

BIONTECH

MOMENTUM

# BioNTech SE

Compensation Report BioNTech SE, Mainz,  
as of December 31, 2025

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# 1 Compensation Report Introduction

This Compensation Report (this "Report") outlines the main structure and components of the compensation of the current and former members of the Management Board and Supervisory Board of BioNTech SE ("BioNTech", the "Company", the "Group", "we" or "us"), as well as the compensation system applied for the year ended December 31, 2025.

This Report complies with the requirements of Section 162 of the German Stock Corporation Act (Aktiengesetz, "AktG") and the recommendations and suggestions in the April 28, 2022 version of the German Corporate Governance Code (Deutscher Corporate Governance Kodex, "DCGK"). The disclosures in this Report are explicitly not expense-related and do not follow IFRS regulations (as published in our consolidated financial statements) or the requirements of the German Commercial Code (Handelsgesetzbuch, "HGB"; as published in our statutory financial statements).

Our Management Board and Supervisory Board have jointly engaged our external auditor (EY GmbH & Co. KG Wirtschaftsprüfungsgesellschaft, "EY") to formally audit this Report.

All figures are presented in this Report in Euros and rounded down to thousands, millions or full percentages, respectively. Accordingly, figures shown as totals in some tables may not be exact aggregations of the preceding figures, and figures presented in the explanatory notes may not precisely add up to the rounded amounts. Exchange rate conversions from Euro to US Dollar are calculated using the foreign exchange rate published by the German Central Bank (Deutsche Bundesbank) on the day of or preceding the relevant date, as applicable.

Pursuant to Section 120a Paragraph 4 AktG, we will propose that the Annual General Meeting ("AGM") to be held on May 15, 2026 resolves on the approval of the Report for the 2025 financial year. The compensation report for the year ended December 31, 2024 was approved by 94.21% of votes cast at the AGM on May 16, 2025.

The compensation systems of the Management Board and the Supervisory Board approved by the AGM on June 22, 2021, and June 1, 2022 (the "Compensation System 2021 / 2022") and the AGM on May 17, 2024 (the "Compensation System 2024") are published on our website at [www.biontech.de](http://www.biontech.de).

# 2 Compensation at a Glance

## BioNTech's Compensation System

Long-term incentive compensation (LTI)	~ 70% (of target total compensation)	4-year performance period		<ul style="list-style-type: none"> <li>Share ownership guideline (CEO 2,0x of FC; Non-CEO 1,0x FC)</li> <li>Maximal compensation (CEO € 20 million; Non-CEO €10 million)</li> <li>Malus and claw back rules</li> <li>Termination payment cap of max. 2 years' compensation</li> </ul>
		50% <sup>1)</sup>	50% <sup>1)</sup>	
Short-term incentive compensation (STI)	~ 10% (of target total compensation)	1-year performance period		
		70% - 80%	20% - 30%	
Fixed compensation (FC)	~ 20% (of target total compensation)	Fixed compensation		
		Corporate Targets (group level)	ESG-Targets (group level)	
		Cap: 800% above strike price		Cap: 400% of PSU target value
		Cap: Target compensation (max. 60% of FC)		

1) Weightings for the 2025 financial year; the weighting of both instruments is at the discretion of the Supervisory Board and may vary annually and individually.

## Attained Performance Targets in 2025

STI 2025 performance period			LTI 2025 performance period	
4-year performance period			4-year performance period	
Performance targets	Weighting	Level of target achievement		
Maintain sustainable financials	35%	100%	Relative total shareholder return <sup>1)</sup>	
Active pipeline management towards a competitive commercial business	45%	100%	Absolute total shareholder return <sup>1)</sup>	
ESG, organization, processes and systems	20%	100%		
Other achievements with significant value	10%	100%		
<b>Total (capped at 100%)</b>	<b>110%</b>	<b>100%</b>		

1) BNTX = BioNTech ADS performance.

2) Nasdaq Biotechnology: Nasdaq Biotechnology Index performance.

## Management Board Compensation in 2025



1) Appointed on July 1, 2025.  
2) Served through June 30, 2025.  
3) Served through September 30, 2025.

Target total compensation is outlined in section 4.5.1. Actual compensation is based on the “granted and owed” definition outlined in section 4.5.6, under which share-based payments are considered as granted and owed in the year in which it is received (inflow principle; “*Zuflussprinzip*”, see section 4.5.6).

# 3 Review of the Financial Year Ended December 31, 2025

The 2025 financial year reflected the first full year after the shareholders adopted the Compensation System 2024 at the AGM on May 17, 2024. Compensation for the Management and Supervisory Board was previously determined under the Compensation System 2021 / 2022. The Compensation System 2024 was designed to achieve the following:

For the Management Board:

- reflect increasing demands,
- attract and retain top talent,
- better align with market trends and
- maintain the Company's competitive edge.

For the Supervisory Board:

- address increasing time commitments,
- reflect legal qualifications and
- recognize industry-specific competencies.

In recommending the Compensation System 2024, the Supervisory Board benchmarked the Company's compensation structure against DAX40 companies with a similar market capitalization and two-tier board structure and the Company's international peer group, and took into account the median supervisory board compensation of DAX40 companies.

All Management Board members have service agreements aligned with the Compensation System 2024 effective as of January 1, 2025. The Management Board's current service agreements include terms with end dates that fall between November 30, 2026 and June 30, 2028. Whenever a service agreement is entered into, amended, or extended, the then-current compensation system is applied.

The following changes to the Management Board took place in 2025:

- Ramón Zapata succeeded Jens Holstein as our Chief Financial Officer on July 1, 2025.
- Ryan Richardson concluded his service as our Chief Strategy Officer on September 30, 2025.

There were no changes to the Supervisory Board in 2025. In accordance with Section 87a AktG, the elements of the compensation system and actual compensation paid are set out below.

# 4 Compensation of Management Board Members

## 4.1 Compensation System

### 4.1.1 Philosophy

Compensation for the Company's Management Board is designed to promote corporate governance, reflect our overall strategy and culture, and incentivize members' commitment to our sustainable, long-term development. Compensation is also linked to sustainability (Environmental, Social and Governance (ESG)) criteria and is structured to be clear and comprehensible, and to give the Supervisory Board the flexibility to react to organizational and market changes. Our compensation system is aligned with the requirements of the AktG and the recommendations of the DCGK.

### 4.1.2 Responsibility

Pursuant to Section 87 AktG, the Supervisory Board is responsible for determining the structure of the compensation system, including setting targets and caps and the compensation of individual Management Board members. The compensation components are reviewed annually. The Supervisory Board's Compensation, Nominating and Corporate Governance Committee drives the process and makes recommendations to the full Supervisory Board. The Supervisory Board may also engage independent external advisors.

To continue to attract and retain outstanding individuals, the Supervisory Board ensures that compensation is appropriate and in line with market standards. When determining individual compensation, the Supervisory Board benchmarks against similarly capitalized DAX40 companies and international companies in the biotech sector. The comparison group includes:

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Peer Group	Peers
Biotech	Amgen Inc, Biogen Inc, Gilead Sciences Inc, Genmab A/S, Moderna Inc, Regeneron Pharmaceuticals Inc
Pharma	Bayer AG, Merck KGaA, Merck & Co Inc, Pfizer Inc

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### 4.1.3 Involvement of the Annual General Meeting

Pursuant to Section 120a Paragraph 1 AktG, a listed company's Supervisory Board must present, and the AGM must approve, the Management Board's compensation system at least once every four years and whenever there is a significant change. The Supervisory Board proposed the Compensation System 2024 in line with Section 87a Paragraph 1 AktG, and it was approved by over 97% of votes cast at the 2024 AGM.

## 4.2 Compensation Components, Target Total Compensation and Further Provisions

The following table summarizes the Compensation System 2024's key provisions.

	Compensation System 2021 / 2022	Compensation System 2024	Strategic Reference
<b>Non-Performance related Compensation</b>			
Fixed compensation	Fixed contractually agreed compensation paid in twelve equal monthly installments	Fixed contractually agreed compensation paid in twelve equal monthly installments	The compensation of the Management Board is based on market standards and the Company's peer group. It is also in line with their duties and performance, as well as the situation and success of the Group.
Fringe benefits	<ul style="list-style-type: none"> <li>- Allowances for health and long-term care insurance and supplementary insurance</li> <li>- Non-cash benefits for bicycles and travel allowances</li> <li>- Indemnity payments to new Management Board members for variable compensation forfeited on termination of previous employment</li> <li>- Conclusion of D&amp;O insurance with deductible in accordance with Section 93 Paragraph 2 Sentence 3 AktG</li> <li>- Local pension entitlements and health insurance for UK-based Management Board members</li> </ul>	<ul style="list-style-type: none"> <li>- Contributions to health insurance and long-term care insurance and to supplementary insurance</li> <li>- Non-cash benefits for bicycles and travel allowances as well as relocation costs and costs for tax advice</li> <li>- Possible agreement of a payment on taking office (<i>sign-on bonus</i>)</li> <li>- Conclusion of D&amp;O insurance with deductible in accordance with Section 93 Paragraph 2 Sentence 3 AktG</li> <li>- Local pension entitlements and health insurance for UK-based Management Board members</li> </ul>	
<b>Performance-related Compensation</b>			
Short-term performance-related variable cash compensation (short-term incentive, STI)	<ul style="list-style-type: none"> <li>- Target bonus</li> <li>- Limit on payout amount: up to a maximum of 60% of the amount of fixed compensation</li> <li>- Performance criteria: Company targets (70-80%) and Environmental, Social and Corporate Governance ("ESG") targets (20-30%)</li> <li>- 50% of the STI is payable in cash in the month following approval of the consolidated financial statements for the applicable financial year</li> <li>- 50% of the STI is payable in cash one year after the end of the applicable financial year and is subject to an adjustment reflecting the share price development one year following the date on which the STI achievement is determined</li> </ul>	<ul style="list-style-type: none"> <li>- Target bonus</li> <li>- Limit on payout amount: up to a maximum of 60% of the amount of fixed compensation</li> <li>- Performance criteria: Company targets (70-80%) and Environmental, Social and Corporate Governance ("ESG") targets (20-30%)</li> <li>- 100% of the STI is payable in cash in the month following approval of the consolidated financial statements for the applicable financial year</li> </ul>	Incentivizes strong annual (non-financial and financial) performance as the foundation of the Group's long-term strategy and sustainable value creation by providing strategic sustainability targets.
Long-term performance-related variable compensation (long-term incentive, LTI)	<ul style="list-style-type: none"> <li>- Stock option program and / or Restricted Stock Unit (RSU) program</li> <li>- Performance targets: Relative share price development and absolute share price development</li> <li>- Waiting period: Four years after grant of the stock options or the restricted stock units</li> <li>- LTI compensation is capped at eight times the exercise price</li> </ul>	<ul style="list-style-type: none"> <li>- Stock option program and Performance Share Unit (PSU) program</li> <li>- Performance targets of the stock option program: Relative share price development and absolute share price development</li> <li>- Performance target of the PSU program: Relative share price performance</li> <li>- Waiting period: Four years after allocation of the stock options or PSUs</li> <li>- Stock option compensation is capped at eight times the exercise price</li> </ul>	The regular LTI is intended to promote the Management Board's long-term commitment to the Group and its sustainable growth. Therefore, the performance targets of the LTI are linked to the Group's long-term share price development.

