter "Genmab"), BioNTech is developing next-generation bispecific antibodies that target immune checkpoints and modulate the patient's immune response to cancer. BioNTech is also exploring additional targeted cancer antibody approaches utilizing its in-house capabilities. The first two product candidates under this collaboration are in clinical testing.

Small Molecule Immunomodulators

BioNTech conducts research on small molecule drugs to induce specific immunomodulation profiles. The goal is to enhance the activity of other drug classes by inducing specific and discrete patterns of immunomodulation. BioNTech currently has a small molecule toll-like receptor 7 or TLR7 immunomodulator for the treatment of solid tumors in clinical testing.

Pipeline of Preclinical Programs and Clinical Product Candidates

BioNTech's diversified portfolio consists of over 20 product candidates across its four proprietary drug classes focused on the treatment of cancer, infectious diseases and rare diseases. 13 oncology product candidates are currently being investigated in 14 clinical trials. To date, more than 800 patients with more than 20 solid tumor types have been treated in the oncology therapy programs. In addition, more than four additional preclinical studies are being developed and BioNTech expects to begin clinical trials with selected studies in 2021. In the Phase-1-studies with the BNT111 product candidate, antigen-specific immune responses were observed in more than 90% of patients with advanced melanoma treated with the lead FixVac product candidate as a single agent. In addition, antigen-specific immune responses were observed in patients treated with the autogenous cevumeran precursor (BNT122), the iNeST product candidate. In both studies, durable objective response (tumor volume reduction) was observed in both the monotherapy and checkpoint combination settings.

Collaborations

In addition to the new strategic collaborations entered into during the 2020 financial year under the BNT162 program with Pfizer and Fosun Pharma as well as the ongoing academic collaboration with the University Hospital Mainz and Translational Oncology at the University Medical Center of the Johannes Gutenberg University Mainz (*Translationale Onkologie an der Universitätsmedizin der Johannes Gutenberg Universität Mainz gemeinnützige GmbH*; hereinafter "TRON"), BioNTech has also further developed and expanded various collaborations with pharmaceutical and technology companies.

- Genentech: development of individualized neo-epitope-specific mRNA immunotherapies for the treatment of various cancers, including melanoma and some solid tumors.
- Genevant Sciences GmbH: Development of mRNA-based protein replacement therapies for five rare disease indications.
- Genmab: Development of novel bispecific checkpoint immunomodulators.
- Sanofi: Development of up to five mRNA-based intratumoral immunotherapies, each containing a mixture of synthetic mRNAs.

Employees and Costs related to Research and Development

As of December 31, 2020, 789 (December 31, 2019: 549) employees were engaged in research and development. Research and development costs of €645.0 million amounted to 79% of total operating costs (2019: €226.5 million or 77%). Of these, in the financial year 2020, €359.9 million was spent on purchased services (2019: €65.6 million). The increase is mainly due to increased research and development activities under the BNT162 program, which resulted in the development of a vaccine candidate against COVID-19. Research and development costs include the portion of costs attributable to BioNTech under the terms of the Pfizer Collaboration Agreement. Development costs are shared equally between BioNTech and Pfizer. The amount of joint development costs originally incurred by Pfizer and subsequently charged to BioNTech was recorded in research and development expenses as purchased services and the reimbursement by Pfizer of the research and development costs originally incurred by BioNTech was recorded as a reduction of research and development expenses.

2 Analysis of the Development of the Business

2.1 General Economic and Industry-Related Conditions

The German economy slumped by 4.9%[1] last year, partly as a result of the COVID-19 pandemic, following growth of 0.5% in 2019. New orders fell significantly as a result of the global pandemic. Global economic growth declined by around 3.5%[2] in 2020. Economic activity in Germany remained subdued at the start of 2021. The improvement in Germany originally hoped for later in 2021 and the global economic growth of 5.5% initially expected by the International Monetary Fund ("IMF") will be further delayed due to the COVID-19 pandemic and the lockdown measures imposed.[3]

With the development of the COVID-19 vaccine, which to date has received emergency or temporary use authorization or has been granted conditional marketing authorization, BioNTech is working with other companies, research institutes and governments to contribute to the worldwide effort to overcome the global COVID-19 pandemic and to protect against COVID-19. BioNTech's goal is to make the vaccine available to a broad population worldwide.

Therapeutics in Immunotherapy

The global oncology therapeutics market was worth $157 billion in 2020 and is expected to grow at 9.15% annually to $268 billion by 2026 due to the rising incidence of cancer and higher monthly treatment costs.[4] Cancer immunotherapies are a key factor in oncology therapeutics and are expected to grow at an annual CAGR of 9.6% during the same period.[5] The cancer vaccines submarket is expected to grow at an even higher annual rate of 12.6% in the 2020-2027 period. [6] The mRNA vaccines market size is expected to reach $30.5 billion by 2027.[7]

Marketing authorization, pricing and reimbursement are highly regulated in healthcare. On the one hand, it is the strategy of governments to provide patients with highly effective and safe medicines in a timely manner. On the other hand, cost pressure on global healthcare systems has been increasing for years. As a result, drug companies must not only demonstrate the efficacy and safety of their products to gain approval, but also demonstrate the cost-effectiveness of their new drug against the relevant standard of care to gain reimbursement. The rapid development of the COVID-19 vaccine, based on BioNTech's proprietary mRNA technology, has demonstrated the potential of immunotherapies. The rapid, efficient and safe development was driven by BioNTech's decades of expertise in the research and development of mRNA-based vaccines. BioNTech's mRNA vaccine technology allows for faster development as well as shorter production cycles than would be possible with more traditional methods of vaccine production. This is critical in bringing a COVID-19 vaccine to market and meeting urgent medical needs.

2.2 Net Assets, Financial Position and Results of Operations

2.2.1 Results of Operations

Revenues from Contracts with Customers

BioNTech's revenues include research and development revenues from collaborations as well as commercial revenues, the majority of which relates to COVID-19 vaccine revenues. Revenues from contracts with customers increased by €373.7 million from €108.6 million to €482.3 million during the 2020 financial year, as revenues were recognized for the first time from two new collaboration agreements that BioNTech entered into during the 2020 financial year for the development of a COVID-19 vaccine, which ultimately led to the recognition of commercial COVID-19 vaccine revenues.

Research and development revenues from collaborations increased by €94.4 million from €84.4 million to €178.8 million. The increase was largely due to the first-time revenue recognition under the two new collaboration agreements with Pfizer and Fosun Pharma and included revenues recognized from non-refundable upfront payments and development milestones.

[1] Source: https://www.destatis.de/DE/Themen/Wirtschaft/Volkswirtschaftliche-Gesamtrechnungen-Inlandsprodukt/Tabellen/bip-bubbles.html
[2] Source: https://www.imf.org/-/media/Files/Publications/WEO/2021/Update/January/English/text.ashx
[3] Source: https://www.imf.org/-/media/Files/Publications/WEO/2021/Update/January/English/text.ashx
[4] Source: https://www.mordorintelligence.com/industry-reports/cancer-therapy-market
[5] Source:https://www.grandviewresearch.com/industry-analysis/cancer-immunotherapy-market
[6] Source: https://www.alliedmarketresearch.com/cancer-vaccines-market
[7] Source: https://www.prnewswire.com/news-releases/global-mrna-vaccines-market-report-2021-2027-covid-19-vaccine-segment-is-projected-to-record-a--5-9-cagr-and-shrink-to-a-market-size-of-22-2-billion-301244462.html

Commercial revenues increased by €279.3 million from €24.2 million to €303.5 million and for the first time included revenues related to sales of the COVID-19 vaccine.

The current COVID-19 vaccine manufacturing process leverages Pfizer's and BioNTech's manufacturing facilities and responsibilities are shared between BioNTech and Pfizer. Whenever responsibilities in the manufacturing and supply process of the COVID-19 vaccine shift and the COVID-19 vaccine is transferred, it is sold from one partner to the other. During the year ended December 31, 2020, BioNTech has recognized €61.5 million of revenues from selling drug product batches manufactured by BioNTech to Pfizer's manufacturing site for fill and finish.

Upon receiving a conditional marketing authorization, emergency or temporary use authorization, BioNTech and Pfizer started selling the product. The allocation of marketing and distribution rights defines territories in which the collaboration partners act as a principal respectively. For supplying BioNTech's territory, Germany, BioNTech acquired the COVID-19 vaccine from Pfizer and recognized €20.6 million of revenues from direct COVID-19 vaccine sales during the 2020 financial year. The share of gross profit that Pfizer as collaboration partner has earned based on these sales is recognized as cost of sales.

Based on Pfizer's COVID-19 vaccine sales in the collaboration partner's territory, BioNTech is eligible to receive a share of the respective gross profit which represents a net figure and is recognized as collaboration revenue during the commercial phase. During the 2020 financial year, a gross profit share of €188.5 million has been recognized. In order to determine this amount, BioNTech used certain information from the collaboration partner, including revenue from the sale of products, some of which is based on preliminary data shared between the partners and might vary materially once final data is available.

Cost of Sales

Compared to the previous year, the cost of sales increased by €41.9 million from €17.4 million to €59.3 million in the 2020 financial year. The increase resulted primarily from the initial recognition of costs associated with COVID-19 vaccine sales and included Pfizer's share of gross profit earned by us in transactions, where BioNTech is the principal.

Research and Development Expenses

Compared to the previous year, research and development expenses increased by €418.5 million from €226.5 million to €645.0 million in the 2020 financial year. The increase resulted primarily from an increase in development costs from the BNT162 vaccine program, which include the share of COVID-19 expenses attributable to BioNTech under the terms of the Pfizer Collaboration Agreement. Under the collaboration agreement, development costs are shared equally by BioNTech and Pfizer and are charged between the partners accordingly. Other reasons for the increase were higher expenses for laboratory supplies as well as increase in headcount leading to higher wages, benefits and social security expenses. In addition, from May 6, 2020, the date of acquisition, the new U.S.-based subsidiary, BioNTech US Inc., contributed €21.0 million to the research and development expenses of the Group.

General and Administrative Expenses

Compared to the previous year, general and administrative expenses increased by €48.5 million from €45.5 million to €94.0 million in the 2020 financial year. The increase was mainly influenced by higher expenses for purchased management consulting and legal services, an increase in headcount leading to higher wages, benefits and social security expenses and higher insurance premiums. In addition, from May 6, 2020, the date of acquisition, the new U.S.-based subsidiary, BioNTech US Inc., contributed €7.4 million to the general and administrative expenses of the Group, respectively.

