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Annual General Meeting of BioNTech SE on 17 May 2024

Report of the Management Board on Agenda Item 9 (Resolution on the cancellation of an existing authorization and the creation of a new authorization to issue bonds with warrants and/or convertible bonds and to exclude subscription rights, together with the cancellation of the existing Conditional Capital WSV 2019 and the creation of a new Conditional Capital WSV 2024 as well as corresponding amendment to the Articles of Association)

The Management Board was authorized by resolution of the Annual General Meeting on August 19, 2019 under agenda item 7 to issue bearer or registered bonds with warrants and/or convertible bonds with a total nominal value of up to EUR 1,500,000,000 until August 18, 2024 with the approval of the Supervisory Board. To service this authorization, Conditional Capital WSV 2019 was created in the amount of EUR 4,861,070, which amounted to EUR 87,499,260 after the implementation of a capital increase from Company funds and, after partial utilization, still amounted to EUR 85,754,868 on the date of publication of the invitation to the 2024 Annual General Meeting (Art. 4 para. 7 of the Company's Articles of Association). In August 2020, the Company made use of the authorization granted by the Annual General Meeting on August 19, 2019 and issued a convertible bond with a total nominal value of EUR 100,000,000; shareholders' subscription rights were excluded.

The existing authorization expires on August 18, 2024. In order to maintain the Company's ability to issue bonds with warrants and/or convertible bonds as flexible financing instruments, the Company's Management Board and Supervisory Board consider it expedient to ensure the Company's comprehensive ability to act, to cancel the expiring authorization and the existing Conditional Capital WSV 2019 and to replace it with a new authorization to issue bonds with warrants and/or convertible bonds with authorization to exclude subscription rights and a new Conditional Capital WSV 2024 - whereby the new Conditional Capital WSV 2024 is considered sufficient in a significantly lower amount compared to the currently existing Conditional Capital WSV 2019.

The proposed authorization to issue bonds with warrants and/or convertible bonds (together "**Bonds")** with a total nominal value of up to EUR 3,000,000,000 and the creation of the associated Conditional Capital WSV 2024 of up to EUR 24,855,220 is intended to continue to give the Company greater flexibility in financing its activities and, in particular, to enable the management to react quickly and flexibly to favorable capital market conditions or financing requirements. This flexibility is essential in a challenging competitive environment in order to be able to respond appropriately to advantageous offers or other opportunities that arise. The new authorization is to be granted again for a term of five years, i.e. until May 16, 2029. Further details are set out in the terms and conditions of the Bond.

Adequate capital resources are an essential basis for the Company's business development and successful market presence. Bonds are important financing instruments for the Company in addition to the traditional options for raising capital. By issuing Bbonds, the Company initially receives low-interest debt capital, which is retained as equity in the event of conversion. The conversion and/or option premiums generated also benefit the Company. The possibility provided for by the proposed authorization to establish conversion and/or option obligations in addition to the granting of conversion and/or option rights extends the flexibility of this financing instrument. The proposed authorization allows the Company to issue the Bonds itself or through a Company directly or indirectly majority-owned by the Company. It should also be possible to provide, among other things, that the Bonds can be serviced in whole or in part instead of payment of the cash amount due by shares in the Company or American Depositary Shares ("**ADS**") in the Company or by shares or rights or certificates representing these in another listed Company or by another form of fulfillment.

The conversion or option price may not fall below a minimum amount, the calculation basis of which is precisely specified. The calculation is based on the stock exchange price of the Company's share or the Company's ADS listed on the NASDAQ at the time the Bond is placed. The conversion or option price must be at least 80% of the volume-weighted average of the closing prices of the Company's shares or the closing prices of the Company's ADSs listed on the NASDAQ to be converted into amounts per share on the last ten trading days prior to the date of the Management Board's resolution on the issue of the respective Bonds. In the cases of the right of substitution and the option or conversion obligation, the minimum price is calculated in accordance with the Bond conditions either according to the aforementioned minimum price or the arithmetic mean of the closing prices of the Company's shares or the closing prices of the Company's ADSs converted into amounts per share on the last ten trading days prior to the final maturity date or the other specified date.

Notwithstanding section 9(1) AktG, the option or conversion price may be reduced on the basis of an anti-dilution clause in accordance with the terms and conditions if, for example, the Company's capital changes during the term of the Bonds, such as a capital increase from Company funds. Adjustments may also be made in the event of a capital reduction or other measures or events that are associated with an economic dilution of the value of the option rights or conversion rights or option or conversion obligations.

In accordance with the statutory provisions, shareholders generally have a subscription right to the bonds (section 221(4) in conjunction with section 186(1) AktG). The shares may also be taken over by one or more credit institution(s), securities institution(s) or companies within the meaning of section 186(5) sentence 1 AktG determined by the Management Board with the obligation to offer them to the Company's shareholders for subscription (so-called indirect subscription right). However, in accordance with the statutory provisions, the Management Board is to be authorized, with the approval of the Supervisory Board, to exclude shareholders' subscription rights to bonds in the cases explained below.

<u>Exclusion of subscription rights for fractional amounts:</u>

The Management Board is to be authorized, with the approval of the Supervisory Board, to exclude shareholders' subscription rights for fractional amounts. This is common practice and objectively justified by the fact that the utilization of the requested authorization is enabled by round amounts and the processing of shareholders' subscription rights is facilitated. This case of exclusion of subscription rights is therefore in the interests of the Company and its shareholders. The so-called "free fractions" excluded from shareholders' subscription rights will either be sold on the stock exchange or otherwise utilized in the best possible way for the Company.