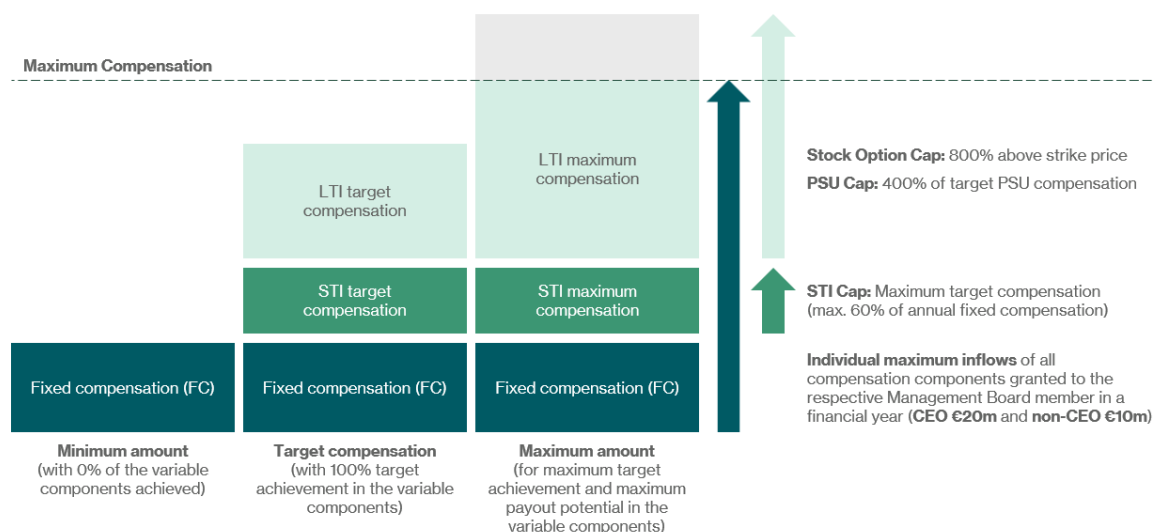
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	Compensation System 2021 / 2022	Compensation System 2024	Strategic Reference
<b>Other Compensation Rules</b>			
Target Total Compensation (TTC)	<p>Ahead of each financial year, the Supervisory Board sets the TTC for each Management Board member, which corresponds to the sum of fixed compensation (40%), target STI (20%) and target LTI (40%), each as a percentage of the TTC. Relative to the TTC, the individual compensation components reflect the following percentage ranges:</p> <ul style="list-style-type: none"> <li>- Chief Executive Officer (CEO): <ul style="list-style-type: none"> <li>• Fixed compensation: 25-35%</li> <li>• Variable compensation: 65-75% <ul style="list-style-type: none"> <li>— Target STI: 12-18%</li> <li>— Target LTI: 50-60%</li> </ul> </li> </ul> </li> <li>- Other Management Board members: <ul style="list-style-type: none"> <li>• Fixed compensation: 35-45%</li> <li>• Variable compensation: 55-65% <ul style="list-style-type: none"> <li>— Target STI: 17-23%</li> <li>— Target LTI: 30-40%</li> </ul> </li> </ul> </li> </ul>	<p>Ahead of each financial year, the Supervisory Board sets the TTC for each Management Board member, which corresponds to the sum of fixed compensation (20%), target STI (10%) and target LTI (70%), each as a percentage of the TTC. Relative to the TTC, the individual compensation components reflect the following percentage ranges:</p> <ul style="list-style-type: none"> <li>- Chief Executive Officer (CEO): <ul style="list-style-type: none"> <li>• Fixed compensation: 10-20%</li> <li>• Variable compensation: 80-90% <ul style="list-style-type: none"> <li>— Target STI: 5-15%</li> <li>— Target LTI: 70-80%</li> </ul> </li> </ul> </li> <li>- Other Management Board members: <ul style="list-style-type: none"> <li>• Fixed compensation: 20-30%</li> <li>• Variable compensation: 70-80% <ul style="list-style-type: none"> <li>— Target STI: 10-20%</li> <li>— Target LTI: 60-70%</li> </ul> </li> </ul> </li> </ul>	<p>Sets targets for the compensation of the Management Board to ensure a well-weighted combination between fixed and variable compensation components.</p>
Maximum compensation	<p>Maximum total annual compensation paid out in a financial year in accordance with Section 87a Paragraph 1 Sentence 2 No. 1 AktG:</p> <ul style="list-style-type: none"> <li>- CEO: €20 million</li> <li>- Other Management Board members: €10 million</li> </ul>	<p>Maximum total annual compensation paid out in a financial year in accordance with Section 87a Paragraph 1 Sentence 2 No. 1 AktG:</p> <ul style="list-style-type: none"> <li>- CEO: €20 million</li> <li>- Other Management Board members: €10 million</li> </ul>	<p>Caps the compensation of Management Board members to avoid uncontrollably high payouts and thus disproportionate costs and risks for the Group.</p>
Further provisions	<ul style="list-style-type: none"> <li>- Supervisory Board (or equivalent) mandates within the BioNTech Group: fully compensated by Management Board compensation</li> <li>- Supervisory Board (or equivalent) mandates outside the BioNTech Group: The Supervisory Board must approve (and decide within the scope of the approval) whether and to what extent compensation is to be offset against the compensation of the Management Board member</li> </ul>	<ul style="list-style-type: none"> <li>- Supervisory Board (or equivalent) mandates within the BioNTech Group: fully compensated by Management Board compensation</li> <li>- Supervisory Board (or equivalent) mandates outside the BioNTech Group and Management Board (or equivalent) mandates within the BioNTech Group: The Supervisory Board must approve (and decide within the scope of the approval) whether and to what extent compensation is to be offset against the compensation of the Management Board member</li> <li>- Share ownership guidelines apply to all Management Board members</li> </ul>	<p>Further provisions also function as a cap in case of different mandates within the BioNTech Group to avoid uncontrollably high payouts and risks for the Group.</p>

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	Compensation System 2021 / 2022	Compensation System 2024	Strategic Reference
Claw-back and malus rules	<ul style="list-style-type: none"> <li>Service contracts of Management Board members and the terms and conditions of stock option and RSU awards include malus and claw-back provisions entitling the Company to withhold or reclaim variable compensation components in whole or in part if a Management Board member breaches internal company policies or statutory obligations</li> <li>Service contracts of Management Board members include provisions requiring Management Board members to repay variable compensation that was previously paid out if it was calculated on an incorrect basis</li> </ul>	<ul style="list-style-type: none"> <li>Service contracts of Management Board members and the terms and conditions of stock option and PSU awards include malus and claw-back provisions entitling the Company to withhold or reclaim variable compensation components in whole or in part if a Management Board member breaches internal company policies or statutory obligations</li> <li>Service contracts of Management Board members include provisions requiring Management Board members to repay variable compensation that was previously paid out if it was calculated on an incorrect basis</li> </ul>	Ensures sustainable corporate development and ensures avoiding taking inappropriate risks.
Contract termination	If a service agreement is terminated early – either through revocation of the appointment or termination by mutual agreement - Management Board members are entitled to receive a severance payment in the amount of the compensation expected for the remainder of the contract term, but not exceeding two years' total compensation.	If a service agreement is terminated early – either through revocation of the appointment or termination by mutual agreement - Management Board members are entitled to receive a severance payment in the amount of the compensation expected for the remainder of the contract term, but not exceeding two years' total compensation.	Caps the compensation of Management Board members in the case of early termination to avoid uncontrollably high payouts and risks for the Group.

## Maximum Compensation



## 4.3 Terms of the Current Service Agreements

The service agreements for our Management Board members as of December 31, 2025 continue through:

Term End	Management Board Members
2026	Prof. Ugur Sahin, M.D. (December 31), Sierk Poetting, Ph.D. (November 30), Prof. Özlem Türeci, M.D. (December 31)
2027	James Ryan, Ph.D. (August 31)
2028	Annemarie Hanekamp (June 30), Ramón Zapata (June 30)

## 4.4 Review of the Appropriateness of Management Board Compensation for the Year Ended December 31, 2025

The Compensation System 2024, which was in effect through 2025, was implemented following a comprehensive review conducted by our Supervisory Board. This review took into account significant transformational changes within the Group and market practice.

As in previous years, in the year ended December 31, 2025, the Supervisory Board conducted a review of the compensation system with a renowned independent external compensation consultant to ensure appropriateness and to re-evaluate current compensation practices. The Supervisory Board concluded that the Compensation System 2024 remained appropriate and in line with the Company's goals.

Under the Compensation System 2024, the Supervisory Board has set ambitious attainable targets that are in line with the expectations of investors and the market and are designed to promote the sustainable and long-term development of the Company. Accordingly, the share of various components as a proportion of total target compensation have changed as follows: (i) the share of long-term variable compensation has increased from approx. 40% to approx. 70%; (ii) the share of fixed compensation has decreased from approx. 40% to approx. 20%; and (iii) the share of short-term variable compensation has decreased from approx. 20% to approx. 10%. As with the Compensation System 2021 / 2022, long-term variable compensation vests over four years and is only available to Management Board members after a four-year waiting period.

The composition of the long-term, performance-related variable compensation (LTI) has also changed. Under the Compensation System 2021 / 2022, this consisted of Stock Options and / or Restricted Stock Units with concurrent performance targets. Our Supervisory Board annually determined the ratio of long-term compensation to be granted in Stock Options and Restricted Stock Units for each Management Board member. Management Board members only received Stock Options as long-term, performance-related variable compensation. Under the Compensation System 2024, long-term, performance-related compensation are made up of Stock Options and Performance Share Units (PSUs), each with different performance targets. The Supervisory Board annually determines the ratio in which long-term compensation is to be granted in Stock Options and / or PSUs. The exercise price for the Stock Options and the reference price used to calculate the number of Performance Share Units must be at least \$105.16 (based on an assumed market capitalization of the Company of \$25 billion). This minimum exercise price and reference price are intended to ensure a performance-oriented link between the development of our share price and the number of Stock Options and PSUs to be granted.

The performance targets for the exercise of Stock Options under the Compensation System 2024 have also been set much more ambitiously and, together with the significant increase in the share of long-term variable compensation in the target total compensation, are intended to incentivize the creation of long-term value and growth.

To further align the interests of our Management Board and shareholders, the Compensation System 2024 also includes Share Ownership Guidelines, which have been incorporated into new service agreements with effect as of January 1, 2025. According to these guidelines, the Chairman of our Management Board (currently, our Chief Executive Officer) is required to hold a number of the Company's shares or American Depositary Shares (ADSs) equivalent to two times his annual base

(fixed) remuneration (excluding fringe benefits) after a build-up period of four years from the date on which the Share Ownership Guidelines come into effect. By the end of the same period, the other Management Board members must hold a number of the Company's shares or ADSs equivalent to their annual base (fixed) remuneration (excluding fringe benefits). If they are not able to provide sufficient evidence of this share ownership, the missing difference in value can be deducted from the short-term variable and long-term variable compensation payments.

The Compensation System 2024 changes when short-term variable compensation is paid. Under the Compensation System 2021 / 2022, 50% of short-term variable compensation was paid in the month following approval of our consolidated financial statements for the relevant financial year, with the remaining 50% payable one year after the end of the relevant financial year (subject to adjustments in relation to the share price performance). Under the Compensation System 2024, the entire amount of short-term variable compensation will now be paid in the month following approval of our annual consolidated financial statements for the relevant financial year. This is intended to give our Management Board the ability to meet the requirements of the Share Ownership Guidelines within the four-year build-up period.