Other Operating Expenses and Income

Compared to the previous year, other comprehensive income increased by €246.2 million from €2.0 million to €248.2 million in the 2020 financial year. In the 2020 financial year, it mainly included government grants which were awarded under an initiative of the German Federal Ministry of Education and Research (*Bundesministerium für Bildung und Forschung*, or the BMBF) to support research and development expenses for the COVID-19 vaccine program. The milestone-based BMBF funding was granted to accelerate the vaccine development and to upscale manufacturing capabilities in Germany. The funding will also compensate further costs that incur since the COVID-19 vaccine continues to be tested in clinical trials, for example to test it against new variants or to approve it for additional groups (pregnant women, individuals under 16 years), and because study participants will continue to be followed for two years to continue evaluating safety and efficacy. The proportion of the grant that related to expenses incurred by BioNTech is recognized as other operating income

with an amount of €238.9 million; the proportion which was received and will compensate BioNTech for future expenses, has been deferred and is presented as government grant in the consolidated statements of financial position with an amount of €88.0 million.

Financial Income and Expenses

Compared to the previous year, the financial result decreased by €65.5 million from €2.1 million in financial income to €63.4 million in financial expenses in the 2020 financial year. Financial expenses in the 2020 financial year included €17.3 million fair value measurement adjustments of the derivative embedded within the convertible note. In addition, in the 2020 financial year €42.6 million of foreign exchange losses were recognized compared to €2.3 million foreign exchange gains in the prior year. Foreign exchange differences on a cumulative basis, are either shown as finance income or expenses. The increase in foreign exchange losses is mainly due to higher balances in U.S. dollar bank accounts and the weakening of the U.S. dollar when compared to the Euro.

Income Taxes

The accumulated tax losses related to the German tax group include €457.9 million of corporate income tax losses and €450.9 million of trade tax losses. Deferred tax assets on tax losses had not been capitalized in previous years, as there was not sufficient probability in terms of IAS 12 that there would have been future taxable profits available against which the unused tax losses could have been utilized. Following the authorization and approval of the COVID-19 vaccine for emergency or temporary use or having been granted conditional marketing authorization in over 65 countries worldwide, BioNTech re-evaluated previously unrecognized tax losses. Based on the product-based business plan, BioNTech assessed that it is highly probable that taxable income will be available to the German tax group against which the tax losses can be utilized. The business plan includes commercial supply commitments agreed with various governments and health ministries under which BioNTech either directly supplies the COVID-19 vaccine or, if they relate to territories which have been allocated to Pfizer, BioNTech will receive the profit share to which it is eligible. On this basis, BioNTech recognized deferred tax assets and liabilities with a net amount of €161.0 million for the losses and temporary differences determined for the German tax group as of December 31, 2020.

Profit or Loss for the Period

In the 2020 financial year, a profit for the period of €15.2 million (2019: loss for the period of €179.2 million) was reported.

2.2.2 Financial Position

The objective of the BioNTech Group's financial management is to provide liquidity for the growth of its companies. In addition to equity contributions, important sources are public financings as well as the operating activities of parts of the Group and the resulting cash inflows. Scenario and cash flow planning are used to determine liquidity requirements.

Capital Structure

Compared to the previous year, overall, the issued share capital increased by €14.0 million from €232.3 million as of December 31, 2019 to €246.3 million as of December 31, 2020. The financing transactions strengthened BioNTech's position to execute its corporate strategy to bring a diversified pipeline of novel immunotherapies to market. In addition to funding ongoing clinical trials in oncology, the transactions were aimed at financing the development, manufacturing capacity building and subsequent commercialization of the COVID-19 vaccine under the BNT162 program. As a result of the financing transactions, treasury shares decreased by 735,490. As of December 31, 2020, 4,789,016 ordinary shares were held as treasury shares. Each share has a nominal value of €1.00. In addition, as a result of the financing transactions, capital reserves increased in the year ended December 31, 2020 by €861.0 million. During the year ended December 31, 2020, costs related to equity transactions in the amount of €33.2 million were recorded in equity as deduction from the capital reserve.

Shanghai Fosun Pharmaceuticals (Group) Co., Ltd

As part of the BNT162 program, BioNTech entered a strategic alliance with Fosun Pharma to develop COVID-19 vaccine candidates in China. Fosun Pharma agreed to make an equity investment of €45.6 million ($50.0 million) for 1,580,777 ordinary shares in BioNTech via Fosun Industrial Co., Limited, Hong Kong. The increase in share capital with a nominal amount of €1.6 million was subject to execution of share subscription documentation and approval from regulatory authorities in China and became effective with the registration with the commercial register (*Handelsregister*) on April 23, 2020. As a result of the transaction the capital reserve increased by €44.0 million.

Pfizer Inc., New York, New York, United States

As part of the collaboration between BioNTech and Pfizer, for the co-development of BNT162, Pfizer agreed to make an equity investment of €103.9 million ($113.0 million). The issuance of 2,377,446 ordinary shares with the nominal amount of € 2.4 million was registered with the commercial register (*Handelsregister*) on May 5, 2020. As a result of the transaction the capital reserve increased by €101.5 million.

Neon Therapeutics, Inc., Cambridge, Massachusetts, United States

BioNTech acquired Neon by issuing 1,935,488 ADS representing BioNTech's ordinary shares with the nominal amount of € 1.9 million to former stockholders of Neon in the Merger. The capital increase was registered with the commercial register (*Handelsregister*) on May 8, 2020. As a result of the transaction the capital reserve increased by €87.6 million.

Global Offering

On July 27, 2020 BioNTech increased its share capital by €5.5 million ($6.4 million) in conjunction with the underwritten offering of 5,500,000 ADS each representing one of BioNTech's ordinary shares at a public offering price of $93.00 per ADS ("Underwritten Offering"). On August 27, 2020, following the Underwritten Offering, BioNTech increased its share capital by additional €16 thousand ($19 thousand) in conjunction with the rights offering of 16,124 ADS each representing one of BioNTech's ordinary shares at a public offering price of $93.00 per ADS ("Rights Offering"). The Underwritten Offering and the Rights Offering are part of a single, global offering which BioNTech refers to as the Global Offering. The gross proceeds of the Global Offering were €436.3 million ($513.0 million) including €5.5 million increase in share capital and €430.8 million increase in capital reserve.

June 2020 Private Placement – Equity Investment

A fund associated with Temasek Capital Management Pte. Ltd., or Temasek, and another accredited investor, contributed a private investment. The private placement includes an investment in a 4-year mandatory convertible note (see Note 12) and an investment of €123.9 million in ordinary shares. The issuance of 2,595,996 ordinary shares with the nominal amount of € 2.6 million was registered with the commercial register (*Handelsregister*) on September 8, 2020. As result of the transaction the capital reserve increased by €121.3 million.

At-The-Market Offering Program

In November 2020, BioNTech entered into a sales agreement ("Sales Agreement") with Jefferies LLC and SVB Leerink LLC, as sales agents, to establish an at-the-market offering program, pursuant to which BioNTech may sell, from time to time, ADS representing ordinary shares for aggregate gross proceeds of up to $500.0 million. During the year ended December 31, 2020, BioNTech sold 735,490 ADSs, each representing one of its ordinary shares that had previously been held in treasury, under the Sales Agreement for aggregate gross proceeds of €76.5 million ($92.9 million). Re-issuing 735,490 ordinary shares was registered as decrease of €0.7 million in treasury shares. As a result of the transaction the capital reserve increased by €75.8 million.

Investments

In the 2020 financial year, investments were mainly made in property, plant and equipment such as land, plant facilities and equipment amounting to €66.0 million (2019: €38.6 million). The investments were mainly made in connection with new buildings, in particular at BioNTech Innovative Manufacturing Services GmbH and BioNTech's real estate subsidiaries. In addition €85.5 million was invested in connection with business combinations and mainly included the acquisition of the new subsidiary BioNTech Manufacturing Marburg GmbH. BioNTech is using the manufacturing facility in Marburg in the first step for the production of and global supply of COVID-19 vaccine. Investments in intangible assets in the 2020 financial year amounted to €8.6 million (2019: €13.3 million). In addition, €93.3 million were invested in connection with business combinations, of which €57.5 million were invested in goodwill. This mainly results from the acquisition of the subsidiary BioNTech US Inc. (formerly Neon Therapeutics, Inc., or Neon). The biotechnology company, which develops novel neoantigen-based T-cell therapies, was acquired through the issuance of ADSs representing ordinary shares of BioNTech, plus a de minimis cash consideration, and serves as BioNTech's headquarters in the United States.

Scheduled depreciation of property, plant and equipment such as land, plant facilities and equipment in the 2020 financial year amounted to €15.8 million (2019: €12.7 million). Amortization of intangible assets amounted to €16.6 million (2019: €16.5 million).

Liquidity

As of December 31, 2020, BioNTech had cash and cash equivalents in the amount of €1,210.2 million compared to €519.1 million as of December 31, 2019. The significant increase is mainly due to the inflow of cash and cash equivalents in the 2020 financial year through the capital increases (€753.0 million; 2019: €375.4 million) and payments received from loans (€156.0 million; 2019 €11.0 million). As part of capital market transactions in the United States, ADSs are issued in U.S. dollars, exposing BioNTech to significant currency risks. In the course of operating activities, which mainly comprise disbursements in connection with research and development activities, cash flows, net of customer prepayments and BMBF funding, of €13.5 million (2019: €198.5 million) were used. In contrast, BioNTech used €144.8 million (2019: €77.1 million) cash flows for investing activities. As of December 31, 2020 BioNTech had undrawn loan amounts of €100.0 million.

2.2.3 Net Assets

As of December 31, 2020, total assets amounted to €2,318.6 million, compared to €797.6 million as of December 31, 2019. The increase mainly resulted from cash inflow from capital increases and the following developments:

Current and Non-Current Assets

Compared to December 31, 2019 non-current assets increased by €414.2 million from €237.5 million to €651.7 million as of December 31, 2020. The increase resulted mainly from business combinations, investments in property, plant and equipment and intangible assets, which were partly offset by depreciation and amortization.

The increase in current assets by €1,106.7 million from €560.2 million as of December 31 2019 to €1,666.9 million as of December 31, 2020 million mainly resulted from the increase in cash and cash equivalents from capital contributions.

Equity

Compared to December 31, 2019 equity increased by €878.3 million from €493.5 million to €1,371.8 million as of December 31, 2020. The increase mainly resulted from the capital contributions through the issue of new shares. The equity ratio decreased by 2.7%points to 59.2% (2019: 61.9%).

Liabilities

Compared to December 31, 2019 liabilities increased by €642.6 million from €304.2 million to €946.8 million as of December 31, 2020. The increase mainly resulted from increases in contract liabilities from collaboration agreements and advance payments for future sales of COVID-19 vaccines. Contract liabilities increased compared to the prior year, as BioNTech received advance payments under contracts with customers for which the consideration is yet to be settled by BioNTech. Contract liabilities are recognized as revenue when BioNTech fulfills the contractually agreed performance obligation. In addition, liabilities increased due to increased financial liabilities from drawdowns of loans and government grants deferred in the consolidated statements of financial position.

2.3 Performance Indicators of the Group and BioNTech SE

2.3.1 Non-Financial Performance Indicators of the Group and BioNTech SE

The following non-financial performance indicators are material within the meaning of the materiality analysis on sustainability carried out in 2020 and are used for internal management purposes. They are therefore part of the combined management report in accordance with Section 289 (3) HGB.

