

**Annual General Meeting of BioNTech SE on 22 June 2021  
in the form of a virtual general meeting without shareholders and their proxies being  
physically present**

The Management Board of BioNTech SE, with the approval of the Supervisory Board, has decided to hold the Annual General Meeting as a virtual meeting without the physical presence of shareholders or their proxies due to the ongoing COVID 19 pandemic. Physical participation by shareholders or their proxies is therefore excluded. The legal basis for holding a virtual Annual General Meeting is the German Act Concerning Measures Under the Law of Companies, Cooperative Societies, Associations, Foundations and Commonhold Property to Combat the Effects of the COVID 19 Pandemic of 27 March 2020 (German Federal Law Gazette Part I 2020, p. 569), as last amended by the German Act to Further Accelerate the Discharge of Residual Debt Proceedings and to Adjust Pandemic-Related Provisions Under the Law of Companies, Cooperative Societies, Associations, Foundations and Under Tenancy Law of 22 December 2020 (German Federal Law Gazette Part I 2020, p. 3328) ("**COVID-19 Act**").

The notice convening the Annual General Meeting already contains information within the meaning of Article 56 sentences 2 and 3 of Council Regulation (EC) No. 2157/2001 (SE Regulation), Sec. 50 para. 2 of the German SE Implementation Act (German SE Implementation Act), Sec. 122 para. 2, Secs. 126 para. 1, 127 and Sec. 131 para. 1 of the German Stock Corporation Act (*Aktiengesetz*) and Sec. 1 of the COVID-19 Act. The following information provides a further explanation of these regulations.

**Explanatory notes to the shareholders' rights**

- (a) *Right to put additional items on the agenda pursuant to Art. 56 sentences 2 and 3 SE Regulation, Sec. 50 para 2 German SE Implementation Act, Sec. 122 para. 2 AktG*

Shareholders whose shares separately or collectively reach 5% (corresponding to 12,315,504 shares) of the share capital or a notional interest of EUR 500,000.00 (corresponding to 500,000 shares) of the share capital (the "**Minimum Holding**") may request that items be put on the agenda and be announced. This Minimum Holding is required for requests made by shareholders of a European company (*Societas Europaea*) to put additional items on the agenda pursuant to Art. 56 sentence 3 SE Regulation in conjunction with Sec. 50 para. 2 German SE Implementation Act.

The request shall be made in writing and addressed to the Company; each new item of the agenda must be accompanied by a statement of reasons or by a proposed resolution. The request to put an additional item on the agenda may also concern an issue for discussion without resolution. The request must be received by the Company by **28 May 2021, 24:00 hrs CEST** at the latest. Please send a corresponding request to the following postal address:

BioNTech SE  
- Management Board -  
An der Goldgrube 12  
55131 Mainz  
Germany

Any additional items on the agenda that have to be announced will be published in the Federal Gazette (*Bundesanzeiger*) without delay upon receipt of the request, provided that they have already been announced with the invitation to the Annual General Meeting. They will also be

published on the Internet Portal which is available via the website „<https://investors.biontech.de/shareholder-information>“ (and to which the shareholders registered in the shareholder register will receive access details together with the invitation letter) ("**Internet Portal**").

The relevant provisions of the SE-Regulation, the German SE Implementation Act and the German Stock Corporation Act establishing this right of shareholders read as follows:

#### **Art. 56 of the SE-Regulation**

One or more shareholders who together hold at least 10 % of an SE's subscribed capital may request that one or more additional items be put on the agenda of any general meeting. The procedures and time limits applicable to such requests shall be laid down by the national law of the Member State in which the SE's registered office is situated or, failing that, by the SE's statutes. The above proportion may be reduced by the statutes or by the law of the Member State in which the SE's registered office is situated under the same conditions as are applicable to public limited-liability companies.

#### **Sec 50 SEAG Convening and adding items to the agenda upon minority request (excerpt)**

(2) One or more shareholders holding at least 5 % of the registered share capital or a nominal amount of at least 500,000 Euro may request that one or more additional items be put on the agenda of any general meeting.

#### **Sec. 122 Convening a Meeting at the Request of a Minority**

(1) A general meeting shall be convened if shareholders whose holdings amount in the aggregate to one-twentieth of the share capital request such a meeting in writing, stating the purpose and the reasons of such meeting; such request shall be addressed to the management board. The articles of association may provide that the right to require a general meeting to be convened shall be linked to a different form or to a lower portion of the share capital. The applicants have to prove that they have been shareholders for at least 90 days prior to the day of the receipt of the request and that they will continue to hold the shares until the decision of the management board regarding their request is made. Sec. 121 para. 7 shall apply correspondingly.