## 4.5 Compensation During the Year Ended December 31, 2025

### 4.5.1 Target Total and Maximum Compensation

The Management Board's target total compensation (TTC) for the years ended December 31, 2025 and 2024 is presented below. The compensation components were all within the defined target percentage ranges. The overview does not include former members of the Management Board who did not serve on the Management Board of the Company during the year ended December 31, 2025.

Serving members of the Management Board as of December 31, 2025

	Prof. Ugur Sahin, M.D.				Annemarie Hanekamp <sup>(1)</sup>			
	2025		2024		2025		2024	
	in thousand €	% of TTC	in thousand €	% of TTC	in thousand €	% of TTC	in thousand €	% of TTC
<b>Non-performance related compensation</b>								
Fixed compensation	700	15	700	32	550	22	275	40
<b>Performance-related compensation</b>								
Short-term incentive – STI	350	8	350	16	300	12	138	20
Management Board Grant – LTI	3,500	77	1,150	52	1,650	66	275	40
<b>Target Total Compensation (TTC)</b>	<b>4,550</b>	<b>100</b>	<b>2,200</b>	<b>100</b>	<b>2,500</b>	<b>100</b>	<b>688</b>	<b>100</b>

<sup>(1)</sup> Appointed on July 1, 2024. This overview excludes a one-time sign-on bonus. For further information, see section 4.5.4. Annemarie Hanekamp received a guaranteed pro rata LTI grant of €275,000 for the period from July 1 to December 31, 2024 due to her appointment to the Management Board during 2024. This amount reflected 50% of the annual target value and was settled in cash in 2025.

Serving members of the Management Board as of December 31, 2025

	Sierk Poetting, Ph.D.				James Ryan, Ph.D.			
	Years ended December 31,				Years ended December 31,			
	2025		2024		2025		2024	
	<i>in</i> thousand €	<i>in</i> % of TTC	<i>in</i> thousand €	<i>in</i> % of TTC	<i>in</i> thousand €	<i>in</i> % of TTC	<i>in</i> thousand €	<i>in</i> % of TTC
<b>Non-performance related compensation</b>								
Fixed compensation	550	22	550	39	550	22	550	39
<b>Performance-related compensation</b>								
Short-term incentive – STI	300	12	300	21	300	12	300	22
Management Board Grant – LTI	1,650	66	550	40	1,650	66	550	39
<b>Target Total Compensation (TTC)</b>	<b>2,500</b>	<b>100</b>	<b>1,400</b>	<b>100</b>	<b>2,500</b>	<b>100</b>	<b>1,400</b>	<b>100</b>

Serving members of the Management Board as of December 31, 2025

	Prof. Özlem Türeci, M.D. <sup>(1)</sup>				Ramón Zapata <sup>(2)</sup>			
	Years ended December 31,				Years ended December 31,			
	2025		2024		2025		2024	
	<i>in</i> thousand €	<i>in</i> % of TTC	<i>in</i> thousand €	<i>in</i> % of TTC	<i>in</i> thousand €	<i>in</i> % of TTC	<i>in</i> thousand €	<i>in</i> % of TTC
<b>Non-performance related compensation</b>								
Fixed compensation	469	18	550	39	310	64	–	–
<b>Performance-related compensation</b>								
Short-term incentive – STI	350	13	300	22	175	36	–	–
Management Board Grant – LTI	1,800	69	550	39	–	–	–	–
<b>Target Total Compensation (TTC)</b>	<b>2,619</b>	<b>100</b>	<b>1,400</b>	<b>100</b>	<b>485</b>	<b>100</b>	<b>–</b>	<b>–</b>

<sup>(1)</sup> Özlem Türeci's annual fixed compensation reflects her salary increase from May 2025 on and her unpaid sabbatical leave in December 2025 (see section 4.5.2).

<sup>(2)</sup> Appointed on July 1, 2025. This overview excludes a one-time sign-on bonus. For further information, see section 4.5.4.

Members of the Board of Management who stepped down in 2025

	Jens Holstein <sup>(1)</sup>				Ryan Richardson <sup>(2)</sup>			
	Years ended December 31,				Years ended December 31,			
	2025		2024		2025		2024	
	<i>in</i> thousand €	<i>in</i> % of TTC	<i>in</i> thousand €	<i>in</i> % of TTC	<i>in</i> thousand €	<i>in</i> % of TTC	<i>in</i> thousand €	<i>in</i> % of TTC
<b>Non-performance related compensation</b>								
Fixed compensation	275	65	550	39	413	65	550	39
<b>Performance-related compensation</b>								
Short-term incentive – STI	150	35	300	22	225	35	300	22
Management Board Grant – LTI	–	–	550	39	–	–	550	39
<b>Target Total Compensation (TTC)</b>	<b>425</b>	<b>100</b>	<b>1,400</b>	<b>100</b>	<b>638</b>	<b>100</b>	<b>1,400</b>	<b>100</b>

<sup>(1)</sup> Served through June 30, 2025.

<sup>(2)</sup> Served through September 30, 2025.

Beginning with the phantom options granted in May 2021 (see section 4.5.5), the Management Board's total compensation is capped each grant year, taking into account all other compensation received by such member during that year. The maximum amount is €20.0 million for our CEO and €10.0 million for all other members. For the purpose of this limitation, compensation components are attributed to the financial year in which they are granted, irrespective of the actual payout date.

## 4.5.2 Fixed Compensation and Fringe Benefits

### Fixed Compensation

<i>in thousands €</i>	Years ended December 31,	
	2025	2024
<b>Serving members of the Management Board as of December 31, 2025</b>		
Prof. Ugur Sahin, M.D.	700	700
Annemarie Hanekamp <sup>(1)</sup>	550	275
Sierk Poetting, Ph.D.	550	550
James Ryan, Ph.D. <sup>(2)</sup>	550	550
Prof. Özlem Türeci, M.D.	469	550
Ramón Zapata <sup>(3)</sup>	310	—
<b>Members of the Management Board who stepped down in 2025</b>		
Jens Holstein <sup>(4)</sup>	275	550
Ryan Richardson <sup>(5)</sup>	413	550

<sup>(1)</sup> Appointed on July 1, 2024.

<sup>(2)</sup> James Ryan's compensation is partly paid in the U.K. (in GBP) by the Company's subsidiary BioNTech UK Limited, and partly in Germany (in Euro).

<sup>(3)</sup> Appointed on July 1, 2025.

<sup>(4)</sup> Served through June 30, 2025.

<sup>(5)</sup> Served through September 30, 2025.

Fixed compensation is primarily paid out as a salary in twelve monthly installments within a calendar year. Özlem Türeci's annual fixed compensation was increased from May 2025 from €550,000 to €620,000 to reflect her increased time commitment and responsibilities. As part of her unpaid sabbatical in December 2025, she did not receive a fixed compensation during her leave.

### Fringe Benefits

The Management Board also receives fringe benefits. These mainly comprise allowances for health and long-term care insurance and supplementary insurance, non-cash benefits for bicycles, travel allowances and relocation costs. Management Board members may also be reimbursed for individual tax advice expenses. In general, Management Board members do not receive pension benefits. James Ryan receives certain fringe benefits under his service agreement with BioNTech UK Limited, including a matching pension contribution to a defined benefit pension scheme subject to payments he makes into the scheme, group income protection, life assurance, private medical healthcare and occupational sick pay.

The Company maintains Directors and Officers (D&O) insurance for Management Board members, which provides coverage for legal defense costs and any damages arising from claims against a Management Board member for breach of their duties. The D&O insurance includes an AktG-compliant deductible for the Management Board members. D&O insurance expenses are not

classified as compensation, as they are incurred in the Company's own interests to cover risks faced by our Management Board, Supervisory Board, and other senior executives and managing directors of BioNTech Group entities.

### 4.5.3 Short-Term Incentive (STI) Compensation

Under the Compensation System 2024, the Management Board is entitled to receive a short-term performance-related cash bonus with a one-year assessment period. The STI payment is capped at 60% of the annual fixed compensation and is contingent upon the achievement of certain financial and non-financial performance criteria of the Group. For any financial year, the Supervisory Board may set the following targets:

- Company Goals based on both operational and strategic objectives, which may include targets related to financial performance in accordance with published financial forecasts, share price performance against the NASDAQ Biotechnology Index, business development, and product development and approval. These goals can be set individually or uniformly for all Management Board members. The Supervisory Board may also define other Company Goals.
- Environmental, Social and Governance (ESG) Targets to incentivize sustainable and long-term corporate success, either individually or uniformly. These goals may include targets relating to employees, sustainability, diversity, energy and the environment, and corporate governance.
- The Supervisory Board may also define other ESG Targets for a financial year, or base them on an external rating from Institutional Shareholder Services Inc. (ISS), which may range from A+ (Excellent) to D- (Poor). If the ESG Targets are based on an ISS rating, the Supervisory Board determines the minimum rating to be achieved. If the ISS rating is in line with the previously defined target or better, the ESG Targets are considered fully met and there is a target achievement of 100% in relation to 20% to 30% of the STI. If ISS's rating in a financial year is lower than the target, the short-term variable compensation in relation to the ESG Targets is zero.

#### Components of the STI

Company Goals <sup>1)</sup>					ESG Targets <sup>3)</sup>	Target and achieved STI compensation		
Financial performance	Share performance	Business Development	Product/ F&E Development	Additional Incentives	Defined specific ESG Targets			
e.g., cash-burn, EBT	e.g. relative performance compared to NASDAQ Biotechnology Index	e.g. build up a competitive commercial business	e.g. advance pipeline onwards market	other achievements with significant value, not planned	<ul style="list-style-type: none"> <li>Employee targets</li> <li>Sustainability targets</li> <li>Diversity targets</li> <li>Targets relating to energy and the environment</li> <li>Corporate Governance</li> <li>ESG Rating</li> </ul>			
Target weighting % points <sup>2)</sup> ⊕	Target weighting % points <sup>2)</sup> ⊕	Target weighting % points <sup>2)</sup> ⊕	Target weighting % points <sup>2)</sup> ⊕	Target weighting % points <sup>2)</sup> ⊕	Target weighting % points <sup>2)</sup> ⊕	Target % points ⊗	Target STI compensation ⊖	Max. target STI compensation
Achieved weighting % points <sup>2)</sup> ⊕	Achieved weighting % points <sup>2)</sup> ⊕	Achieved weighting % points <sup>2)</sup> ⊕	Achieved weighting % points <sup>2)</sup> ⊕	Achieved weighting % points <sup>2)</sup> ⊕	Achieved weighting % points <sup>2)</sup> ⊕	Achieved % points ⊗	Target STI compensation ⊖	Achieved STI compensation
70% - 80% of the total target STI compensation					20% - 30% of the total target STI compensation	Max. 60% of fixed compensation		

1) The Supervisory Board may also define other Company Goals for a financial year either uniformly or individually for all members of the Management Board.  
 2) The weighting points are determined at the discretion of the Supervisory Board.  
 3) The Supervisory Board may set targets individually or uniformly for all members of the Management Board.

At its first meeting after the end of the relevant financial year, the Supervisory Board determines the Management Board's actual STI target achievement. STI achievement is based on a relative

weighting of 70% to 80% for the Company Goals and 20% to 30% for the ESG Targets. Achievement of the Company Goals and ESG Targets are expressed as percentages, which are then multiplied by the relative weighting. The Supervisory Board may assign additional weight to the components to allow for up to a total achievement of 110%, while the STI amount is capped at 100% target achievement; any overachievements of targets will not result in a higher STI.