Innovations

BioNTech uses state-of-the-art technologies to develop individualized immunotherapies in the fight against cancer, infectious diseases and rare diseases. BioNTech supports the United Nations Sustainable Development Goals (SDGs). In doing so, research makes a relevant contribution to supporting the United Nations' third Sustainable Development Goal (SDG 3): ensuring healthy lives for all at all ages and promoting well-being. Progress in research performance is a key performance indicator. BioNTech is working on clinically proving the benefits of treatment approaches and is continuously expanding collaborations and manufacturing capabilities to provide innovative treatments to patients around the world. The relevant performance indicators are presented in this combined management report under "1.4 Research and Development".

Climate Protection

As a research and commercially-producing biotech company, BioNTech's work has an impact on the environment. Avoiding these as best as possible is the Company's goal and responsibility towards future generations. BioNTech supports the implementation of the results of the 21st UN Climate Change Conference with the Paris Climate Change Agreement adopted at the end of 2015. In its "climate policy target of the CSR Steering Board for strategy development", the Company declares it will be climate neutral by 2030 at the latest, despite growth and while maintaining the highest standards of quality in research, work and production. Emissions are to be avoided where possible, continuously reduced and, as a final step, the unavoidable emissions transparently compensated.

The CO_{2e}-footprint and the emission intensities (Scope 1, 2 and 3) are currently the performance indicators relevant for control. The climate protection target and the indicators are to be technically reviewed and further developed in accordance with the strategic objectives within the framework of a climate protection strategy yet to be developed.

As a research company, BioNTech announced in the 2019 annual report the development of a climate protection strategy by the end of 2020. Due to the development, marketing and production of the COVID-19 vaccine, the extent of which could not be predicted at the time of reporting, a new status as a commercially producing company was achieved. The development of the climate protection strategy was therefore postponed to 2021 in order to be able to take appropriate account of this current corporate development.

BioNTech accounts for its greenhouse gas emissions in accordance with the internationally accepted standards of the Greenhouse Gas Protocol (GHG Protocol). BioNTech's CO_2e footprint in the 2020 financial year was 6,179 t CO_2e (2019 base year: 5,801 t CO_2e). The Company's emissions footprint calculations include direct emissions from the combustion of fossil fuels, indirect emissions from the procurement and consumption of externally generated energy types electricity and heat, and indirect emissions from business travel, water, waste treatment, toner and paper consumption. Emission intensity 1 (Scope 1 & 2 emissions from electricity and heat generation divided by FTEs) was 2.35 t CO_2e/FTE in the 2020 financial year (2019: 2.56); emission intensity 2 (Scope 1 & 2 emissions from electricity, heat generation plus Scope 3 emissions from upstream process chain divided by FTEs) was 3.18 t CO_2e/FTE in the 2020 financial year (2019: 4.43).

In-depth information, data and assessments on the environmental and climate protection of the BioNTech Group can be found in the separate non-financial report ("Sustainability Report 2020"), which is available online at www.biontech.de.

Attractive Employer

Optimized talent recruitment and efficient succession planning ("Pioneer Pipeline") was classified as material for BioNTech in the CSR materiality analysis. As of December 31, 2020 there were 2,047 employees, of whom 623 were employed by BioNTech SE (December 31, 2019: 1,323 of whom 442 were employed by BioNTech SE) and an annual average during the 2020 financial year of 1,624 employees, of whom 536 were employed by BioNTech SE (2019: 1,195 of whom 358 were employed by BioNTech SE). The number of employees as of December 31, 2020 and the annual average employed during the 2020 financial year in the Group and BioNTech SE are presented in this combined management report under "1.2 Legal and Organizational Structure". Despite the rapid growth and major challenges in the 2020 financial year, BioNTech succeeded in slightly reducing the turnover rate in the 2020 financial year (11.6%) compared to the 2019 financial year (12.8%). BioNTech's medium- and long-term goal is to further reduce the turnover rate and become the employer of choice in the highly competitive employee market. A presentation of employee turnover by age, gender, region and functions can be found in the separate Sustainability Report 2020. The establishment of a meaningful database for BioNTech on employee turnover is planned for the 2021 financial year.

2.3.2 Financial Performance Indicators of the Group and BioNTech SE

At BioNTech in particular the compliance with cash flow planning serves as a financial performance indicator. BioNTech's liquidity requirements are monitored and controlled on the basis of a liquidity management. This liquidity management includes the specification of expenditure budgets, the planning of financing requirements and the assurance of sufficient liquidity holdings. The BioNTech Group's Controlling Committee reviews the Group's existing liquidity holdings on a weekly basis. This is done on the basis of total cash and cash equivalents, cash outflows and currency-related changes in cash and cash equivalents. The Group monitors cash and cash equivalents using the so-called cash burn rate. The cash burn rate is the average monthly net cash flows from operating and investing activities within one year. BioNTech's cash management has been heavily impacted by developments in the BNT162 vaccine program. BioNTech's COVID-19 vaccine, which to date has either received emergency or temporary use authorization or received conditional marketing authorization in over 65

countries, resulted in the recognition of revenues from the sale of pharmaceutical products for the first time in the 2020 financial year. BioNTech aims to generate long-term, sustainable revenues from the COVID-19 vaccine program by expanding access to the vaccine through supply expansion, broader distribution with a well-known brand, and continued optimization. BioNTech plans to invest revenues generated from this program in the development of its research pipeline in the areas of oncology and infectious diseases, as well as in the expansion of additional therapeutic areas such as autoimmunity, allergy, regenerative medicine and inflammatory diseases.

2.4 Overall Summary of the Business Performance and the Economic Position of the Group and BioNTech SE

The breadth of immunotherapy technologies and expertise has led to the development of the COVID-19 vaccine, the first mRNA drug in history to combat the COVID-19 pandemic. BioNTech is pursuing the goal of developing new therapies against various diseases. At this stage, these activities still require high investments. Therefore, the Company does not measure its business success primarily by key financial figures, but by its research performance, and in this case in particular by the achievement of set goals. Together with collaboration partners, BioNTech has developed a pipeline of more than 20 product candidates in oncology. Currently, 13 product candidates are in 14 clinical trials. In this respect, BioNTech has further developed collaborations and made positive pipeline progress in oncology in the 2020 financial year, in line with expectations and plans.

3 Management Report of BioNTech SE

3.1 Supplementary Explanations According to HGB

The management report of BioNTech SE and the group management report are combined in accordance with Section 315 (5) in conjunction with 298 (2) HGB. Both reports are published simultaneously in the electronic Federal Gazette (*Elektronischer Bundesanzeiger*).

The annual financial statements of BioNTech SE have been prepared in accordance with the rules of the German Commercial Code (*Handelsgesetzbuch*, or HGB) and the Regulation on the Statute for a European Company (SE) in conjunction with the German Stock Corporation Act (*Aktiengesetz*, or AktG). The annual financial statements are essentially used to determine the retained earnings or accumulated losses and thus the potential amount of distribution.

The combined management report also includes all legally required components for BioNTech SE. In addition to the reporting on the Group, the development of BioNTech SE is explained.

BioNTech SE is the parent company of the BioNTech Group and is headquartered in Mainz, Germany. In the 2020 financial year, 23 Group companies at six various locations in Germany, one location each in Austria and the United States and, more recently, one location each in Singapore and the United Kingdom belonged to the BioNTech Group. Key management functions for the Group, such as corporate strategy, risk management, investment management tasks, executive and financial management, and communication with key target groups of the Group, are the responsibility of the Management Board of BioNTech SE. With its operating activities, in particular in connection with the two new collaboration agreements with Pfizer and Fosun Pharma, which were concluded by BioNTech SE in the context of the COVID-19 vaccine development program BNT162, BioNTech SE generated the major part of the Group's revenues.

BioNTech SE is not managed separately using its own performance indicators, as the Company is integrated into the Group's management system. The explanations given for the Group apply. The economic conditions of BioNTech SE essentially correspond to those of the BioNTech Group and are described in further detail in the section "Analysis of the Development of the Business".

3.2 Net Assets, Financial Position and Results of Operations

3.2.1 Results of Operations

Revenues from Contracts with Customers

Compared to the previous year, revenues increased by €331.7 million from €31.2 million to €362.8 million in the 2020 financial year. The increase was mainly due to the first-time revenue recognition under the two new collaboration agreements with Pfizer and Fosun Pharma to which BioNTech SE is a party.

Research and Development Expenses

Research and development expenses increased by €317.9 million from €87.4 million to €405.3 million in the 2020 financial year. The increase resulted primarily from an increase in development costs from the BNT162

vaccine program, under which research and development expenses of subsidiaries are charged to BioNTech SE as part of the BMBF funding, and increased wages, benefits and social security expenses. Compared to the previous year-end, the number of employees engaged in research increased by 96 (2019: 233) to 329 employees. The effect was mainly derived from reclassifying employment relationships from other subsidiaries to BioNTech SE and hiring of new employees.

General and Administrative Expenses

Compared to the previous year, general and administrative expenses increased by €54.0 million from €53.8 million to €107.8 million in the 2020 financial year. The increase mainly resulted from higher purchased management and legal services, increased headcount resulting in higher wages, benefits and social security expenses and higher insurance premiums.

Other Operating Income

Compared to the previous year, other operating income increased by €241.4 million from €0.6 million to €242.0 million in the 2020 financial year. In the 2020 financial year, other operating income mainly comprised government grants issued as part of a BMBF initiative to support research and development expenses for the COVID-19 vaccine program.

Finance Income and Expenses

Compared to the previous year, the financial result showed a negative development. The decrease resulted in particular from a loss transfer in the amount of €157.8 million from affiliated companies (2019: loss transfer in the amount of €82.4 million). Compared to the previous year, net interest expense improved by €0.6 million from €2.3 million to €2.9 million in the 2020 financial year.

Loss for the Period

In the 2020 financial year, a loss for the period of €128.9 million (2019: loss for the period of €194.5 million) was reported.

3.2.2 Financial Position

The objective of BioNTech SE's financial management is to provide liquidity for the growth of the Group's companies. In addition to equity contributions, important sources are public financings as well as the operating activities of Group companies and the resulting cash inflows. Scenario and cash flow planning are used to determine liquidity requirements.

Capital Structure

The issued share capital increased by €14.0 million from €232.3 million as of December 31, 2020 to €246.3 million as of December 31, 2019 due to capital contributions through the issuance of new shares. As a result of the financing transactions, treasury shares decreased by 735,490. As of December 31, 2020, 4,789,016 ordinary shares were held as treasury shares. Each share has a nominal value of €1.00. As a result of the financing transactions, capital reserves increased during the year ended December 31, 2020 by €899.9 million from €745.9 million to €1.645.8 million as of December 31, 2020.