(2) Equally, shareholders whose holdings amount in the aggregate to one-twentieth of the share capital or a proportionate interest of EUR 500,000 may request items to be placed on the agenda and published. Each new item must be accompanied by an explanatory statement or by a draft proposal. Requests within the meaning of sentence 1 must be received by the company at least 24 days, and, in the case of listed companies at least 30 days, prior to the meeting; the day of receipt shall not be included.

(3) If such a request is not complied with, the court may authorize the shareholders who made the request to convene a general meeting or publish the item concerned. At the same time, the court may appoint the chair of the meeting. The notice of the meeting or the publication must refer to the authorization. An appeal may be brought against the ruling. The applicants have to prove that they will continue to hold the shares until the decision of the court is made.

(4) The company shall bear the costs of the general meeting and, in the case of para. 3, the court costs as well if the court has approved of the application.

## **Sec. 121 General Provisions (excerpt)**

(7) In case of deadlines and dates which are calculated back from the date of the meeting, the day of the meeting itself shall not be included in the calculation. Adjourning the meeting from a Sunday, Saturday or a holiday to a preceding or following working day shall not be an option. Secs. 187 to 193 of the German Civil Code (*Bürgerliches Gesetzbuch*) shall not be applied analogously. In case of unlisted companies, the articles of association may provide for a different calculation of the deadline.

## **Sec. 70 Calculating the Shareholding Period**

If the exercise of rights from a share depends on the shareholder having held the share for a certain period of time, the right to demand transfer of title from a credit institution, a financial services institution, or an enterprise operating in accordance with Sec. 53 para. 1 sentence 1 or Sec. 53b para. 1 sentence 1 or para. 7 of the German Banking Act (*Gesetz über das Kreditwesen*) shall be considered equivalent to ownership. The period during which the share was owned by a predecessor in title shall be attributed to the shareholder, provided that the latter has acquired the share without consideration, from the latter's fiduciary, as the universal successor, on the liquidation of a community, or on a transfer of assets in accordance with Sec. 13 of the German Insurance Supervision Act (*Versicherungsaufsichtsgesetz*) or Sec. 14 of the German Building and Loan Associations Act (*Gesetz über Bausparkassen*).

(b) *Countermotions and nominations made by shareholders pursuant to Art. 53 SE Regulation, Secs. 126 para. 1, 127 AktG, Sec. 1 para. 2 sentence 3 COVID-19 Act*

Shareholders are entitled to submit countermotions to a proposal by the Management Board and the Supervisory Board on a specific item of the agenda. Any countermotions must be received by the Company in writing, by fax or by email by **7 June 2021, 24:00 hrs CEST** at the latest together with any statement of reasons, and must have been received exclusively by one of the following addresses:

- via the Internet Portal (see above under Internet Portal),

or

- by mail to the address

Annual General Meeting BioNTech SE  
c/o ADEUS Aktienregister-Service-GmbH  
Postfach 57 03 64  
22772 Hamburg

or

- by fax under +49 (89) 20 70 37 951

or

by e-mail to the address hv@adeus.de

Motions addressed otherwise will not be considered. Shareholders' countermotions which are to be made accessible shall be published on the Internet Portal together with the name of the shareholder and any statement of reasons for the motion without delay upon their receipt. Any

statements or comments made by the management in this respect will also be made accessible on the Internet Portal. The Company may decline to make a countermotion and the accompanying statement of reasons accessible in any of the cases listed in Sec. 126 para. 2 AktG for a non-communication, for example when the countermotion would result in a resolution of the General Meeting that would be illegal or violate the Articles of Association. A statement of reasons for a countermotion does not have to be made accessible if it comprises more than 5,000 characters in total.

No motions may be submitted during the virtual Annual General Meeting. Any countermotion to be made accessible under section 126 AktG will be considered to have been made during the virtual Annual General Meeting if the shareholder submitting the countermotion has been duly registered for the Annual General Meeting.

Shareholders are also entitled to submit election proposals for the election of Supervisory Board members or auditors. The above provision on countermotions also apply to them *mutatis mutandis* with the proviso that the election proposal need not be substantiated. In addition to the aforementioned exclusion criteria of Sec. 126 para. 2 AktG, the election proposal also does not need to be made available if the election proposal does not contain the name, occupation and place of residence of the Supervisory Board members or auditor proposed for election and, in the case of proposals for the election of Supervisory Board members, does not include membership of other statutory supervisory boards.