In 2025, the Supervisory Board set uniform STI goals for the Management Board. Target achievement is outlined below.

<b>2025 Financial Year</b>	<b>Performance Targets</b>	<b>Weighting</b>	<b>Level of Target Achievement</b>	<b>Achieved Target Performance</b>
Company Goals	Maintain sustainable financials	35%	100%	35%
	Active pipeline management towards a competitive commercial business	45%	100%	45%
ESG Targets	ESG, organization, processes and systems	20%	100%	20%
Additional Incentives	Other achievements with significant value	10%	100%	10%
<b>Target Achievement is capped at 100%</b>		<b>110%</b>		<b>100%</b>

The Supervisory Board determined that the 2025 Company Goals and ESG Targets were fully achieved. The Supervisory Board's decision was based on the following factors:

- Maintain sustainable financials: The Company's operating cash burn by the end of the year, which included its external clinical research and development costs, resulted in a strong financial position at year-end due to prudent management and responsible resource allocation. The Company began an ongoing transformation process that was first announced in March 2025. Over the course of the year, the Management Board made significant progress in its business plans and towards becoming fully self-financed by the end of 2026, including entering into a new collaboration with Bristol Myers Squibb (BMS) to co-develop and co-commercialize pumitamidg (BNT327 / BMS986545) and continuing to explore strategies for the Company's various assets.
- Active pipeline management: The Company met its milestones and market share goals for its COVID-19 vaccine business. It also continued to make progress on its commercial readiness plan and priority programs, including pumitamidg and Trastuzumab Pamirtecán (BNT323). The successful integration of Biotheus and the BMS collaboration on pumitamidg facilitated further acceleration of the Company's priority pipeline.
- ESG: The Company maintained its ISS prime rating and S&P rating. It made progress on its roadmaps for CO<sub>2</sub> reduction, E2E organization, and processes and systems, remaining on track as the company entered 2026.
- Additional incentives: The Company acquired the CureVac group to strengthen the research, development, manufacturing and commercialization of mRNA-based cancer immunotherapy candidates. The Company also made significant progress on its organizational transformation.

The following table summarizes the overall target achievement and the resulting annual bonus payout amount per Management Board member for the year ended December 31, 2025.

Short-Term Incentive (STI) Compensation for the year ended December 31, 2025	Relative to fixed compensation (in %)	Compensation Corridor		Overall Target Achievement (in %)	STI Payment (in thousands)
		Lower Limit (0%)	Upper Limit (100%)		
<b>Serving members of the Management Board as of December 31, 2025</b>					
Prof. Ugur Sahin, M.D.	50	—	350	100	350
Annemarie Hanekamp	55	—	300	100	300
Sierk Poetting, Ph.D.	55	—	300	100	300
James Ryan, Ph.D.	55	—	300	100	300
Prof. Özlem Türeçci, M.D.	75	—	350	100	350
Ramón Zapata <sup>(1)</sup>	56	—	175	100	175
<b>Members of the Management Board who stepped down in 2025</b>					
Jens Holstein <sup>(2)</sup>	55	—	150	100	150
Ryan Richardson <sup>(3)</sup>	55	—	225	n / a	167

<sup>(1)</sup> Appointed on July 1, 2025.

<sup>(2)</sup> Served through June 30, 2025.

<sup>(3)</sup> Served through September 30, 2025. Ryan Richardson was granted a guaranteed STI payment relating to the year ended December 31, 2025 in the amount of €166,500, which was paid out during the third quarter of 2025.

Under the Compensation System 2024, 100% of the STI relating to the year ended December 31, 2025 will be paid out in April 2026, the month after the approval of the 2025 consolidated financial statements. The STI relating to the year ended December 31, 2024 was structured into two installments under the Compensation System 2021 / 2022. The first STI installment for the year ended December 31, 2024 amounting to 50% of the total STI was paid out in April 2025, the month after the approval of the 2024 consolidated financial statements. The second STI installment is subject to adjustments in relation to the development of the Company's share price between the determination date (when the STI achievement is determined) and the respective anniversary of that date. If the share price (based on the market price of our ADSs) increases or decreases, the payment amount is multiplied by the factor price development. The second STI installment for the year ended December 31, 2024 will be paid out (and adjusted) in March 2026.

The STI payment for the year ended December 31, 2025, is considered granted and owed in 2025, when the Management Board completed the compensation-related activity. The same approach applied to both STI installments for the year ended December 31, 2024.

#### 4.5.4 Other Payments

Due to the highly competitive biotech environment and the need to attract qualified candidates, the Supervisory Board may agree to compensate new Management Board members with a one-time sign-on bonus. Such bonus payments are designed to compensate for the variable compensation the individual may have forfeited by leaving another company for BioNTech. During the 2025 financial year, Ramón Zapata was granted a one-time cash sign-on bonus of €900,000 (gross) as part of his appointment. Out of this amount, €500,000 was paid in cash in January 2026. The remaining €400,000 will be due in cash in January 2027, provided he is still a Management Board member on July 31, 2026.

During the 2024 financial year, Annemarie Hanekamp received a one-time payment of €1,750,000 as part of her appointment. Out of this amount, €1,250,000 was paid as a cash bonus in July 2024 and is subject to repayment in reducing amounts if the service agreement ends other than for good cause before June 30, 2027. The remaining €500,000 will be granted in shares in July 2028 or at the earliest

possible date after a potential blackout period, provided she is still a Management Board member on June 30, 2028.

In 2021, the Supervisory Board granted Jens Holstein, who retired from the Management Board during 2025, a one-time signing bonus of 4,246 phantom shares valued at €800,000. The phantom shares vested in four equal installments on July 1 of 2022, 2023 and 2024 and June 30, 2025 and were settled in cash on July 1, 2025. The cash payment was subject to caps based on the settlement closing price (no more than 800% of the closing price at grant) and the total payout (which could not exceed €6.4 million). Neither cap was invoked, and the final gross payout was €386,526.

In connection with Ryan Richardson's separation from the Management Board effective September 30, 2025, he received a one-time payment of €687,500 (gross).

#### **4.5.5 Share-Based Payments (incl. Long-Term Incentive (LTI) and Other One-Time Awards)**

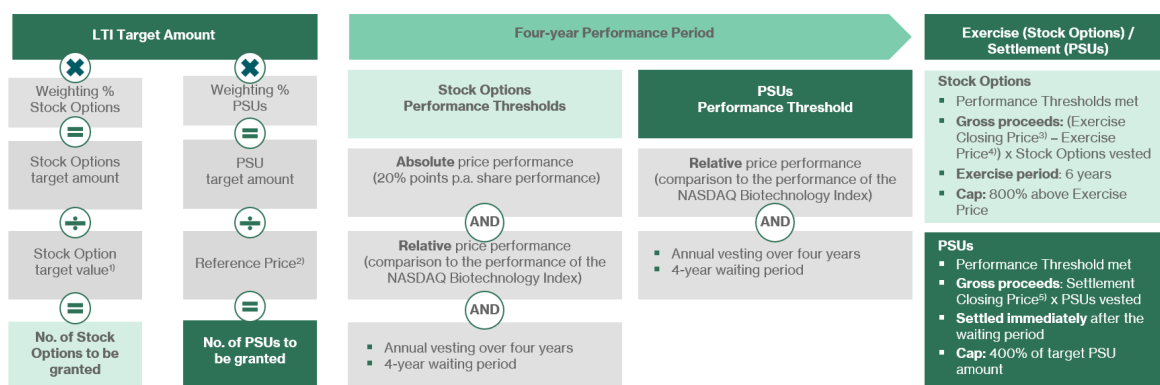
Our Management Board's service agreements provide for long-term, four-year incentive compensation (Management Board Grant – LTI) through an annual grant of options to acquire BioNTech shares at the end of the respective waiting periods of such agreements. As part of the Compensation System 2024 and as determined by the Supervisory Board, Management Board members receive a portion of their annual LTI grant in the form of performance share units (PSUs) (described further below). These LTI awards are in line with the Compensation System 2021 / 2022 and the Compensation System 2024 and are subject to the terms and conditions of the respective authorizations of the AGM creating our ESOP and the applicable option and PSU agreements.

To determine the number of LTI options granted to a Management Board member, the pro-rated LTI Target Amount for which options shall be granted is divided by the amount by which a specific target price, or the Target Share Price, exceeds the Exercise Price, rounded down to the next integer. The LTI Target Amount is based on the Management Board member's fixed remuneration, which is converted into USD on the first day of trading of the respective year using the reference rate of the European Central Bank. Under the Compensation System 2021 / 2022, the Target Share Price is calculated as USD 8.5 billion divided by the total number of outstanding shares immediately following the Company's IPO (excluding shares owned by the Company) for the purpose of calculating the number of options to be granted at the beginning of the year 2020. For any later year of the LTI Term, the Target Share Price is 107% of the Target Share Price of the immediately preceding year. Under the Compensation System 2024, the Target Share Price is 180% of the Exercise Price. The Exercise Price is the exercise price set out in the Management Board members' grant agreement, which is determined by the AGM resolutions creating the ESOP. Under the Compensation System 2024, the Exercise Price may be no lower than the Euro equivalent of USD 105.16.

The LTI option awards are subject to additional conditions, including specified performance targets, continued service or employment (unvested options are forfeited on termination of the service agreement and all options are forfeited if the service agreement results from cause (wichtiger Grund)) and compliance with blackout periods. The specific performance targets are an average BioNTech ADS closing price over the last 10 trading days preceding the exercise date which is higher or equal to defined threshold amounts and target share prices. Besides that, the closing price for the fifth trading day prior to the start of the relevant exercise date needs to be higher than the Exercise Price by at

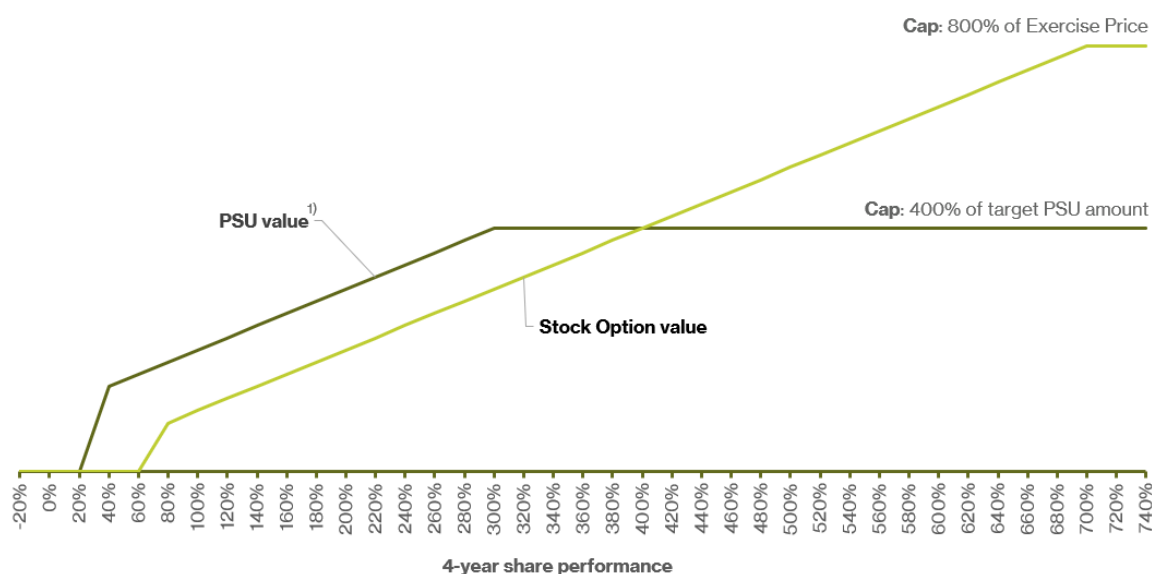
least the same percentage by which the Nasdaq Biotechnology Index or a comparable successor index as of such time is higher than such index was as of the last trading day before the grant date.