Investments

In the 2020 financial year, total investments were made in the amount of €467.0 million (2019: €253.2 million). The amount comprised investments in property, plant and equipment such as plant facilities and equipment in the amount of €20.2 million (2019: €8.7 million) and investments in intangible assets of €6.2 million (2019: €7.4 million) as well as investments in shares in and loans to affiliated companies amounting to €440.6 million (2019: €237.1 million).

Scheduled depreciation of property, plant and equipment – land, plant facilities and equipment – in the 2020 financial year amounted to €5.0 million (2019: €5.3 million). Amortization of intangible assets amounted to €3.5 million compared to €2.4 million in the 2019 financial year.

Liquidity

As of December 31 2020 BioNTech SE had cash and cash equivalents in the amount of €976.3 million compared to €366.3 million as of December 31, 2019. The significant increase mainly resulted from the inflow of cash and cash equivalents due to the capital contributions and payments received from loans in the 2020 financial year (€825.2 million; 2019: €416.1 million). In contrast €435.2 million cash flows were used for investing activities

to finance subsidiaries, primarily relating to BioNTech USA Holding LLC. Cash flows from operating activities in the amount of €222.9 million were mainly generated from the BMBF funding program.

3.2.3 Net Assets

As of December 31 2020, total assets amounted to €1.956.3 million, compared to €706.2 million as of December 31 2019. The increase was mainly due to the cash inflow from capital contributions.

Current and Non-Current Assets

Compared to December 31 2019 non-current assets increased by €446.2 million from €324.3 million to €770.5 million as of December 31. 2020. The increase primarily resulted from higher liquidity requirements due to the increased business volume and the associated increase in loans to affiliated companies.

The increase in current assets by €803.9 million from €381.9 million as of December 31 2019 to €1.185.8 million as of December 31, 2020 million mainly resulted from the increase in cash and cash equivalents from capital contributions.

Equity

Compared to December 31, 2019, equity increased by €785.8 million from €588.7 million to €1,374.5 as of December 31 2020. The increase mainly resulted from the capital contributions through issuing new shares. The equity ratio decreased by 13.1%points to 70.3% (2019: 83.4%).

Provisions and Liabilities

Compared to December 31, 2019 provisions and liabilities increased by €464.3 million from €117.5 million to €581.8 million as of December 31, 2020. The increase was mainly due to higher liabilities to affiliated companies from loss transfers in the 2020 financial year, increased financial liabilities from the drawdown of loans, and government grants accrued in the statements of financial position.

3.3 Report on Forecast, Opportunities and Risk

The business development of BioNTech SE is essentially subject to the same risks and opportunities as the BioNTech Group, as BioNTech SE participates in the risks of the Group companies via its investments. As a result of the central financial management of the BioNTech Group, all financing transactions are essentially conducted via BioNTech SE. As the parent company of the BioNTech Group, BioNTech SE is integrated into the group-wide risk management system.

3.4 Dependency Report

Final declaration of the Management Board of BioNTech SE on the report on relationships with affiliated companies (dependency report (*Abhängigkeitsbericht*) pursuant to Section 312 (3) Sentence 3 AktG):

"BioNTech SE has received adequate consideration for the legal transactions and measures listed according to the circumstances known to us at the time the legal transactions were made or the measures were taken, and has not been disadvantaged by the fact that measures were taken or omitted."

4 Report on Forecast, Opportunities and Risk

4.1 Forecast Report

BioNTech is part of the pharmaceutical and biotechnology industry, which is characterized nationally and internationally by its high innovative strength. Global demographic change and medical progress offer the industry solid growth prospects. Based on the Company's proprietary mRNA technology, BioNTech has succeeded in becoming the first company worldwide to develop a highly effective and safe vaccine against COVID-19 within one year. BioNTech's successful development of a first-in-class COVID-19 mRNA vaccine in less than a year, while adhering to the highest scientific standards, validates the translation capabilities and power of BioNTech technologies to change lives.

Accordingly, the original projections of the 2020 budget plan were overtaken by actual developments in our BNT162 vaccine program, "Lightspeed". Changes occurred in both the cash outflows related to the development of the COVID-19 vaccine program and the associated investments in property, plant and equipment as well as business combinations. Previous year's expected cash flows used in operating activities in the amount of €242.0 million actually amounted to €13.5 million during the 2020 financial year. Cash flows used in investing

activities were expected to amount to €58.0 million; the actual cash flows used in the 2020 financial year were €144.8 million.

BioNTech aims to generate long-term, sustainable revenue from the COVID-19 vaccine program by expanding access to the vaccine through supply expansion, broader branded distribution, and continued optimization. Currently, BioNTech and Pfizer are working together to adapt the vaccine flexibly to additional mutations, modify formulations, and make the product available to additional patient populations, such as pregnant women and individuals under the age of 16.

BioNTech expects a majority of its total and commercial revenues in 2021 to be attributable to COVID-19 vaccine sales. More than 200 million doses have been shipped through March 23, 2021. As part of the release of the 2020 financial year results and corporate update, BioNTech announced it estimates revenues of approximately €9.8 billion based on currently signed supply agreements for approximately 1.4 billion doses. The estimate includes:

- expected revenues from direct sales of COVID-19 vaccine sales to customers in our territories;
- expected revenues from sales to our collaboration partners;
- expected sales-based milestone payments from our collaboration partners;
- expected revenues related to our share of gross profit from COVID-19 vaccine sales in the collaboration partners' territories.

Additional revenues are expected in connection with further supply contracts for deliveries in 2021. The target for production capacity for the full 2021 financial year has been increased from 2.0 to 2.5 billion doses in order to be able to meet the increased demand. Therefore, BioNTech's manufacturing network consisting of suppliers and its own production facilities will continuously be developed. To further support pandemic containment, BioNTech and Pfizer continue to sign new contracts with governments worldwide. BioNTech's European production network has continuously expanded – from three partners in December 2020, when the first approval was granted – to currently 13 partners (including the production facility in Marburg). Production capacities are continuously being increased, including the acquisition of a production facility in Marburg. The new production facility in Marburg is one of the key factors for the expansion of the production network. Upon EMA approval, up to one billion doses of COVID-19 vaccine can be produced annually at the Marburg site.

BioNTech intends to reinvest the proceeds from the revenues of the COVID-19 vaccine to accelerate the development of its research pipeline in oncology and infectious diseases, as well as expansion into additional therapeutic areas such as autoimmunity, allergy, regenerative medicine and inflammatory diseases. Through the global network, current expertise will be built to develop, manufacture and market future products worldwide. With these competencies, significant value is expected to be created in both the short and long term. Based on the success of the COVID-19 vaccine, BioNTech expects to accelerate the implementation and acceptance of other mRNA-based vaccines in the immunotherapy space. In the 2021 financial year, BioNTech expects to initiate several clinical trials as well as data updates in numerous development programs. In connection with product candidates that are in clinical trials, BioNTech intends to initiate up to three Phase 2 trials in 2021. In the area of preclinical programs, BioNTech expects to initiate several Phase 1 studies across all platforms.

The extent to which the existing COVID-19 pandemic affects BioNTech's operations depends, among other things, on future developments that are highly uncertain and cannot be predicted with certainty. This includes, but is not limited to, the duration of the outbreak and emerging mutations. BioNTech will continue to evaluate potential impacts and provide updates as appropriate.

Overall, BioNTech expects to complete a transformation from a research and development driven company to a fully integrated biotech company in 2021.

4.2 Risk Report

Risk Management

Risk management of BioNTech SE includes the early recognition, identification, evaluation and management of risks of the BioNTech Group across all segments, whereby risks are understood as a deviation from the plan in both the negative (risk) and positive (opportunity) sense. It aims to make risks and their impact on the Company and corporate strategy transparent, thus enabling these risks to be managed effectively. For this reason, all significant risks in the organization are considered and all departments and divisions are included in the risk management processes.

Based on the risks recorded in the previous period, these were reassessed in the 2020 financial year. New risks were recorded and assessed in the same way as in the previous year. The content and assessment of existing risks were reviewed, sharpened and, where necessary, adjusted. The individual risks are assigned to so-called risk owners who are responsible for managing these risks and who have the necessary competencies and responsibilities to do so. The individual risks were evaluated by the risk owners by determining the probability of occurrence and the expected impact on the Company value. Both the probability of occurrence and the effect on the Company value were divided into different groups. From both values, a key figure was determined for each risk category, and the risk inventory was sorted according to the extent of the expected impact on the Company value. In addition, the risks were expanded to include the dimensions "potential damage to reputation" and "relevance under criminal law" and assessed verbally. The risk survey process is generally carried out twice a year, once in Q1 and once in Q3, with the survey at the beginning of the year being more detailed and extensive, while Q3 is more a review of the results. It is planned to include risk mitigation measures in the risk management processes. The aim is to determine the possible effect of these measures on the Company value so that a net risk can be determined. The results of both cycles of the risk survey are presented to the Management Board and the Audit Committee so that the results can be discussed and additional measures taken where necessary. Since the 2021 financial year, the risk survey has been supported by a risk management tool.

The following areas were identified as risk categories with the greatest impact (greater than €25 million), in descending order of impact size:

- Research and Development (R&D)
- Commercialization
- Finance
- Production
- Communication
- Partnerships
- Intellectual Property

The development of the risk management system will continue to be in the focus of the Management Board and the Supervisory Board in 2021, and methods and processes will be continuously refined.

Risk Categories

The risk categories identified in the context of risk management can be summarized as follows with regard to BioNTech:

Research and Development (R&D)

This category includes the risk, common in the industry, that product candidates are not developed to market maturity, or are developed only with delay, for scientific, procedural or regulatory reasons. Similarly, despite optimal preparation, unforeseeable complications or side effects may occur in the course of clinical trials, which in the worst case may lead to legal disputes and compensation payments.

Commercialization

As BioNTech's COVID-19 vaccine already received emergency or temporary use authorization or conditional marketing authorization in various countries around the world in the 2020 financial year, commercialization risks have increased rapidly. This includes risks customary in the industry related to a lack of or reduced sales or a delay in market approval for new product candidates. Price negotiations with health insurers and other payers, barriers to market entry, growing competition or changes in healthcare legislation also fall into this category.

Finance

The long-term risk of achieving lower revenues than expected exists due to lower achievable prices and volumes than anticipated. A financial risk results from the currency risk and from the development of the U.S. dollar. The BioNTech Group generates revenues and incurs expenses in Euros and in U.S. dollars. Accordingly, the cash positions in U.S. dollars are subject to a foreign exchange risk. The development of the U.S. dollar foreign exchange rate is therefore monitored closely on an ongoing basis and foreign exchange transactions are carried out at favorable rates in order to be able to service current obligations in euros. A treasury function was established in the first quarter of 2020 to strengthen these activities. Risks related to financial instruments, such as loan liabilities,

derivatives or trade receivables and payables, have been identified as part of the general risk assessment and are continuously monitored. Due to the vaccine development and commercialization, for example, bad debt risks as well as the possibility of underinsurance have been newly identified.