The relevant provisions of the German Stock Corporation Act and the COVID-19 Act establishing these rights of shareholders read as follows:

### **Sec. 126 Motions by Shareholders**

(1) Motions by shareholders including the shareholder's name, a statement of grounds, and any statement by the management shall be made available to the persons entitled to receive them under Sec. 125 para. 1 to 3 subject to the conditions stated therein if at least 14 days prior to the meeting the shareholder submits to the company, at the address provided in the notice of the meeting, a countermotion to a proposal by the management board and supervisory board concerning a specific item on the agenda, and a statement of grounds. The day of receipt shall not be included. In the case of listed companies, access shall be provided via the company's website. Sec. 125 para. 3 shall apply correspondingly.

(2) A countermotion and its statement of grounds need not be made available:

1. to the extent the management board would incur criminal liability by making it available;
2. if the countermotion would result in a resolution of the general meeting that would be unlawful or in breach of the articles of association;
3. if the statement of reasons contains statements which are obviously false or misleading in material respects or which are defamatory;
4. if the same countermotion by the shareholder based on the same issue has already been made available in accordance with Sec. 125 in relation to a general meeting of the company;

5. if the same countermotion by the shareholder based on an essentially identical statement of reasons has already been made available in accordance with Sec. 125 to at least two general meetings of the company within the past five years and if at the general meeting, less than one-twentieth of the share capital represented has voted in favour of it;

6. if the shareholder indicates that he/she will neither attend nor be represented at the general meeting; or

7. if the shareholder has failed to bring or cause to be brought on his/her behalf a countermotion submitted by him/her at two general meetings within the past two years.

The statement of reasons also need not be made available if it exceeds a total of 5,000 characters.

(3) If several shareholders make countermotions for resolution with respect to the same issue, the management board may consolidate these countermotions and their statements of reasons.

### **Sec. 127 Election proposals by Shareholders**

Sec. 126 shall apply correspondingly to a proposal by a shareholder for the election of members of the supervisory board or auditors of the financial statements. The election proposal need not be accompanied by a statement of reasons. The management board also need not make the election proposal available if it does not contain the information required in accordance with Sec. 124 para. 3 sentence 4 and Sec. 125 para. 1 sentence 5. The management board shall add the following information to any proposal by a shareholder for the election of supervisory board members of listed companies to which the German Codetermination Act (*Mitbestimmungsgesetz*), the German Coal, Iron and Steel Codetermination Act (*Montan-Mitbestimmungsgesetz*) or the German Supplemental Act on Codetermination (*Mitbestimmungsergänzungsgesetz*) applies:

1. reference to the requirements of Sec. 96 para. 2

2. information whether the joint fulfilment has been vetoed against in accordance with Sec. 96 para. 2 sentence 3, and

3. information on how many positions in the supervisory board at least have to be filled by women and men, respectively, in order to comply with the minimum representation requirement pursuant to Sec. 96 para. 2 sentence 1.

### **Sec. 124 Publication of Motions to add items; Proposals for Resolutions (excerpt)**

(3) In the notice of the meeting, the management board and the supervisory board - and in case of a resolution pursuant to Sec. 120a para. 1 sentence 1, the election of the supervisory board members and auditors only the supervisory board - shall make proposals for a resolution in respect of each item on the agenda to be resolved by the general meeting. In the case of companies which are capital-market oriented corporations within the meaning of Sec. 264d of the German Commercial Code (*Handelsgesetzbuch*), CRR-credit institutions within the meaning of Sec. 1 para. 3d) sentence 1 German Banking Act (*Gesetz über das Kreditwesen*), with exception of institutes within the meaning of Sec. 2 para. 1 no. 1 and 2 German Banking Act (*Gesetz über das Kreditwesen*), or insurance companies within the meaning of Art. 2 para. 1 of

regulation 91/674 EWG, the proposal by the supervisory board for the election of the auditor of the financial statements shall be based on the recommendation of the audit committee. Sentence 1 shall not apply if the general meeting is required to comply with election proposals of supervisory board members in accordance with Sec. 6 of the German Coal, Iron and Steel Codetermination Act (*Montan-Mitbestimmungsgesetz*) or if the issue to be resolved was placed on the agenda at the request of a minority. The election proposal of supervisory board members or auditors shall state their name, profession exercised, and place of residence. If the supervisory board must also include employee representatives, resolutions adopted by the supervisory board concerning election proposals of supervisory board members only require a majority of the votes of the shareholder representatives on the supervisory board; Sec. 8 of the German Coal, Iron and Steel Codetermination Act (*Montan-Mitbestimmungsgesetz*) shall not be affected.