## LTI Components



- 1) The amount by which the Target Share Price exceeds the Exercise Price.
- 2) "Reference Price" is the higher of Volume Weighted Average Price (90 trading days) or USD 105.16.
- 3) "Exercise Closing Price" is Volume Weighted Average Price (10 days) prior to the exercise date.
- 4) "Exercise Price" is the higher of (for US tax residents) the closing share price on the last trading day before the grant date or (for non-US tax residents) the Volume Weighted Average Price (90 trading days) or, in each case, USD 105.16.
- 5) "Settlement Closing Price" is the closing share price on the last trading day before settlement.

## Illustrative LTI Instruments Value Curves



- 1) 4-year NASDAQ Biotechnology Index performance 30% assumed.

During the year ended December 31, 2025, the number of options and PSUs granted were calculated based on a target value of €3,500,000 for Ugur Sahin, €1,800,000 for Özlem Türeçci and €1,650,000 for each other Management Board member. The unvested portions of Ryan Richardson' and Jens Holstein's LTI awards granted for the years 2022 to 2024 were forfeited upon their departure from the Management Board in 2025.

During the year ended December 31, 2024, the number of options granted was calculated based on a target value of €1,150,000 for Ugur Sahin and €550,000 for each other Management Board member. Annemarie Hanekamp received a guaranteed pro rata LTI grant of €275,000 for the period from July 1

to December 31, 2024 due to her appointment to the Management Board during 2024. This amount reflected 50% of the annual target value and was settled in cash in 2025.

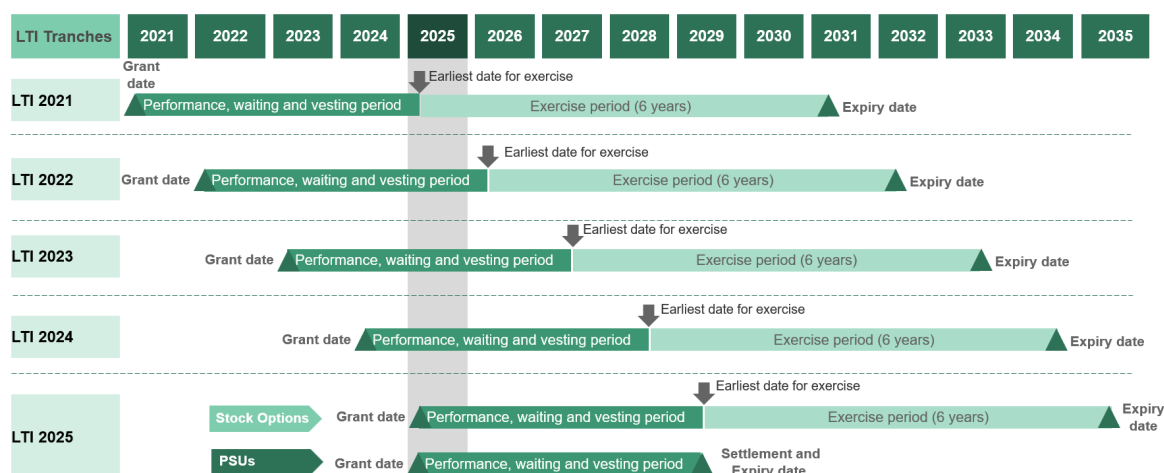
We also entered into a one-time share-based payment arrangement with our CEO Ugur Sahin, the Chief Executive Officer Grant granted in 2019 (CEO Grant 2019), which is explained below. Following the vesting of 25% on an annual basis since 2019, the CEO Grant 2019 vested and became exercisable on October 9, 2023. Ugur Sahin exercised the CEO Grant 2019 during the year ended December 31, 2024.

The various LTI awards vest at a rate of 25% annually over four years. The annual vesting dates starting the year after the options were awarded are as follows:

Name of the Program	Annual vesting dates
LTI 2021	May 12 (May 17 for Jens Holstein)
LTI 2022	May 31
LTI 2023	May 22
LTI 2024	August 26
LTI 2025	May 27 (PSUs), May 28 (ESOP)

While vesting, the LTI awards continue to be subject to performance and waiting conditions.

### Time profile of outstanding LTI tranches for Management Board Members



The benefits from our share-based payment arrangements (including long-term incentive) are considered granted and owed when the awards are settled (see further section 4.5.6). During the years ended December 31, 2024 and 2025, this principle applied to the awards granted under the CEO Grant 2019, LTI 2020 Program, LTI 2020 (EEP) Program and the one-time signing bonus of Jens Holstein as a result of their exercise and settlement. With respect to these Programs, the table "Compensation Granted and Owed" in section 4.5.6 shows the implied market value calculated using the closing price of an ADS of BioNTech on Nasdaq on the respective last trading day preceding each exercise date converted from USD to Euro using the exchange rates published by the German Central Bank (Deutsche Bundesbank) on the same days, as well as applying the effective exercise price and maximum cap mechanism. The implied market value may vary from the benefit in kind.

In accordance with Section 162 Paragraph 1 No. 3 AktG, the table below provides an overview of share options and other share-based payment instruments granted to our Management Board and outstanding as of December 31, 2025.

Overview of ongoing LTI awards of serving members of the Management Board as of December 31, 2025

Program Name and Grant Date	Management Board Member	Target Value (€)	Initial Number of Options (O), Phantom Options (PO), Restricted Stock Unit (RSU) or Performance Share Units (PSU)	Award Exercise Price (€) <sup>(1)</sup>	Earliest Award Exercise Date <sup>(2)</sup>	Award Expiration Date	Number of Awards Granted (G), Exercised (E), or Forfeited (F) during the year	Number of Awards Outstanding	
LTI 2021 <sup>(5)</sup> 5/12/2021	Prof. Ugur Sahin, M.D.	750,000	17,780 (PO)				–	17,780	
	Sierk Poetting, Ph.D.	550,000	7,112 (PO)	157.64	5/12/2025	5/12/2031	–	7,112	
	Prof. Özlem Türeci, M.D.	550,000	7,112 (PO)				–	7,112	
LTI 2022 <sup>(6)</sup> 5/31/2022	Prof. Ugur Sahin, M.D.	750,000	19,997 (PO)				–	19,997	
	Sierk Poetting, Ph.D.	550,000	14,664 (PO)	129.45	5/31/2026	5/31/2032	–	14,664	
	Prof. Özlem Türeci, M.D.	550,000	14,664 (PO)				–	14,664	
LTI 2023 <sup>(7)</sup> 5/22/2023	Prof. Ugur Sahin, M.D.	1,150,000	38,506 (O)				–	38,506	
	Sierk Poetting, Ph.D.	550,000	18,416 (O)	96.97	5/22/2027	5/22/2033	–	18,416	
	Prof. Özlem Türeci, M.D.	550,000	18,416 (O)				–	18,416	
LTI 2024 <sup>(8)</sup> 8/26/2024	Prof. Ugur Sahin, M.D.	1,150,000	53,233 (O)				–	53,233	
	Sierk Poetting, Ph.D.	550,000	25,459 (O)				–	25,459	
	James Ryan, Ph.D.	550,000	25,459 (O)	75.91	8/26/2028	8/26/2034	–	25,459	
	Prof. Özlem Türeci, M.D.	550,000	25,459 (O)				–	25,459	
LTI 2025 <sup>(9)</sup> 5/27/2025	Prof. Ugur Sahin, M.D.	3,500,000	23,434 (PSU) 18,747 (O)	n / a 93.35	5/27/2029 5/28/2029	5/27/2035 5/28/2035	23,434 (G) 18,747 (G)	23,434 18,747	
	Annemarie Hanekamp	1,650,000	11,047 (PSU) 8,838 (O)	n / a 93.35	5/27/2029 5/28/2029	5/27/2035 5/28/2035	11,047 (G) 8,838 (G)	11,047 8,838	
	Sierk Poetting, Ph.D.	1,650,000	11,047 (PSU) 8,838 (O)	n / a 93.35	5/27/2029 5/28/2029	5/27/2035 5/28/2035	11,047 (G) 8,838 (G)	11,047 8,838	
	James Ryan, Ph.D.	1,650,000	11,047 (PSU) 8,838 (O)	n / a 93.35	5/27/2029 5/28/2029	5/27/2035 5/28/2035	11,047 (G) 8,838 (G)	11,047 8,838	
	Prof. Özlem Türeci, M.D.	1,800,000	11,633 (PSU) 9,306 (O)	n / a 93.35	5/27/2029 5/28/2029	5/27/2035 5/28/2035	11,633 (G) 9,306 (G)	11,047 8,838	
	LTI 2020 (EEP) <sup>(10)</sup> 12/15/2020	James Ryan, Ph.D.	n / a	1,163 (RSU)	n / a	12/15/2024	n / a	1,163 (E)	–
	LTI 2021 (EEP) <sup>(10)</sup> 12/10/2021	James Ryan, Ph.D.	n / a	313 (RSU)	n / a	12/10/2025	n / a	–	313
	LTI 2022 (EEP) <sup>(10)</sup> 12/9/2022	James Ryan, Ph.D.	n / a	740 (RSU)	n / a	12/9/2026	n / a	–	740
	LTI 2023 (EEP) <sup>(10)</sup> 12/8/2023	James Ryan, Ph.D.	n / a	750 (RSU)	n / a	12/8/2027	n / a	–	750

Overview of ongoing LTI awards of Members of the Management Board who stepped down in 2025

Program Name and Grant Date	Management Board Member	Target Value (€)	Initial Number of Options (O), Phantom Options (PO), Restricted Stock Unit (RSU) or Performance Share Units (PSU)	Award Exercise Price (€) <sup>(1)</sup>	Earliest Award Exercise Date <sup>(2)</sup>	Award Expiration Date	Number of Awards Granted (G), Exercised (E), or Forfeited (F) during the year	Number of Awards Outstanding
LTI 2021 <sup>(5)</sup> 5/12/2021 - 5/17/2021	Jens Holstein <sup>(3)</sup>	275,000	6,463 (PO)	159.00	5/17/2025	5/17/2031	–	6,463
	Ryan Richardson <sup>(4)</sup>	260,000	6,163 (PO)	157.64	5/12/2025	5/12/2031	–	6,163
Signing Bonus 7/1/2021	Jens Holstein <sup>(3)</sup>	n / a	4,246 (PO)	n / a	7/1/2025	n / a	4,246 (E)	–
LTI 2022 <sup>(6)</sup> 5/31/2022	Jens Holstein <sup>(3)</sup>	550,000	14,664 (PO)				3,666 (F)	10,998
	Ryan Richardson <sup>(4)</sup>	280,000	7,465 (PO)	129.45	5/31/2026	5/31/2032	1,867 (F)	5,598
LTI 2023 <sup>(7)</sup> 5/22/2023	Jens Holstein <sup>(3)</sup>	550,000	18,416 (O)				9,208 (F)	9,208
	Ryan Richardson <sup>(4)</sup>	550,000	18,416 (O)	96.97	5/22/2027	5/22/2033	9,208 (F)	9,208
LTI 2024 <sup>(8)</sup> 8/26/2024	Jens Holstein <sup>(3)</sup>	550,000	25,459 (O)				19,094 (F)	6,365
	Ryan Richardson <sup>(4)</sup>	550,000	25,459 (O)	75.91	8/26/2028	8/26/2034	19,094 (F)	6,365