Production

Despite strict controls and careful production processes, there is both the risk that a product does not meet quality requirements and has to be recalled, and the risk that there is insufficient capacity to produce the necessary quantities. Both circumstances can lead to legal disputes with penalties as well as loss of reputation. The first commercial launch in 2020 has increased the requirements and the associated risks in manufacturing.

Communication

The considerably increased regulations associated with the IPO and the growing number of addressees (existing and potential shareholders, supervisory authorities, employees and the general public) increase the complexity of communications. The new requirements necessitate a significantly greater need for coordination between internal and external communications and the specialist departments, and lead to an increased risk of penalties and loss of reputation in the event of breaches of existing regulations.

Partnerships

A growing number of commercial partnerships always involves the risk of litigation and, in the worst case, termination of the partnership with serious consequences for BioNTech's reputation and financial position.

Intellectual Property

Due to the strong growth and increase in collaborations with scientific and commercial partners as well as the very broad scientific base of BioNTech, there is always also the risk that existing knowledge or patents cannot be sufficiently protected and defended.

The impact of COVID-19 on BioNTech has been closely monitored. In connection with the continuation of clinical trials, BioNTech is in close contact with clinical centers located in countries affected by the COVID-19 pandemic and is continuously assessing the impact of the COVID-19 pandemic on clinical trials, expected timelines and costs. The COVID-19 pandemic has impacted BioNTech's ability to recruit patients for clinical trials. As a result, there have been delays in the related studies. The availability and performance of suppliers, licensors and Contract Research Organiztions (CROs) due to the impacts of COVID-19 were only marginally affected. In response to the spread of COVID-19, business practices were changed, including limiting employee travel, developing social distancing plans for employees, and canceling physical attendance at meetings, events, and conferences, thereby avoiding prolonged illness or downtime.

At the time of preparing this report, the Management Board considers the overall risks to be manageable and the continued existence of the Group to be not at risk.

Internal Control System

BioNTech's internal control system aims to provide reasonable assurance regarding the reliability of financial reporting and the preparation of our financial statements for external reporting purposes in accordance with International Financial Reporting Standards (IFRS). Management has assessed the effectiveness of internal control over financial reporting as of December 31, 2020. In making this assessment, the criteria set forth by the Committee of Sponsoring Organizations of the Treadway Commission in "Internal Control - Integrated Framework (2013)" were used. As of December 31, 2020, the internal control system over financial reporting was assessed to be effective.

4.3 Opportunities Report

BioNTech has proprietary technologies, from which opportunities may arise for the Company in the future. The rapid development of the COVID-19 vaccine based on BioNTech's proprietary mRNA technology has demonstrated the potential of immunotherapies. The speed and success of the development of a vaccine based on the mRNA technology has also shown the potential of this innovation. Further research on this technology can increase the competitive advantage further and provide opportunities for future products. On this basis, BioNTech believes it is well positioned to develop and commercialize the next generation of immunotherapies, which have the potential to change treatment paradigms for therapies for cancer and other serious diseases and significantly improve clinical outcomes for patients.

The successful vaccine production provided an accelerated growth process and a big step from a pharmaceutical start-up, to a globally operating profitable company. The financial risk can be reduced by a successful commercialization, necessary financing rounds can be delayed. The additional funds provide financing for further development of the oncology portfolio and for proprietary platforms, pipelines and projects.

The development of the technologies is driven by a team of scientists. In addition to internal development, BioNTech also relies on external partners to strengthen its technological position. In this context, the increased attention on BioNTech through vaccine production offers the opportunity to enter into new partnerships and the development of further products with an enhanced position in negotiations.

In addition to external partners, BioNTech companies and production facilities were also acquired to support growth. The complete integration of these companies and the exploitation of the additional resources gained, as well as further possible acquisitions, continue to offer opportunities for growth and efficiency improvements. Especially through effective process management throughout the Company, further potential can be uncovered.

5 Declaration on Corporate Governance pursuant to Section 315d in conjunction with 289f HGB

5.1 Declaration on the Corporate Governance Code pursuant to Section 161 AktG

The German Stock Corporation Act (*Aktiengesetz*) requires that the Management Board and Supervisory Board of German companies that are listed on a trading facility (such as a stock exchange) which is regulated and supervised by government authorities issue an annual declaration that either (i) states that the company has complied with the recommendations of the Corporate Governance Code ("Code") or (ii) lists the recommendations that the company has not complied with and explains its reasons for deviating from the recommendations of the Corporate Governance Code (Declaration of Conformity; *Entsprechenserklärung*). In addition, a listed company is also required to state in this annual declaration whether it intends to comply with the recommendations or list the recommendations it does not plan to comply with in the future. This declaration is to be made publicly accessible online.

If the company changes its policy on certain recommendations between such annual declarations, it must disclose this fact and explain its reasons for deviating from the recommendations. Non-compliance with suggestions contained in the Corporate Governance Code need not be disclosed.

As a company listed exclusively on the Nasdaq Global Select Market, BioNTech is not subject to the provisions of Section 161 AktG, so that application of the Corporate Governance Code is also not mandatory. However, the annual declaration of compliance is issued on a voluntary basis. BioNTech therefore follows the recommendations of the Corporate Governance Code with the exception of those provisions that are explicitly listed in the declaration of conformity and for which an explanation is given as to why they are not complied with.

The Management Board and Supervisory Board have dealt in detail with the recommendations of the Corporate Governance Code ("Code") and on April 7, 2021 adopted the following Declaration of Conformity pursuant to Section 161 (1) AktG, which is issued in accordance with the Code in conjunction with the Corporate Governance Declaration pursuant to Section 315d in conjunction with Section 289f HGB:

With the exception of the points listed below, BioNTech SE has complied with all recommendations of the Code in the version from December 16, 2019 and will continue to comply with them in the future:

- Contrary to Item F.2 of the Code, the Group management report has not been made available within 90 days of the end of the financial year. However, the Company publishes and files its annual reports on Form 20-F with the US Securities and Exchange Commission within this period, which contain comparable information. In comparison to the 2019 Group management report, the Company published the 2020 Group management report shortly after the 90-day period and, therefore, reduced the time period between the end of the 90 day deadline and the publication of such report. In future, the Company intends to publish the Group management report within the above-mentioned period.
- The variable remuneration for the Management Board is only payable if the defined stringent performance criteria are met. If necessary, the Supervisory Board is authorized to reduce the remuneration pursuant to Section 87 (2) AktG. At present, only part of the variable compensation can be withheld or reclaimed. However, the compensation system is currently being revised and will be updated in the near future with regard to further options for withholding or reclaiming compensation (cf. Item G.11 of the Code).
- The compensation structure of the Management Board has so far taken into account the long-term development of the Company in the form of long-term incentive compensation. Innovation as a non-financial performance indicator for the sustainable development of the Company is taken into account

by setting specific corporate targets as part of the short-term incentive compensation. A link between sustainability and the long term, as well as the inclusion of further sustainability objectives such as the implementation of environmental, governance and social issues, is currently being investigated by the Compensation, Nominating and Corporate Governance Committee (cf. Principle 23 of the Code).

5.2 Composition and Working Methods of the Management Board, Supervisory Board and Committees

Two-Tiered Board Structure

A fundamental feature of BioNTech SE's corporate governance system is the two-tiered board structure with a transparent and effective division of corporate management and its supervision between the Management Board (*Vorstand*) and the Supervisory Board (*Aufsichtsrat*). The Management Board is strictly separated in terms of personnel from the Supervisory Board, which monitors the activities of the Management Board and decides on its composition: No member of the Management Board can be a member of the Supervisory Board at the same time.

The Management Board is responsible for the day-to-day management of the business in accordance with applicable laws, the Articles of Association (*Satzung*) and the Management Board's internal rules of procedure (*Geschäftsordnung*) and represents BioNTech SE in dealings with third parties.

The principal function of the Supervisory Board is to supervise the Management Board. The Supervisory Board is also responsible for appointing and removing the members of the Management Board, representing BioNTech SE in connection with transactions between a current or former member of the Management Board and granting approvals for certain significant matters.

The Management Board and Supervisory Board are solely responsible for and manage their own areas of competency (*Kompetenztrennung*); therefore, neither board may make decisions that, pursuant to applicable law, the Articles of Association or the internal rules of procedure are the responsibility of the other board. Members of both boards owe a duty of loyalty and care to BioNTech. In carrying out their duties, they are required to exercise the standard of care of a prudent and diligent businessperson. If they fail to observe the appropriate standard of care, they may be held liable.

In carrying out their duties, the members of both boards must take into account a broad range of considerations when making decisions, including the interests of shareholders, employees, creditors and – to a limited extent – the general public, while respecting the rights of shareholders to be treated on equal terms. Additionally, the Management Board is responsible for implementing an internal monitoring system for risk management purposes.

The Supervisory Board has comprehensive monitoring responsibilities. To ensure that the Supervisory Board can carry out these functions properly, the Management Board must, among other duties, regularly report to the Supervisory Board regarding the current business operations and future business planning (including financial, investment and personnel planning). In addition, the Supervisory Board or any of its members is entitled to request special reports from the Management Board on all matters regarding the Company, the legal and business relations with affiliated companies and any business transactions and matters at such affiliated companies that may have a significant impact on the position at any time.

Under German law, BioNTech's shareholders have, as a general rule, no direct recourse against the members of the Management Board or the members of the Supervisory Board in the event that they are believed to have breached their duty of loyalty and care. Apart from when they are unable to fulfill their obligations to third parties, in the event of tortious conduct towards members of the Management Board or other special circumstances, shareholders have the right to claim damages from the members of the two bodies.

These claims for damages may only be waived or these claims settled if at least three years have passed since a claim associated with any violation of a duty has arisen and only if the shareholders approve the waiver or settlement at a shareholders' meeting by a simple majority of the votes cast, provided that no shareholders who in the aggregate hold one-tenth or more of the share capital oppose the waiver or settlement and have their opposition formally recorded in the meeting's minutes.

5.2.1 Supervisory Board

German law requires that the Supervisory Board consists of at least three members, while a company's Articles of Association may stipulate a certain higher number. The Supervisory Board currently consists of four members. As BioNTech is not subject to co-determination, the members of the Supervisory Board are elected by

the Annual General Meeting in accordance with the provisions of the SE Regulation and the German Stock Corporation Act.

The following table sets forth the names and functions of the current members of the Supervisory Board, their age as of December 31, 2020, their term of office (which expires on the day of the Annual General Meeting of the relevant year), their main occupation and other relevant supervisory board mandates outside BioNTech:

Name (function)	Age	Term expiration	Principal occupation (other relevant supervisory board mandates)
Helmut Jeggle (Chairman of the Supervisory Board)	50	2023	General Partner ATHOS KG (Member of the Supervisory Board of 4SC AG)*
Michael Motschmann (Vice Chairman of the Supervisory Board)	63	2023	Member of the Management Board and Head of Equity Investments of MIG Verwaltungs AG
Prof. Christoph Huber, M.D. (Member of the Supervisory Board)	76	2023	Chairman Emeritus of the Johannes Gutenberg University Mainz
Dr. Ulrich Wandschneider (Member of the Supervisory Board)	59	2023	Independent consultant to companies in the pharma, biotech, medtech sciences and health care industry

*Member of the Supervisory Board of AiCuris AG since February 2021.