Exclusion of subscription rights in favor of the holders or creditors of Bonds:

Furthermore, the Management Board should be able to exclude shareholders' subscription rights with the approval of the Supervisory Board in order to grant holders or creditors of Bonds with conversion and/or option rights or conversion and/or option obligations that were or are issued by the Company and/or companies in which the Company holds a direct or indirect majority interest a subscription right to Bonds to the extent to which they would be entitled as shareholders after exercising the conversion or option right or after fulfilling an agreed conversion or option obligation. The terms and conditions of such Bonds regularly contain so-called anti-dilution clauses in the event that the Company issues further such Bonds to which the shareholders have a subscription right. To ensure that the value of the Bonds is not impaired by such measures, the holders or creditors of the Bonds are generally compensated either by a reduction in the conversion or subscription price or by the fact that they are also granted subscription rights to Bonds issued at a later date. The authorization to exclude shareholders' subscription rights when issuing Bonds in order to grant subscription rights to the holders or creditors of already issued Bonds with conversion and/or option rights or conversion and/or option obligations serves the purpose of not having to reduce the option or conversion price of the already issued bonds in accordance with the described anti-dilution clauses of the conversion or option conditions. Instead, the holders or creditors of Bonds already issued are to be granted a subscription right to subsequently issued bonds to the extent to which they would be entitled as shareholders after exercising the respective conversion or option right or fulfilling an agreed conversion or option obligation. As the protection against dilution in this case does not have to be guaranteed by a reduction in the option or conversion price, a higher issue price can be achieved for the shares to be issued upon conversion or exercise of the option. The proposed authorization is intended to give the Management Board the opportunity to choose between the two alternatives in the well-understood interests of the Company and the shareholders.

Exclusion of subscription rights for issue against cash payment:

In addition, the Management Board shall be able to exclude shareholders' subscription rights with the approval of the Supervisory Board if the Management Board, after due examination, concludes that the issue price of the Bond is not significantly below its theoretical market value (within the meaning of sections 221(4) sentence 2, 186(3) sentence 4 AktG) as determined using recognized, in particular financial mathematical methods. The aim of this authorization is to enable the Company to take advantage of favorable market situations quickly and at very short notice and to achieve better conditions for the Bonds by setting the conditions close to the market.

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If subscription rights were granted, it would not be possible to set conditions close to the market. Publication of the subscription price is permitted in accordance with sections 221(4) sentence 2 and 186(2) AktG up to three days before the end of the subscription period. However, the volatility on the stock markets and the associated market risk leads to safety discounts when determining the Bond conditions. Uncertainty about the exercise of subscription rights may also jeopardize the successful placement with third parties. Only the exclusion of subscription rights enables rapid action and a short-term reaction to favorable or unfavorable market conditions. By not setting the issue price of the Bonds in these cases significantly below their theoretical market value determined according to recognized, in particular financial mathematical methods, the shareholders' need for protection with regard to an economic dilution of their shareholdings is to be taken into account. When making use of the authorization, the Management Board will strive to achieve the highest possible issue price and, taking into account the respective capital market situation, keep the discount on the market value as low as possible. This will reduce the arithmetical market value of a subscription right to almost zero, so that shareholders will not suffer any relevant economic disadvantage as a result of the exclusion of subscription rights.

The authorization to exclude subscription rights when issuing Bonds against cash payment also applies in accordance with sections 221(4) sentence 2, 186(3) sentence 4 AktG only to Bonds with an option or conversion right or an option or conversion obligation or an option right of the Company to shares with a proportionate amount of the share capital that does not exceed 10% of the share capital, either at the time this authorization becomes effective or - if this amount is lower - at the time this authorization is exercised. This limit of 10% of the share capital shall include those shares or ADSs of the Company that are issued or sold during the term of this authorization in direct or analogous application of section 186(3) sentence 4 AktG with the exclusion of subscription rights. Furthermore, shares or ADSs issued or to be issued to service Bonds with conversion and/or option rights or conversion and/or option obligations are to be counted towards this limit if the Bonds are issued during the term of this authorization on the basis of another authorization in corresponding application of section 186(3) sentence 4 AktG with the exclusion of subscription rights. The above issue limitation applies to ADSs with the proviso that the number of ADSs is to be divided by the number of ADSs representing one share. In the interests of shareholders, these requirements ensure that no Bonds with an option or conversion right or an option or conversion obligation or an option right of the Company to shares are issued if this would result in the exclusion of shareholders' subscription rights for more than 10% of the share capital in total in direct or indirect application of section 186(3) sentence 4 AktG. In addition, shareholders generally have the option of indirectly maintaining their relative shareholding quota and their relative share of voting rights by acquiring the corresponding number of ADSs via the stock exchange, which can also be exchanged for shares at any time, subject to the details of the custody agreement on the ADSs.

<u>Conditional Capital WSV 2024:</u>

The Conditional Capital WSV 2024 is required to be able to fulfill corresponding financing instruments with option or conversion rights, option or conversion obligations or option rights of the Company in relation to shares of the Company, unless other forms of fulfillment are used in whole or in part for servicing.

Utilization of the proposed authorizations:

There are currently no concrete plans to make use of the proposed authorization to issue Bonds. In any case, the Management Board will carefully examine whether the use of the authorization is in the interests of the Company and its shareholders. In particular, it will also examine whether any exclusion of subscription rights is objectively justified in individual cases. The Management Board will report to the next Annual General Meeting on each use of the authorization.

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Mainz, April 2024

BioNTech SE

Management Board

Prof. Dr. Ugur Sahin

Dr. Sierk Poetting

Sean Marett

Prof. Dr. Özlem Türeci

Ryan Richardson

Jens Holstein

Dr. James Ryan