- (1) All options are subject to an exercise price cap (see above).
- (2) Indicates the end of the respective waiting periods.
- (3) Served through June 30, 2025.
- (4) Served through September 30, 2025.
- (5) Management Board Grant (Long-Term Incentive) in the respective year. Phantom options were issued which vested in four equal installments on May 12 of 2022, 2023, 2024 and 2025 for all Management Board members except Jens Holstein, and in the case of Jens Holstein, vested in four equal installments on May 17 of the same years. The options became exercisable on May 12, 2025 and May 17, 2025, respectively.
- (6) Management Board Grant (Long-Term Incentive) in the respective year. Phantom options were issued which vest in four equal installments on May 31 of 2023, 2024, 2025 and 2026 for all Management Board members. These phantom options will not become exercisable before the expiry of the waiting period on May 31, 2026.
- (7) Management Board Grant (Long-Term Incentive) in the respective year. Options vest in four equal installments on May 22 of 2024, 2025, 2026 and 2027 but may not be exercised before May 22, 2027.
- (8) Management Board Grant (Long-Term Incentive) in the respective year. Options vest in four equal installments on August 26 of 2025, 2026, 2027 and 2028 but may not be exercised before August 26, 2028.
- (9) Management Board Grant (Long-Term Incentive) in the respective year. PSUs vest in four equal installments on May 27 of 2026, 2027, 2028 and 2029 but may not be exercised before May 28, 2029. Options vest in four equal installments on May 28 of 2026, 2027, 2028 and 2029 but may not be exercised before May 28, 2029.
- (10) James Ryan's 2020, 2021, 2022 and 2023 awards were granted under the BioNTech 2020 Employee Equity Plan (EEP). These awards vest in equal annual installments over four years and are subject to a four-year waiting period.

## Management Board Grant (Long-Term Incentive)

Our Management Board's service agreements provide for long-term, four-year incentive compensation (Management Board Grant – LTI) through an annual grant of a combination of PSUs and options to acquire BioNTech shares, all of which are subject to a four-year waiting period from grant. The options are subject to the terms and conditions of the respective authorizations of the AGM creating our Employee Stock Ownership Plan, or ESOP, and the applicable option and PSU agreements. Management Board members were awarded phantom options in May 2021 and 2022, options in May 2023 and August 2024, and a combination of options and PSUs in May 2025.

## Stock Options

Grant Date	Exercise Price <sup>(1)</sup>
May 12, 2021	\$185.23 (€157.64)
May 17, 2021	\$186.83 (€159.00)
May 31, 2022	\$152.10 (€129.45)
May 22, 2023	\$113.94 (€96.97)
August 26, 2024	€75.91
May 28, 2025	€93.35

(1) All conversions from USD to EUR are calculated using the foreign exchange rate as published by the German Central Bank (Deutsche Bundesbank) as of December 31, 2025.

All options are subject to an exercise price cap, which means that the exercise price shall be adjusted to ensure that the current price of an ADS as of the exercise date does not exceed 800% of the exercise price. For the phantom share options issued under the LTI 2021 and 2022 programs and the options issued under the LTI 2023, 2024 and 2025 programs, as well as the PSUs under the LTI 2025 program, the maximum compensation that each member is entitled to receive, together with other compensation components received in the respective grant year, shall not exceed €20.0 million for Ugur Sahin and €10.0 million for all others. The options vest annually in equal installments over four years commencing on the first anniversary of the grant date and become exercisable four years after the grant date.

In the case of options granted under the Compensation System 2021 / 2022, vested options can only be exercised if all of the following performance criteria are met:

- Threshold Amount: At the time of exercise, the current share price must be equal to or greater than the threshold amount. The threshold amount is the exercise price, which increases by seven percentage points on each anniversary of the grant date.
- Target Price: At the time of exercise, the current share price must be at least equal to the target price, defined as:
  - for the twelve-month period starting on the fourth anniversary of the grant date, \$8.5 billion divided by the total number of ordinary shares outstanding immediately following the initial public offering (excluding shares owned by BioNTech); and
  - for each twelve-month period starting on the fifth or subsequent anniversary, 107% of the target share price applicable for the prior twelve-month period.
- Index Performance: The closing price for the fifth trading day prior to the start of the relevant exercise window must be higher than the exercise price by at least the same percentage by which the Nasdaq Biotechnology Index (or a comparable successor index) has increased since the last trading day before the grant date.

In the case of options granted under the Compensation System 2024 and from the 2025 financial year onwards, vested options can only be exercised if all of the following performance criteria are met:

- Threshold Amount: At the time of exercise, the current share price must be at least 180% of the exercise price, which increases by an additional twenty percentage points from the fifth and each subsequent anniversary of the approval date.
- Index Performance: The closing price for the fifth trading day prior to the start of the relevant exercise date must be higher than the exercise price by at least the same percentage by which the Nasdaq Biotechnology Index (or a comparable successor index) has increased since the last trading day before the grant date.
- Additional Terms:
  - After the waiting period expires, option rights may be exercised only during the exercise windows specified in the ESOP agreement (Compensation System 2021 / 2022 only).
  - Option rights can be exercised up to ten years after the grant date; after this period, any unexercised options will be forfeited without compensation.

### **Performance Share Units (PSUs)**

PSUs have a performance period of four years beginning with the grant of the PSUs by the Supervisory Board. The initial size of the PSU award is determined by dividing an individually-agreed amount in each Management Board's service contract by a reference price, which is the average closing price of the last 90 trading days prior to the date of the Supervisory Board's resolution on the issue of the PSUs ("PSU Issue Date"), except that it may not fall below \$105.16.

## Performance Targets and Determination of Target Achievement

PSUs can only be settled if the share price has performed as well or better in percentage terms than the NASDAQ Biotechnology Index (or a comparable successor index) in the period from the last trading day before the PSU Issue Date to the fifth trading day before the start of the relevant exercise period. If the share price performs as well or better than the index, the target is achieved and the PSUs can be settled. If the share price underperforms the index, the PSUs cannot be settled and expire without compensation.

- **Waiting Period:** The PSUs granted vest 100% after a vesting period of four years from the grant date, subject to achieving the performance target. If the target is achieved, the PSUs can be converted into a cash payment, shares or ADSs.
- **Vesting Conditions:** One quarter of the PSUs vest each year from the grant date. Early termination of the Management Board service contract leads to a corresponding reduction in the vested PSUs. The unvested portion lapses without compensation.
- **Settlement Closing Price:** The Settlement Closing Price for the PSUs is the closing price of our ADSs on the last trading day prior to the day on which the PSUs are settled in the trading system with the highest total trading volume on the ten trading days prior to the date of settlement.
- **Cash Settlement:** To settle the PSUs, we may choose to grant (1) our own existing shares, (2) our own ADSs, (3) shares or rights or certificates representing them in another listed company, (4) a cash payment or (5) another form of settlement instead of new shares from authorized capital. The amount of the cash payment is calculated by multiplying the vested PSUs by the Settlement Closing Price.

## Chief Executive Officer Grant (CEO Grant 2019)

In September 2019, we granted Prof. Ugur Sahin, M.D., an option to purchase 4,374,963 of our shares under the ESOP 2017 / 2019 program. All of these option rights vested and became exercisable in 2023, and were exercised on August 9, 2024, with an exercise price for each option of €13.74 (\$15.00) calculated using the foreign exchange rate published by the German Central Bank (Deutsche Bundesbank) on the day before the exercise date and by applying the effective exercise cap (but not increasing above a Euro amount equivalent to USD 30) and the maximum cap mechanism as disclosed above. The closing price of one ADS on Nasdaq on the settlement date converted from U.S. Dollars to Euro using the exchange rate published by the German Central Bank (Deutsche Bundesbank) on the same day was €73.68 and led to an intrinsic value of the exercised options of €259.5 million.

## Share Ownership Guideline

The Supervisory Board believes that the Management Board should maintain a significant stake in the Company to promote its long-term interests and achieve its long-term strategic goals, and align the Management Board's personal interests with those of the Company. As a result, the Supervisory Board adopted share ownership guidelines effective January 1, 2025 as part of the new compensation system for the Management Board pursuant to Section 87a AktG.

Management Board members are required to achieve the applicable ownership level within four years after first becoming subject to the Guidelines. The ownership level must be maintained for so long as they remain a Management Board member. In the event of non-compliance, the Compensation,

Nominating, and Corporate Governance Committee of the Supervisory Board may deduct the missing difference in value from variable remuneration (STI and LTI) components to be granted or determined. Target ownership levels and progress towards compliance for each Management Board member as of December 31, 2025 are detailed below:

<b>Member of Management Board</b>	<b>Target (% of fixed compensation)</b>	<b>Beginning of the position-building phase</b>	<b>End of the position-building phase</b>	<b>Status as of Dec. 31, 2025</b>
Prof. Ugur Sahin, M.D. (since 2008)	200%	January 1, 2025	January 1, 2029	100% of investment target achieved
Sierk Poetting, Ph.D. (since Sept. 01, 2014)	100%	January 1, 2025	January 1, 2029	100% of investment target achieved
Prof. Özlem Türeci, M.D. (since 2019)	100%	January 1, 2025	January 1, 2029	100% of investment target achieved
James Ryan, Ph.D. (since Sept. 01, 2023)	100%	January 1, 2025	January 1, 2029	14% of investment target achieved
Annemarie Hanekamp (since July 01, 2024)	100%	January 1, 2025	January 1, 2029	0% of investment target achieved
Ramón Zapata (since July 01, 2025)	100%	July 1, 2025	July 1, 2029	0% of investment target achieved

#### **4.5.6 Compensation Granted and Owed During the Year Ended December 31, 2025**

The total compensation granted or owed according to Section 162 Paragraph 1 AktG for each member of the Management Board for the years ended December 31, 2025 and 2024, is presented in the tables below. Compensation is considered granted if it either has been actually received or the activities to which it relates have been performed. Compensation is considered owed if the compensation components are legally due, but have not yet been received. In this Report, when the preceding definition applies, compensation is referred to only as being “granted and owed”. The Institute of Public Auditors in Germany, Incorporated Association (Institut der Wirtschaftsprüfer, IDW) has provided two interpretations for the presentation. According to interpretation 1, compensation is only shown as granted and owed in the year in which it is received (inflow principle; “*Zuflussprinzip*”). According to interpretation 2, compensation may also be disclosed in the compensation report for the financial year in which the activity underlying the compensation was performed (vesting principle; “*Erdienungsprinzip*”). The Supervisory Board and the Management Board have decided to apply interpretation 2 to short-term compensation components such as fixed compensation, fringe benefits, short-term incentives (STI), cash-settled sign-on or other cash-settled one-time payments, and interpretation 1 to long-term compensation components such as share-based payments relating to long-term incentives (LTI) (even if ultimately settled in cash), share-based sign-on bonuses or other share-based one-time payments. An approach which deviates from interpretation 1 was chosen because it allows a fair presentation of the actual benefits, which are, for example, subject to final underlying share price developments. That is, the benefits from our share-based payment arrangements are considered granted and owed when the awards are settled. During the years ended December 31, 2024 and 2025, this principle applied to the awards granted under the CEO Grant 2019, LTI 2020 Program, LTI 2020 (EEP) Program and the one-time signing bonus of Jens Holstein as a result of their exercise and settlement.