### **Sec. 125 Notifications to Shareholders and Members of the Supervisory Board**

(1) Sentence 5 In the case of listed companies, election proposals of supervisory board members shall be accompanied by information concerning the membership of such nominees in other statutory supervisory boards; information relating to their membership in comparable domestic or foreign supervisory bodies of commercial enterprises should be included.

### **Sec. 1 COVID-19 Act (Excerpt)**

(2) Sentence 3 Motions or election proposals by shareholders which are to be made available pursuant to Sec. 126 or Sec. 127 of the German Stock Corporation Act (*Aktiengesetz*) shall be deemed to have been made at the meeting if the shareholder making the proposal is duly authorized and registered for the annual general meeting.

(c) *Shareholders' right to ask questions pursuant to Art. 53 SE Regulation, Sec. 131 para. 1 AktG in conjunction with Sec. 1 para. 2 sentence 1 no. 3, sentence 2 of the COVID-19 Act*

The shareholders' right to information pursuant to Sec. 131 para. 1 AktG is restricted in the case of a virtual Annual General Meeting pursuant to Sec. 1 para. 2 of the COVID-19 Act. Accordingly, shareholders only have the right to ask questions by way of electronic communication (Sec. 1 para. 2 sentence 1 no. 3 COVID-19 Act). The Management Board may also stipulate that questions must be submitted no later than one day prior to the Annual General Meeting (Sec. 1 para. 2 sentence 2, half sentence 2 of the COVID-19 Act). The Management Board of BioNTech SE has made use of this option with the consent of the Supervisory Board. Properly registered shareholders have the right to ask questions by way of electronic communication (cf. Sec. 1 para. 2 sentence 1 no. 3 COVID-19 Act).

Any questions must be submitted no later than one day before the Annual General Meeting, i.e. no later than **June 20, 2021, 24:00 CEST**, by e-mail to the following e-mail address:

Treasury@biontech.de

Questions submitted after the above deadline or not in German will not be considered. It is intended to name the questioners in the context of the question answer in principle, provided that they have not expressly objected to the naming.

Pursuant to Sec. 1 para. 2 sentence 2, half-sentence 1 of the COVID-19 Act, the Management Board shall decide at its own dutiful discretion how to answer questions.

The relevant provisions of the COVID-19 Act establishing this right of shareholders reads as follows:

**Sec. 1 COVID-19 Act (Excerpt)**

(2) The management board may decide that the meeting is held as a virtual general meeting without the physical presence of the shareholders or their authorized representatives, provided that

1. the video and audio transmission of the entire meeting takes place,
2. the exercising of shareholders' voting rights is possible via electronic communication (postal vote or electronic participation) and the granting of powers of attorney,
3. the shareholders are given the right to ask questions by means of electronic communication,
4. the shareholders who have exercised their voting rights in accordance with no. 2 are given the opportunity to object to a resolution of the general meeting, in deviation from Sec. 245 no. 1 of the German Stock Corporation Act, by waiving the requirement to appear at the general meeting.

The management board shall duly decide at its discretion how to answer questions; it may also stipulate that questions must be submitted by electronic communication at least one day before the meeting. [...]

*(d) Right to object against resolutions adopted by the General Meeting*

Shareholders who have exercised their voting rights themselves or through a proxy may, again acting themselves or through a proxy, lodge an objection by e-mail and thus, in deviation from Sec. 245 para. 1 AktG, without physically attending the Annual General Meeting, against any resolution adopted by the Annual General Meeting for the record of the notary public. The objection may be lodged from the beginning of the Annual General Meeting until its end. Any objections must be sent within the specified period to the following e-mail address:

Treasury@biontech.de

The relevant provisions of the German Stock Corporation Act and the COVID-19 Act establishing this right of shareholders reads as follows:

**Sec. 245 Authority to contest (Excerpt)**

The following persons shall be entitled to contest the resolution

1. any shareholder attending the general meeting who had already acquired the shares prior to the announcement of the agenda and who has filed an objection to the resolution in the minutes; [...]

## **Sec. 1 COVID-19 Act**

(2) The management board may decide that the meeting is held as a virtual general meeting without the physical presence of the shareholders or their authorized representatives, provided that

[...]

4. the shareholders who have exercised their voting rights in accordance with no. 2 are given the opportunity to object to a resolution of the general meeting, in deviation from Sec. 245 no. 1 of the German Stock Corporation Act, by waiving the requirement to appear at the general meeting.