The business address of the members of the Supervisory Board is the same as the business address of BioNTech: An der Goldgrube 12, D-55131 Mainz, Germany.

German law does not require that the majority of Supervisory Board members be independent, and neither the Articles of Association nor the rules of procedure of the Supervisory Board provide otherwise. In the opinion of the Supervisory Board, an appropriate number of the Supervisory Board members are independent of the shareholders (i.e. of the entire Supervisory Board) if the Supervisory Board has two independent members. In fact, three members are independent, namely Michael Motschmann, Prof. Christoph Huber, M.D. and Dr. Ulrich Wandschneider. The Supervisory Board considers Mr. Motschmann and Prof. Huber, M.D. to be independent irrespective of the fact that they will soon have served on the Supervisory Board for a period of more than 13 years; this does not constitute a conflict of interest. The rules of procedure for the Supervisory Board stipulate that the Supervisory Board should include an independent member with expertise in the fields of accounting, internal control processes and auditing. Dr. Ulrich Wandschneider fulfills this criterion.

Under European law, a member of the Supervisory Board of an SE may be elected for a maximum term to be specified in the Articles of Association, which must not exceed six years. A re-election, including a repeated re-election, is permissible. The shareholders' meeting may specify a term of office for individual members or all of the members of the Supervisory Board, which is shorter than the standard term of office and, subject to statutory limits, may set different start and end dates for the terms of members of the Supervisory Board. The Articles of Association provide for a term of approximately five years, depending on the date of the annual general shareholders' meeting in the year in which the term of the relevant member is to expire.

The shareholders' meeting may, at the same time as it elects the members of the Supervisory Board, elect one or more substitute members. The substitute members replace members who cease to be members of the Supervisory Board and take their place for the remainder of their respective terms of office. Currently, no substitute members have been elected or have been proposed to be elected.

Members of the Supervisory Board may be dismissed at any time during their term of office by a resolution of the shareholders' meeting adopted by at least a simple majority of the votes cast. In addition, any member of the Supervisory Board may resign at any time by giving one month's written notice – or, in the event of cause, giving written notice with immediate effect – of his or her resignation to the Management Board.

The Supervisory Board elects a chairperson and a deputy chairperson from its members. The deputy chairperson exercises the chairperson's rights and obligations whenever the chairperson is unable to do so. The members of the Supervisory Board have elected Mr. Helmut Jeggle as chairperson and Dr. Ulrich Wandschneider as deputy chairperson, each for the term of their respective membership on the Supervisory Board.

The Supervisory Board meets at least twice each calendar half-year. The Articles of Association provide that a quorum of the Supervisory Board members is present if at least three of its members participate in the vote. Members of the Supervisory Board are deemed present if they attend the meeting via telephone or other (electronic)

means of communication (including via video conference) or submit their written vote through another member. Additionally, the Articles of Association allow for resolutions to be taken via telephone or other (electronic) means of communications (including via video conference).

Resolutions of the Supervisory Board are passed by the vote of a simple majority of the votes cast unless otherwise required by law, the Articles of Association or the rules of procedure of the Supervisory Board. In the event of a tie, the chairperson of the Supervisory Board has the casting vote. The Supervisory Board is not permitted to make management decisions, but in accordance with European and German law and in addition to its statutory responsibilities, it has determined that certain matters require its prior consent, including:

- entering into certain large transactions;
- creating or holding any interests in businesses (other than wholly-owned subsidiaries) or disposing of shares in businesses (except for a sale of JPT);
- issuing shares from authorized capital, unless the shares are issued pursuant to a redemption of stock appreciation rights; and
- acquiring treasury shares in return for valuable consideration.

The compensation of the members of the Supervisory Board is described in the following compensation report.

The Supervisory Board conducted a self-assessment for the 2020 financial year. It covered all key aspects of the work of the Supervisory Board including its committees by means of a questionnaire to be completed by all members. The Supervisory Board evaluated and discussed the results of the self-assessment at a subsequent Supervisory Board meeting and discussed possible suggestions for improvement. This confirmed the professional, very good cooperation within the Supervisory Board and with the Management Board, which is characterized by a high level of trust. No fundamental need for change was identified.

Supervisory Board Practices

Decisions are generally made by the Supervisory Board as a whole, however decisions on certain matters may be delegated to committees of the Supervisory Board to the extent permitted by law. The chairperson, or if he or she is prevented from doing so, the deputy chairperson, chairs the meetings of the Supervisory Board and determines the order in which the agenda items are discussed, the method and order of voting, as well as any adjournment of the discussion and passing of resolutions on individual agenda items after a due assessment of the circumstances. The Supervisory Board may designate further types of actions as requiring its approval.

In addition, each member of the Supervisory Board is obliged to carry out his or her duties and responsibilities personally, and such duties and responsibilities cannot be generally and permanently delegated to third parties. However, the Supervisory Board and its committees have the right to appoint independent experts for the review and analysis of specific circumstances in accordance with its control and supervision duties under applicable European and German law. BioNTech would bear the costs of any such independent experts that are retained by the Supervisory Board or any of its committees.

Pursuant to Section 107 (3) AktG, the supervisory board may form committees from among its members and charge them with the performance of specific tasks. The committees' tasks, authorizations and processes are determined by the supervisory board. Where permissible by law, important powers of the supervisory board may also be transferred to committees.

By resolution, the Supervisory Board has established an Audit Committee, a Compensation, Nominating and Governance Committee and a Capital Markets Committee. Set forth in the table below are the current members of the Audit Committee, the Compensation, Nominating and Corporate Governance Committee and the Capital Markets Committee.

Name of committee	Current members
Audit Committee	Dr. Ulrich Wandschneider, Michael Motschmann and Prof. Christoph Huber, M.D.
Compensation, Nominating and Corporate Governance Committee	Michael Motschmann, Prof. Christoph Huber, M.D. and Dr. Ulrich Wandschneider
Capital Markets Committee	Helmut Jeggle and Michael Motschmann

Audit Committee

The Audit Committee consists of Dr. Ulrich Wandschneider, Michael Motschmann and Prof. Christoph Huber, M.D.. Dr. Ulrich Wandschneider is the chair of the Audit Committee. The Audit Committee assists the Supervisory Board in overseeing the accuracy and integrity of the financial statements, the accounting and financial reporting processes and audits of the financial statements, the effective functioning of the internal control system, the risk management system, the compliance with legal and regulatory requirements, the independent auditor's qualifications and independence, the performance of the independent auditor and the effective functioning of the internal audit functions, and, subject to certain limitations, adopts and implements pertinent decisions on behalf of the Supervisory Board. The Audit Committee's duties and responsibilities to carry out its purpose, include, among others:

- considering the commissioning of the audit engagement, as well as the compensation, retention and oversight of the independent auditor;
- evaluating the qualifications, independence and performance of the independent auditor;
- reviewing and pre-approving the audit and non-audit services to be performed by the independent auditor;
- reviewing and discussing with the independent auditor and management the annual audit plan, as well as critical accounting policies and practices to be used;
- reviewing and discussing with the independent auditor and management the adequacy and effectiveness of the internal accounting controls and critical accounting policies;
- reviewing and discussing with the independent auditor and management the results of the annual audit;
- reviewing and discussing with the independent auditor and management any quarterly or annual earnings announcements;
- reviewing any related party transactions and reviewing and monitoring potential conflict of interest situations on an ongoing basis for compliance with the policies and procedures; and
- overseeing procedures for the receipt, retention and treatment of complaints received regarding accounting, internal accounting controls or auditing matters.

Within the limits of applicable European and German law, the Audit Committee shall have the resources and authority appropriate to discharge its duties and responsibilities, including the authority to select, retain, terminate, and approve the fees and other engagement terms of special or independent counsel, accountants or other experts and advisors, as it deems necessary or appropriate for so discharging its duties and responsibilities, without seeking approval of the Management Board or Supervisory Board.

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

Compensation, Nominating and Corporate Governance Committee

The Compensation, Nominating and Corporate Governance Committee consists of Michael Motschmann, Prof. Christoph Huber, M.D. and Dr. Ulrich Wandschneider. Mr. Motschmann is the chair of the committee. The Compensation, Nominating and Corporate Governance Committee's duties and responsibilities to carry out its purpose include, among others:

- preparing and discussing with management policies relating to the remuneration of the members of the Management Board;
- reviewing and supervising corporate goals and objectives for the remuneration of the members of the Management Board, including evaluation of the performance of the members of the Management Board in light of these goals and proposals to the Supervisory Board for remuneration based on such evaluations;
- reviewing all equity-based compensation plans and arrangements and making recommendations to the Supervisory Board regarding such plans;
- assisting with identifying and recruiting candidates to fill positions on the Management Board and the Supervisory Board;

- considering any corporate governance issue that arises and developing appropriate recommendations for the Supervisory Board; and
- overseeing the evaluation of the Supervisory Board and reporting on its performance and effectiveness.

Capital Markets Committee

The Capital Markets Committee consists of Helmut Jeggle and Michael Motschmann. Mr. Jeggle is the chair of the committee. The Capital Markets Committee advises the Supervisory Board on issues in connection with capital measures and takeover, merger and acquisition activities. Its responsibilities include the following tasks:

- overseeing the activities of the Company relating to its capital structure and capital raising, including preparation for and implementation of public offerings and share issuances; and
- overseeing the activities of the Company relating to takeovers, mergers and acquisitions activities.

5.2.2 Management Board

The Management Board consist of at least two members. The Supervisory Board determines the exact number of members of the Management Board. Pursuant to the Articles of Association, the Supervisory Board may also appoint a chairperson or a spokesman of the Management Board. Prof. Ugur Sahin, M.D. has been appointed the chair of the Management Board.

Name	Age	Term expiration	Position (main areas of responsibility)
Prof. Ugur Sahin, M.D.	55	2022	Chairman of the Management Board (Chief Executive Officer) (Research and Development, Scientific Collaborations, Patent Applications, Quality Assurance, and Project Management)
Sean Marett	55	2022	Chief Business Officer and Chief Commercial Officer (Business Development, Alliance Management, Marketing and Sales, Legal and Intellectual Property)
Dr. Sierk Poetting	47	2022	Chief Financial Officer and Chief Operating Officer (Finance, Human Resources, Purchasing, Production, IT, Laboratories and Infrastructure, and Internal Communications)
Dr. Özlem Türeci, M.D.	53	2022	Chief Medical Officer (Clinical Development, Regulatory and Medical Affairs)
Ryan Richardson	41	2022	Chief Strategy Officer (Corporate Strategy, Capital Market Responsibility, Investor Relations and External Communications)

Ryan Richardson's appointment to the board became effective on January 12, 2020.