During the year ended December 31, 2025 the options granted under the LTI 2021 Program vested and became exercisable. No Management Board member exercised their respective options. Jens

Holstein's one-time signing bonus of 4,246 phantom shares vested fully during 2025 and was settled in cash on July 1, 2025 resulting in a final gross payout of €386,526 (see section 4.5.4). Ramón Zapata was granted a one-time cash sign-on bonus of €900,000 (gross) as part of his appointment with effect as of July 1, 2025 (see section 4.5.4). Out of this amount, €500,000 was paid in cash in January 2026. The remaining €400,000 will be due in cash in January 2027, provided he is still a Management Board member on July 31, 2026. Annemarie Hanekamp received a guaranteed pro-rata LTI 2024 grant of €275,000 for the period from July 1 to December 31, 2024 due to her appointment to the Management Board during 2024. This amount reflected 50% of the annual target value and was settled in cash in 2025. James Ryan received a gross payout of €92,331 during 2025 relating to his LTI 2020 (EEP) Program. In connection with Ryan Richardson's separation from the Management Board effective September 30, 2025, he received a one-time payment of gross €687,500.

As described in section 4.5.5, the options granted under the CEO Grant 2019 vested and became exercisable during the year ended December 31, 2023, and were fully exercised in the year ended December 31, 2024. The CEO Grant 2019 designed in line with market standards, comprised provisions as outlined in section 4.5.5 above that included effective exercise price cap and maximum cap mechanisms. Although those cap mechanisms were applied, our unique and outstanding share price development between the time of grant and settlement, led to extraordinarily high amounts, as shown below. The share price was driven by our extraordinary revenues and net profit increases. While unprecedented and driven by the COVID-19 pandemic, these developments were also largely attributable to the exceptional performance and contribution of the Management Board as a whole, including their determination to help fight the pandemic since early 2020. The exercise was settled by delivering ADSs. Additionally, during the year ended December 31, 2024, the options granted under LTI 2020 program vested and were entirely exercised by Management Board members serving during the year ended December 31, 2025.

The amounts shown as share-based payments (incl. long-term incentives) in the below table are based on the implied market value at the time the awards fulfill the "granted and owed" definition.

Serving members of the Management Board as of December 31, 2025

<i>in thousands €</i>	<b>Prof. Ugur Sahin, M.D.</b>	<b>Annemarie Hanekamp<sup>(2)</sup></b>	<b>Sierk Poetting, Ph.D.</b>	<b>James Ryan, Ph.D.</b>	<b>Prof. Özlem Türeci, M.D.</b>	<b>Ramón Zapata<sup>(7)</sup></b>
<b>Fixed compensation<sup>(1)</sup></b>						
2025	700	550	550	550	469	310
2024	700	275	550	550	550	—
<b>Fringe benefits<sup>(3)</sup></b>						
2025	5	47	18	39	22	38
2024	5	64	19	109	—	—
<b>Short-term incentive – first installment<sup>(4)</sup></b>						
2025	350	300	300	300	350	175
2024	130	69	111	111	111	—
<b>Short-term incentive – second installment<sup>(4)</sup></b>						
2025	—	—	—	—	—	—
2024	130	69	111	111	111	—
<b>Other variable compensation<sup>(5)</sup></b>						
2025	—	—	—	—	—	500
2024	—	1,250	—	—	—	—
<b>Share-based payments (incl. long-term incentive)<sup>(6)</sup></b>						
2025						
Management Board Grant – LTI	—	275	—	92	—	—
2024						
Management Board Grant – LTI	4,386	—	1,774	—	1,754	—
CEO Grant 2019	259,531	—	—	—	—	—
<b>Total</b>						
<b>2025</b>	<b>1,055</b>	<b>1,172</b>	<b>868</b>	<b>981</b>	<b>841</b>	<b>1,023</b>
<b>2024</b>	<b>264,882</b>	<b>1,727</b>	<b>2,565</b>	<b>881</b>	<b>2,526</b>	<b>—</b>

Continued on next page

### Members of the Management Board who stepped down in 2025

<i>in thousands €</i>	Jens Holstein <sup>(8)</sup>	Ryan Richardson <sup>(9)</sup>
<b>Fixed compensation</b>		
2025	275	413
2024	550	550
<b>Fringe benefits<sup>(3)</sup></b>		
2025	17	122
2024	5	27
<b>Short-term incentive – first installment<sup>(4)</sup></b>		
2025	150	167
2024	111	111
<b>Short-term incentive – second installment<sup>(4)</sup></b>		
2025	–	–
2024	111	111
<b>Other variable compensation<sup>(5)</sup></b>		
2025	–	688
2024	–	–
<b>Share-based payments (incl. long-term incentive)<sup>(6)</sup></b>		
2025		
Management Board Grant – LTI	–	–
Other share-based payment arrangements	387	–
2024		
Management Board Grant – LTI	–	1,785
<b>Total</b>		
<b>2025</b>	<b>829</b>	<b>1,390</b>
<b>2024</b>	<b>777</b>	<b>2,584</b>

<sup>(1)</sup> For James Ryan, a part of the fixed compensation was paid by BioNTech UK Limited, a subsidiary of BioNTech SE. Approximately 30% of his total compensation is attributable to his position as a member of the Management Board and approximately 70% is attributable to his position as a director of BioNTech UK Limited.

<sup>(2)</sup> Annemarie Hanekamp was appointed to the Management Board as Chief Commercial Officer (CCO) with effect as of July 1, 2024. Her compensation for the year ended December 31, 2024 was granted on a pro-rata basis. For the year ended December 31, 2024, she was granted a guaranteed pro rata STI bonus in the amount of 50% of the maximum amount, i.e., €137,500. The first half of the corresponding net amount was paid out in April 2025 and the second in January 2026, irrespective of the share price performance. The Supervisory Board granted her a one-time sign-on bonus of €1,750,000 as of her appointment (see section 4.5.4). Out of this amount, €1,250,000 was paid as a cash bonus in July 2024 subject to repayment in reducing amounts if the service agreement ends other than for good cause before June 30, 2027 (resolatory condition considered granted and owed fully in 2024). The remainder of €500,000 will be granted in shares in July 2028 or, at the earliest possible date after a potential blackout period, provided she is still a Management Board member on June 30, 2028. Annemarie Hanekamp received a guaranteed pro rata LTI grant of €275,000 for the period from July 1 to December 31, 2024 due to her appointment to the Management Board during 2024. This amount reflected 50% of the annual target value and was settled in cash in 2025.

<sup>(3)</sup> Includes social security, health and additional insurance, company bike and travel expenses. Other fringe benefits which are integral to the performance of business duties, such as costs for security services, are not included in the amount.

<sup>(4)</sup> The structure of the STI payout was changed with the adoption of the Compensation System 2024. Under the Compensation System 2024, 100% of the STI relating to the year ended December 31, 2025 will be paid out in the month after the approval of the 2025 consolidated financial statements. In contrast, under the Compensation System 2021 / 2022, 50% of the STI relating to the year ended December 31, 2024 was paid out in the month after the approval of the 2024 consolidated financial statements and the remaining 50% will be paid out (and adjusted) in March 2026 (see section 4.2). The amounts ultimately determined were as follows: Ugur Sahin €116 thousand, Jens Holstein €100 thousand, Sierk Poetting €100 thousand, Ryan Richardson €100 thousand, James Ryan €100 thousand and Özlem Türeçci €100 thousand.

<sup>(5)</sup> One-time sign-on bonuses are reported under other variable compensation in this table for transparency purposes, even though the Compensation System 2024 classifies them as fringe benefits (see section 4.2).

<sup>(6)</sup> Explanations of our share-based payment arrangements are given in section 4.5.5 and include the LTI arrangements and the CEO Grant 2019.

<sup>(7)</sup> Ramón Zapata was appointed to the Management Board as Chief Financial Officer (CFO) with effect as of July 1, 2025. His compensation for the year ended December 31, 2025 was granted on a pro-rata basis. The Supervisory Board granted him a one-time cash sign-on bonus of €900,000 as part of his appointment (see section 4.5.4). Out of this amount, €500,000 was paid in cash in January 2026. The remaining €400,000 will be due in cash in January 2027, provided he is still a Management Board member on July 31, 2026.

<sup>(8)</sup> Served through June 30, 2025.

<sup>(9)</sup> Served through September 30, 2025.

#### **4.5.7 Malus and Clawback Provisions for Variable Compensation**

If a Management Board member commits a serious breach of their statutory duties, internal corporate conduct guidelines or due diligence in the management of the Company (malus), the Company may reduce, cancel in full or recover the amount paid out under STI or LTI for the period in which the breach falls. There is a five-year limitation period for reclaiming in full or in part the STI or LTI for a particular period.

Management Board members are also required to repay the STI and LTI if it is established that the calculation basis underlying the claim to the variable compensation (e.g. audited and approved consolidated financial statements) was objectively incorrect and no, or a lesser, claim to variable compensation would have arisen on the basis of the corrected calculation. The repayment obligation persists beyond the end of the service relationship. The repayment amount shall be the difference between the STI and / or LTI and the variable compensation that should have been paid based on the corrected basis of calculation.

On November 29, 2023, the Company adopted a clawback policy, with effect as of October 2, 2023, to comply with new requirements implemented by the U.S. Securities and Exchange Commission and the Nasdaq Stock Exchange for companies listed in the United States, which also applies to foreign private issuers, such as the Company. The clawback policy requires the Supervisory Board to recover incentive-based compensation from current and former Management Board members if there is a restatement of the Company's financial statements due to material non-compliance with financial reporting requirements under U.S. securities laws that impacts the calculation of incentive-based compensation paid out in the three years prior to the restatement. Payments can be recovered even if there was no misconduct or failure of oversight on the part of an individual Management Board member.

For the year ended December 31, 2025, the Supervisory Board did not make use of the malus and claw-back provisions.

#### **4.5.8 Termination of Service of a Management Board Member**

If a Management Board member's service agreement is terminated before the end of the agreed term, any outstanding variable compensation attributable to the period up to the termination date will be determined and paid in accordance with the targets and due dates in the service agreement and prorated if termination occurs during the financial year (with the agreed targets being reduced pro rata accordingly).

As per the recommendations of the DGCK, if the service agreement is terminated or terminated early, any payments made to the Management Board member on termination shall not exceed two years' compensation.

As part of Sean Marett's retirement from the Management Board, he and the Supervisory Board agreed to mutually terminate his service agreement with effect as of July 1, 2024. Payments and compensation granted to him as a former Management Board member are reported separately in section 4.5.10.

In connection with Ryan Richardson's resignation from the Management Board, he and the Supervisory Board agreed to mutually terminate his service agreement with effect as of September 30, 2025. Payments and compensation granted to him solely in connection with his separation from the Company are reported separately in section 4.5.4.

#### 4.5.9 Change of Control and Non-Competition Clauses

The Management Board members' service agreements do not include provisions in the event of a change of control or post-contractual non-competition clauses.