The members of the Management Board are appointed by the Supervisory Board for a term of up to five years. They are eligible for reappointment or extension, including repeated re-appointment and extension, after the completion of their term in office, in each case again for up to an additional five years. Under certain circumstances, such as a serious breach of duty or a vote of no confidence by the shareholders in a shareholders' meeting, a member of the Management Board may be removed from office by the Supervisory Board prior to the expiration of his or her term.

The members of the Management Board conduct the daily business of BioNTech in accordance with applicable laws, the Articles of Association and the rules of procedure for the Management Board adopted by the Supervisory Board. They are generally responsible for the management of the Company and for handling daily business relations with third parties, the internal organization of the business and communications with the shareholders.

A member of the management board of an SE governed by German law may not deal with or vote on matters relating to proposals, arrangements or contractual agreements between himself or herself and the Company, and a member of the Management Board may be liable if he or she has a material interest in any contractual agreement between BioNTech and a third party which is not disclosed to and approved by the Supervisory Board.

The rules of procedure for the Management Board provide that certain matters require a resolution of the entire Management Board, in addition to transactions for which a resolution adopted by the entire Management

Board is required by law or required by the Articles of Association. In particular, the entire Management Board shall decide on, among others:

- the budget plan for the following year, which is to be presented by the Management Board to the Supervisory Board by December 20 of each year;
- reporting to the Supervisory Board;
- all measures and transactions that require the Supervisory Board's approval;
- all measures and transactions relating to a business area that is of extraordinary importance to us or involving an extraordinary economic risk;
- taking on new lines of business or discontinuing existing lines of business;
- acquisitions or sales of interests or holdings; and
- certain large transactions.

The compensation of the members of the Management Board is described in the following compensation report.

5.3 Objectives for the Appointment of the Management Board in accordance with Section 76 (4) AktG and the Supervisory Board in accordance with Section 111 (5) AktG and Diversity Concept

BioNTech's social commitment in its core business is complemented by good corporate governance. In this context, the composition of the Management Board and Supervisory Board as well as long-term succession planning must be appropriately adapted to the needs of the Company. In addition to the professional and personal qualifications of the members of the Management Board and the Supervisory Board, BioNTech takes diversity and the appropriate participation of women into account in the composition of both bodies. Furthermore, BioNTech pays attention to a balanced age structure to ensure long-term succession planning and has set the maximum age of members of the Management Board at 70 years and members of the Supervisory Board at 80 years. The Management Board and the Supervisory Board are of the opinion that the current composition takes full account of the objectives thus defined for the composition of these bodies.

In BioNTech's Management Board, which currently consists of five members, Dr. Özlem Türeci, M.D., assumes the function of Chief Medical Officer. Thus, the current female quota of the Management Board is 20%.

Overall, 45% (previous year 34%) of the members of the top management level below BioNTech's Management Board are women. At the second highest management level below the Management Board, 45% (previous year 48%) of the positions at BioNTech are filled by women.

On May 4, 2020, the Supervisory Board set the target for the proportion of women on the Management Board at 25% and on the Supervisory Board at 25% in accordance with Section 111 (5) AktG. The deadline by which this target is to be achieved was set at December 31, 2022.

In accordance with Section 76 (4) AktG, the Management Board also resolved on April 29, 2020 to set a target for the number of women in management positions. The share of women in the top management level below the Management Board and the second top management level below the Management Board is to be at least 30% in each case. The respective target figure is to be achieved by December 31, 2022 at the latest. This target was already achieved in 2020.

5.4 Integrity and Ethics

Compliance

BioNTech has implemented a full compliance program consisting of three typical compliance program elements: prevention, detection and response.

Prevention

- Policies and procedures (accessible to all employees)
- Campaigns to reinforce strong ethical values (compliance principles "Integrity, Transparency & Responsibility" are part of every communication measure and are supported by the behavior of the managers)

- Training and communication (due to COVID-19, face-to-face classroom training was replaced by online videos)
- Third party due diligence

Reveal

- Whistleblowing hotline ("Ethics Contact Point")
- Monitoring systems and auditing
- Internal investigations

Reaction

- Disciplinary actions as results of investigations
- Remedial actions as a result of investigations and audits

The measures listed above are enabled by a digital compliance platform provided by the service provider GAN Integrity. The name of the platform is Best Practices Hub (BxP Hub). The platform offers a wide range of features that support policy rollout, training, monitoring activities, and the whistleblowing hotline.

Resources for the further development and implementation of the compliance program will be increased. Overall responsibility for the compliance program lies with the Management Board. The Audit Committee receives regular reports on the functioning of the compliance program. In addition, the measures to strengthen corporate compliance – irrespective of the overall responsibility of the Management Board – are regularly presented and discussed in the CSR Steering Board.

In addition to the core tasks carried out by the Compliance team, the Company has set up a Compliance Advisory Committee (CAC) made up of senior executives from various functions such as Quality Assurance, Legal, Finance, Controlling and Operations to address potential compliance risks in a concerted and cross-functional manner. The CAC also plays a critical role in the new policy governance model that the Company launched in 2020. The CAC reviews and discusses all new policies (apart from compliance policies). This is to ensure that all policies and guidelines (outside of GxP compliance) are streamlined and reviewed across disciplines. All corporate policies are rolled out via the BxP Hub.

Code of Business Conduct & Ethics

To strengthen good corporate governance, the Code of Business Conduct & Ethics was revised in 2019. The Code of Conduct applies to all members of the Supervisory Board, members of the Management Board, directors of subsidiaries and employees of BioNTech. The Code is accessible online at www.biontech.de. It is considered the fundamental basis for conduct when performing activities for/on behalf of BioNTech. It provides an overview of the general requirements that reflect compliance with laws, regulations and BioNTech's internal policies. It covers, among other topics, human rights and international labor standards, anti-discrimination, patient safety, data protection, occupational safety, anti-corruption and fair competition. The Code is communicated to every BioNTech employee, and all employees are required to sign to understand and comply. In addition, compliance with the Code will be part of BioNTech's employment contracts beginning in April 2021. If an employee violates the Code of Conduct, this may result in a range of disciplinary consequences up to and including termination of employment.

Conflict of interest Policy

BioNTech has adopted a Conflicts of Interest Policy that sets forth the procedures by which the Company manages potential and actual conflicts of interest. According to the Conflicts of Interest Policy, which applies to all members of the Supervisory Board, members of the Management Board, directors of subsidiaries and employees of the Company, any actual, potential or perceived conflict of interest must be disclosed. If the conflict is of a transactional nature and involves a member of the Management Board or the Supervisory Board, the Management Board or the Supervisory Board, respectively, decides whether to approve the transaction with the abstention of the conflicted member.

Anti-Bribery and Anti-Corruption (ABAC) Policy

BioNTech is committed to eliminating all forms of corruption, including extortion and bribery. By signing the UN Global Compact in March 2020, BioNTech has underlined these principles.

The Company has an Anti-Corruption and Anti-Bribery Policy ABAC, which is subject to annual review (latest version dated November 2020). Accordingly, BioNTech has a zero tolerance policy towards corruption and bribery and prohibits any form of bribery (passive or active; indirect or direct). Every employee and consultant providing longer-term services to the Company is required to receive training on and sign the ABAC policy. In addition, the ABAC clauses are part of any contract entered into with high risk business partners (sales intermediaries, third parties acting on behalf of BioNTech). For BioNTech, bribery - no matter by whom, at what level, in what organization - is never acceptable.

In addition, the Company has implemented a third party due diligence process that addresses potential ABAC risks. Based on certain criteria, high-risk third parties are screened for potential risks. Once the third-party due diligence process has been utilized, the Legal Department includes ABAC provisions in the relevant contracts as a standard measure to mitigate ABAC risk from third parties acting on behalf of BioNTech.

Donation Policy

A donation strategy was developed by the CSR team and approved directly by the Management Board. A Donation Policy was approved and implemented by the Management Board on November 1, 2020. The Policy defines donations and the approval process for donations made by BioNTech. Donations must be within the scope of the defined Donation Strategy and Policy and are reviewed and approved individually by the Compliance Advisory Committee.

All donations will be reviewed against the following basic requirements:

- The donation is made to a charitable or non-profit organization and not to an individual or for-profit company. Donations are not made to health care organizations.
- Donations to public hospitals or clinics in developing countries (especially LICs, “Low Income Countries”, MICs, “Middle Income Countries”) are acceptable under strict compliance review.
- There are no parallel (business) relationships between BioNTech and the organization receiving the donation.
- BioNTech may not receive parallel services from the receiving organization, including related organizations.
- The donation does not serve the personal interests of any individual.
- The donation does not directly/specifically serve BioNTech’s commercial interests.
- The receiving organization is properly registered or accredited under applicable local laws to receive donations.

6 Remuneration Report

6.1 Remuneration of Supervisory Board Members

The compensation of the Supervisory Board is set out in the Articles of Association of BioNTech SE. In addition to reimbursement of their expenses, the members of the Supervisory Board receive purely fixed compensation. The annual fixed compensation of the ordinary members amounts to €50 thousand. The chairman of the Supervisory Board receives three times the amount of an ordinary member, i.e. €150 thousand. The vice chairman is entitled to €75 thousand.

(in thousand)	**Helmut Jeggle**	**Michael Motschmann**	**Prof. Christoph Huber, M.D.**	**Dr. Ulrich Wandschneider**
2020	€150	€50	€50	€95
2019	€150	€50	€50	€95

If a Supervisory Board member does not serve the Supervisory Board or a committee for the entire financial year, the compensation is reduced pro rata temporis. The same applies if the Articles of Association relating to the compensation of Supervisory Board members become invalid in the course of a year (e.g. because the Articles of Association have been repealed).

The Company reimburses each member for the value added tax due on his or her compensation.

There are no agreements or arrangements between the Company and the members of the Supervisory Board providing for benefits upon termination of their Supervisory Board activities.

6.2 Remuneration of Management Board Members

BioNTech has concluded agreements with all members of the current Management Board. The agreements with the members of the Management Board provide for payments and benefits (also upon termination of employment) that are in line with the usual market.

The following are the terms of the current agreements with the Management Board:

- Prof. Ugur Sahin, M.D.: December 31, 2022
- Sean Marett: September 30, 2022
- Dr. Sierk Poetting: September 30, 2022
- Dr. Özlem Türeci, M.D.: May 31, 2022
- Ryan Richardson: December 31, 2022

From January 1, 2019 to August 31, 2019, the annual base salaries for the members of the Management Board, Prof. Ugur Sahin, M.D., Sean Marett, Dr. Sierk Poetting and Dr. Özlem Türeci, M.D., were €210 thousand, €360 thousand, €300 thousand, and €300 thousand, respectively. Effective September 1, 2019, the annual base salaries for Prof. Ugur Sahin, M.D., Sean Marett, Dr. Sierk Poetting, and Dr. Özlem Türeci, M.D., increased to €360 thousand, €400 thousand, €360 thousand, and €360 thousand, respectively. Effective January 1, 2020, the annual base salary for Ryan Richardson is €320 thousand. In December 2019, the Management Board members, Prof. Ugur Sahin, M.D., Sean Marett, Dr. Sierk Poetting, and Dr. Özlem Türeci, M.D., were each promised a bonus of €50 thousand, which was paid in 2020.

The current service agreements with the Management Board provide for short-term incentive compensation of up to a maximum of 50% of the annual base salary. The amount of such short-term incentive compensation depends on the achievement of certain corporate targets in a given financial year. These targets are set uniformly for all Management Board members. Half of the incentive compensation is paid out promptly upon achievement of the applicable Company goals. The remaining amount is payable one year later, subject to adjustments relative to the share price development in that year. The provisions relating to the short-term incentive compensation took effect from January 1, 2020, being the beginning of the first year after the year in which the Company's shares or ADSs were listed on a stock exchange or other multilateral trading system, e.g. as of the first year after the completion of the IPO.

In addition, the service agreements of the Management Board provide for long-term incentive compensation in terms of a yearly grant of options to purchase BioNTech Shares. The options granted each year will be subject to the terms, conditions, definitions and provisions of the ESOP (Employee Stock Ownership Plan) and the applicable option agreement thereunder. The number of options to be granted each year to Prof. Ugur Sahin, M.D., Sean Marett, Dr. Sierk Poetting, Dr. Özlem Türeci, M.D., and Ryan Richardson is to be calculated based on a value of €750 thousand, €300 thousand, €300 thousand, €300 thousand, and €260 thousand, respectively, in each case divided by the amount by which a certain target share price exceeds the exercise price (which in the case of each grant is equal to the stock price as of the time of that grant). The value used to calculate the number of options for Ryan Richardson increases to €280 thousand for the year 2022. These provisions in relation to the long-term incentive compensation took effect from January 1, 2020.

There are no agreements or arrangements between the Company and the members of the Management Board providing for benefits upon termination of Management Board membership.

In the 2020 and 2019 financial years the members of the Management Board received total compensation of €23.7 million and €19.6 million, respectively.

(in thousands)	**Prof. Ugur Sahin, M.D.**	**Sean Marett**	**Dr. Sierk Poetting**	**Dr. Özlem Türeci, M.D.**	**Ryan Richardson** [1]
Fixed compensation and short-term incentive incurred					
2020	€450	€500	€450	€450	€400
2019	€311	€423	€370	€370	-
Fringe benefits [2]					
2020	6	11	11	-	4
2019	5	12	11	-	-
Short-term incentive accrued [3]					
2020	148	163	148	148	133
2019	-	-	-	-	-
Share-based payments [4]					
2020	15,913	1,613	1,613	433	1,128
2019	6,748	1,180	1,180	9,043	-
Total					
2020	**€16,517**	**€2,287**	**€2,222**	**€1,031**	**€1,665**
2019	**€7,064**	**€1,615**	**€1,561**	**€9,413**	**-**

(1) Ryan Richardson was appointed to the Management Board as Chief Strategy Officer (CSO) and Managing Director on January 12, 2020. Expenses from a bonus arrangement agreed with Ryan Richardson in advance of his appointment to the Management Board are included in the share-based payments amount. 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 have not yet been issued.

(2) Includes social security, health and additional insurance, company bike and travel expenses.

(3) 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 award’s vesting period beginning as of the service commencement date (January 1, 2020) until each separate determination date and are remeasured until settlement date.

(4) The fair value was determined in accordance with the provisions of IFRS 2 “Share-based Payment”. This table shows the pro-rata share of personnel expense resulting from the stock-based payment for the respective financial year.

The table below provides an overview of the stock options granted in the financial years 2020 and 2019 issued to members of the Management Board.

	Grant date[1]	Number of ordinary shares underlying stock options [2]	Option exercise price (€)	Option expiration date
Prof. Ugur Sahin, M.D.	11/15/2018	1,830,348	10.14	09/17/2026
	10/10/2019 [3]	4,374,963	13.60	10/11/2029
	02/13/2020 [4]	97,420	28.32	02/13/2030
	2021 [5]	39,826 [5]	67.26 [5]	2031 [5]
	2022 [5]	39,817 [5]	67.27 [5]	2032 [5]
Sean Marett	11/15/2018	610,110	10.14	09/17/2026
	02/13/2020 [4]	38,968	28.32	02/13/2030
	2021 [5]	15,930 [5]	67.26 [5]	2031 [5]
	2022 [5]	15,927 [5]	67.27 [5]	2032 [5]
Dr. Sierk Poetting	11/15/2018	610,110	10.14	09/17/2026
	02/13/2020 [4]	38,968	28.32	02/13/2030
	2021 [5]	15,930 [5]	67.26 [5]	2031 [5]
	2022 [5]	15,927 [5]	67.27 [5]	2032 [5]
Dr. Özlem Türeci, M.D.	11/15/2018	1,952,334	10.14	09/17/2026
	02/13/2020 [4]	38,968	28.32	02/13/2030
	2021 [5]	15,930 [5]	67.26 [5]	2031 [5]
	2022 [5]	15,927 [5]	67.27 [5]	2032 [5]
Ryan Richardson [7]	11/15/2018	149,508	10.14	09/17/2026
	02/13/2020 [4]	33,772	28.32	02/13/2030
	2021 [5]	13,806 [5]	67.26 [5]	2031 [5]
	2022 [5]	14,865 [5]	67.27 [5]	2032 [5]

(1) Except as otherwise indicated, all options fully vest on September 16, 2022.

(2) The number of ordinary shares reflects the effect of the capital increase due to a share split of 1:18, which became effective on September 8, 2019 upon registration in the commercial register.

(3) The option vests annually in equal installments after four years, on October 10 of 2020, 2021, 2022 and 2023.

(4) The options vest in four equal installments on February 13 of 2021, 2022, 2023 and 2024.

(5) As of December 31, 2020, the estimate on options expected to be granted in 2021 and 2022 was based on estimated allocation dates in the middle of 2021 and 2022, respectively. For the grants with estimated allocation dates, the exercise prices and the number of expected grants were derived from the Monte Carlo simulation model. These parameters are adjusted until the actual grant is made and the number of options granted and the exercise price are ultimately determined. 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

(6) The options vested on March 16, 2019; however these options will not become exercisable until September 16, 2022.

(7) Ryan Richardson was appointed to the Management Board as Chief Strategy Officer (CSO)and Managing Director on January 12, 2020. The share options granted on November 15, 2018 under the Employee Stock Ownership Plan were granted before his appointment to the Management Board.

(8) The options vested on October 10, 2019; however these options will not become exercisable until September 16, 2022.

ESOP program (Employee Stock Ownership Plan)

Based on a pertinent authorization of the general meeting on August 18, 2017, BioNTech has established a share option program granting options to subscribe for shares of the Company to certain employees. The program

is designed as an Employee Stock Ownership Plan (ESOP). BioNTech offered a certain number of rights (option rights) to the participants upon express consent. 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. The option rights (other than Dr. Özlem Türeci's and Ryan Richardson's options referred to above) 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. The option rights can be exercised at the latest eight years after the allocation date. If they have not been exercised by that date, they will forfeit without compensation.

By resolution of the Annual General Meeting on August 19, 2019, the authorization to issue such option rights was amended to require that the average closing price of the Company's shares or the average closing price of the right or certificate to convert into an amount per share on the ten trading days immediately preceding the exercise must exceed the exercise price by at least 28%, with this percentage increasing by seven percentage points from the fifth anniversary of the issue date and from each subsequent anniversary. In addition to the above requirements, exercise is only possible if the share price (calculated using the price of the ordinary share underlying the ADSs) has performed similarly to or better than the Nasdaq Biotechnology Index. The changes made have no effect on option rights already issued.

Stock option of the Chairman of the Management Board

In September 2019, BioNTech granted Prof. Ugur Sahin, M.D., an option to purchase 4,374,963 common shares, subject to Prof. Sahin's continuous employment. The options' exercise price per share is the Euro translation of the public offering price from BioNTech's initial public offering, €13.60 ($15.00). The option will vest annually in equal installments after four years, beginning on the first anniversary of the IPO, and may be exercised four years after the IPO. The option rights can be exercised up to ten years after the grant date. If they have not been exercised by this date, they expire without compensation.

Stock options of the Management Board

From the beginning of 2020, the first year following the completion of the IPO, until the end of the term of the Management Board member's employment agreement, the service agreements with the Management Board provide for a long-term incentive compensation in terms of a yearly grant of options to purchase ordinary shares. The options allocated each year will be subject to the terms, conditions, definitions and provisions of the ESOP and the applicable option agreement thereunder. The allocation of the number of issued options in 2020 occurred as of February 13, 2020. As of December 31, 2020, the assessment about options expected to be granted in 2021 and 2022 was based on estimated allocation dates in the middle of the years 2021 and 2022, respectively. The per share exercise price of the options is the Euro equivalent of the arithmetic mean of the closing prices of the ten last trading days prior to the allocation date. For the award allocated as of February 13, 2020 the exercise price has been determined to be $30.78 (€28.32). For the awards with estimated allocation dates the exercise prices and the numbers of options expected to be allocated have been derived from the Monte-Carlo simulation model. Those parameters will be adjusted until the actual allocation has occurred and the number of options granted and the exercise price has ultimately been determined. 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 options expire ten years after the allocation date. If they have not been exercised by that date, they will lapse without compensation.

7 Corporate Responsibility Report

In research and, since the end of 2020, as a commercially-producing biotech company, BioNTech bears responsibility not only for its business, but also for the way business is done. Since 2019, BioNTech has been strategically addressing the issue of Corporate Social Responsibility (CSR). Overall responsibility for CSR lies with the Management Board, which is supported strategically by the CSR Steering Board and operationally by the CSR Team.

BioNTech's CSR management including the fields of action, material CSR topics as well as the CSR program will be presented in detail in a separate Sustainability Report 2020 and made available online at www.biontech.de. With the publication of relevant and material non-financial information, BioNTech addresses all stakeholders and in particular investors with high expectations regarding the performance of companies in the areas of environmental, social and governance (ESG).

8 Events after the Reporting Period

A detailed description of the events after the reporting period can be found in the notes to the consolidated financial statements and statements of BioNTech SE.

Mainz, April 9, 2021

BioNTech SE

Prof. Ugur Sahin, M.D.
Chairman of the Board
(Chief Executive Officer, CEO)

Sean Marett
Chief Business Officer (CBO) and Chief Commercial Officer (CCO)

Dr. Sierk Poetting
Chief Financial Officer (CFO) and Chief Operating Officer (COO)

Dr. Özlem Türeci, M.D.
Chief Medical Officer
(Chief Medical Officer, CMO)

Ryan Richardson
Chief Strategy Officer (CSO)