Each Management Board member is subject to the prohibition against competition in Section 88 AktG during the term of the service agreement. In addition, a Management Board member may not directly nor indirectly hold an interest in companies which compete with the Company or with which the Company maintains business relations without the Supervisory Board's prior written consent.

#### 4.5.10 Compensation of Former Management Board Members

This section outlines the compensation entitlements to Management Board members who served in prior periods but did not during the current financial year 2025 ("former Management Board members").

Sean Marett left the Management Board by mutual agreement with effect as of June 30, 2024. To ensure a smooth transition of services, Sean Marett entered into a 12-month consultancy agreement with the Company on July 1, 2024, which was extended in 2025 to June 30, 2026.

The following table discloses the options granted to former Management Board members, which are outstanding as of December 31, 2025:

Former members of the Board of Management who served in prior periods but did not during the current fiscal year 2025								
Program Name and Grant Date	Management Board Member	Target Value (€)	Initial Number of Options (O), Phantom Options (PO), Restricted Stock Unit (RSU) or Performance Share Units (PSU)	Award Exercise Price (€) <sup>(1)</sup>	Earliest Award Exercise Date <sup>(2)</sup>	Award Expiration Date	Number of Awards Granted (G), Exercised (E), or Forfeited (F) during the year	Number of Awards Outstanding
LTI 2020 <sup>(4)</sup> 2/13/2020	Sean Marett <sup>(3)</sup>	300,000	38,968 (O)	26.20	2/13/2024	2/13/2030	–	38,968
LTI 2021 <sup>(5)</sup> 5/12/2021	Sean Marett <sup>(3)</sup>	300,000	7,112 (PO)	157.64	5/12/2025	5/12/2031	–	5,334
LTI 2022 <sup>(6)</sup> 5/31/2022	Sean Marett <sup>(3)</sup>	550,000	14,664 (PO)	129.45	5/31/2026	5/31/2032	–	7,332
LTI 2023 <sup>(7)</sup> 5/22/2023	Sean Marett <sup>(3)</sup>	550,000	18,416 (O)	96.97	5/22/2027	5/22/2033	–	4,604
Separation Agreement <sup>(8)</sup> 8/26/2024	Sean Marett <sup>(3)</sup>	n / a	5,760 (PO)	75.91	8/26/2028	8/26/2034	–	5,760

<sup>(1)</sup> All options are subject to an exercise price cap (see section 4.5.5).

<sup>(2)</sup> Indicates the end of the respective waiting periods.

<sup>(3)</sup> Served through June 30, 2024.

<sup>(4)</sup> Management Board Grant (Long-Term Incentive) in the respective year. Options vested in four equal installments on February 13 of 2021, 2022, 2023 and 2024, are now exercisable following the expiry of the waiting period on February 13, 2024.

<sup>(5)</sup> Management Board Grant (Long-Term Incentive) in the respective year. Phantom options vested in four equal installments on May 12 of 2022, 2023, 2024 and 2025, are now exercisable following the expiry of the waiting period on May 12, 2025.

<sup>(6)</sup> Management Board Grant (Long-Term Incentive) in the respective year. Phantom options were issued which vest in four equal installments on May 31 of 2023, 2024, 2025 and 2026. These phantom options will not become exercisable before the expiry of the waiting period on May 31, 2026.

<sup>(7)</sup> Management Board Grant (Long-Term Incentive) in the respective year. Options vest in four equal installments on May 22 of 2024, 2025, 2026 and 2027 but may not be exercised before May 22, 2027.

<sup>(8)</sup> Pursuant to Sean Marett's separation agreement, he was granted 5,760 phantom options representing one-quarter of the 2024 LTI award, which are subject to the same conditions and waiting period that apply to the 2024 LTI awards granted to the Management Board (see section 4.5.5).

# 5 Compensation of Supervisory Board Members

Our Supervisory Board's compensation is designed to promote the Company's long-term development and business strategy and reflects the duties, time commitment and demands of the role, the Company's market position, and the need to be able to attract suitably qualified candidates. Supervisory Board members receive 100% fixed compensation under article 9 of the Company's Articles of Association and they are also reimbursed for their expenses.

## Compensation System Supervisory Board as of August 30, 2024:

### Annual base compensation for Membership in the Supervisory Board:

- Ordinary member: €120,000
- Deputy Chairperson: 1.5x of an ordinary member
- Chairperson: 3.0x of an ordinary member

### Additional annual compensation for Committee Activities:

- Ordinary Committee member: €10,000
- Chairperson of Audit Committee: €50,000
- Chairperson of another Committees: €30,000

## Compensation System Supervisory Board before August 30, 2024:

### Annual base compensation for Membership in the Supervisory Board:

- Ordinary member: €70,000
- Deputy Chairperson: 1.5x of an ordinary member
- Chairperson: 3.0x of an ordinary member

### Additional annual Compensation for Committee Activities:

- Ordinary Committee member: €5,000
- Chairperson of Audit Committee: €30,000
- Chairperson of another Committees: €15,000

Compensation is provided on a pro rata basis for individuals who are members of the Supervisory Board or a committee for part of the financial year. No pro rata payments were made in 2025 and 2024.

Compensation for the years ended December 31, 2025 and 2024, was paid out in December each year. Compensation is considered owed and granted in the financial year in which the member performs services.

The compensation granted and owed to our Supervisory Board members during the years ended December 31, 2025 and 2024, is presented in the following table:

<i>in thousands €</i>	<b>Helmut Jeggle</b> <i>Chair</i>	<b>Ulrich Wandschneider, Ph.D.</b> <i>Vice Chair</i>	<b>Baroness Nicola Blackwood</b>	<b>Prof. Anja Morawietz, Ph.D.</b>	<b>Michael Motschmann</b>	<b>Prof. Rudolf Staudigl, Ph.D.</b>
<b>Base Compensation</b>						
2025	360	180	120	120	120	120
2024	261	130	87	87	87	87
<b>Committee Compensation</b>						
2025	40	40	20	60	20	40
2024	27	27	13	43	13	27
<b>Total</b>						
2025	<b>400</b>	<b>220</b>	<b>140</b>	<b>180</b>	<b>140</b>	<b>160</b>
2024	<b>288</b>	<b>157</b>	<b>100</b>	<b>130</b>	<b>100</b>	<b>114</b>

BioNTech also covers any value-added tax applicable to compensation or expense reimbursement. Supervisory Board members are included in our D&O liability insurance and are co-insured at our expense.

Our Supervisory Board's current terms will end as of the end of the AGM during the years set forth below:

<b>Term End</b>	<b>Supervisory Board Members</b>
2026	Helmut Jeggle, Anja Morawietz, Rudolf Staudigl
2027	Ulrich Wandschneider, Nicola Blackwood, Michael Motschmann

## 6 Development of the Compensation of the Management Board, Supervisory Board and Employees and the Company's Earnings

The table below shows the relative development of the compensation granted and owed to the Supervisory Board and Management Board members, the average compensation of our employees and selected key earning indicators for the periods indicated.

Selected key earning indicators required by Section 162 Paragraph 1 No. 2 AktG generally measure the development of earnings on the basis of revenues, operating income of the BioNTech Group (IFRS) and net income (HGB) of the Company. Considering our operational and financial development, our key earnings indicators fluctuated exceptionally over the past years. Therefore, the development of those indicators relative to the compensation of our Supervisory and Management Board members is not considered meaningful.

Management Board compensation significantly changed comparing the 2025 to 2024, 2024 to 2023 and 2023 to 2022 financial years, mainly as the options granted one-time under the CEO Grant 2019 and ESOP 2018 were exercised mostly in 2024 and 2022 and the options granted under the LTI 2020 program vested and became exercisable and were almost entirely exercised in 2024 (Sean Marett has not exercised his 38,968 options granted under the LTI 2020 program). The definition of granted and owed applies to the option rights granted under the ESOP 2018, CEO Grant 2019 and LTI 2020 Program, as they were mainly exercised and settled in those years ended December 31, 2024, and December 31, 2022. As outlined in section 4.5.6, the compensation is based on the implied market value at the time the awards are considered granted and owed in terms of Section 162 AktG. Our unique and outstanding share price development between the time of grant and settlement, led to extraordinarily high amounts. Therefore, the development of the compensation of the members of the Management Board is mainly not considered meaningful.

The development of Supervisory Board compensation from 2024 to 2025 is mainly due to the first full year of applying their compensation under the Compensation System 2024.

The average employee compensation is calculated using the number of full-time equivalent employees at the beginning and end of the respective period divided by two. The number of full-time equivalent employees employed by the Group increased from 4,530 as of December 31, 2022, to 6,133 as of December 31, 2023, to 6,772 as of December 31, 2024, and to 7,132 as of December 31, 2025. This number excludes full-time equivalent employees of CureVac entities on which control was gained in December 2025, as their personnel expenses are not reflected in the Group's results for the full fiscal year 2025. The presentation of the average compensation of employees is based on the compensation of BioNTech Group employees excluding Board Members, interns, Ph.D. or working students, apprentices and employees on unpaid leave. The increase compared to last year is mainly due to our acquisition of Biotheus during the fiscal year 2025.

The presentation of workforce compensation corresponds to the granted and owed approach under Section 162 Paragraph 1 Sentence 1 AktG and is shown with and without share-based payment compensation. Compensation comprises the total expenses for wages, benefits and social security contributions. Share-based payment programs for our workforce are considered with their implied market value to the extent considered granted and owed during the applicable year (which applies to options exercised from the ESOP 2018 Program and the settlement of the LTI 2020 Program, LTI 2021 Program and the LTI-plus Program). The share-based payment compensation from the ESOP 2018 Program was calculated using the closing price of an American Depositary Share of BioNTech on Nasdaq on the last trading day preceding the various respective exercise dates converted from USD to Euro using the exchange rate published by the German Central Bank (Deutsche Bundesbank) on the relevant days and using the lowest share price on a German stock exchange on the respective exercise dates. The share-based payment compensation for the LTI-plus Program, LTI 2020 Program and LTI 2021 Program (German part of the program) was calculated using the lowest share price on a German stock exchange on December 14, 2022 (day preceding the LTI-plus settlement day), December 13, 2024 (day preceding the LTI 2020 settlement day), and June 4, 2025 (day preceding the LTI 2021). The share-based payment compensation for the LTI 2021 Program (UK part of the program) was calculated using the closing share price on NASDAQ on December 13, 2024 (day preceding the LTI 2020 settlement day). The implied market values may vary from the benefit in kind.

Workforce compensation changed significantly comparing year-on-year between the 2021 and 2025 financial years, as the option rights and restricted stock units granted one-time under the ESOP 2018 Program and LTI employee programs were considered granted and owed mainly during the years ended December 31, 2022, December 31, 2024 and December 31, 2025. Beyond share-based payment compensation, the change was affected by one-time bonus payments mainly made in 2022. While base salary from 2021 to 2022 as well as 2022 to 2023 increased (10% and 7% respectively), overall compensation decreased from 2022 to 2023 due to the one-time bonus payments. Overall compensation was also affected by other factors, including a changed personnel structure for new hires. The workforce compensation increased slightly from 2024 to 2025, mainly reflecting higher base salaries and severance payments related to our ongoing transformation, partly compensated by the inclusion of the workforce from acquired entities in 2025.

In 2025, the average per-head compensation of the serving Management Board in 2025 amounted to eight-times the average per-head compensation of all BioNTech employees (excluding the Management Board).

<i>in %</i>	<b>Change 2025 vs. 2024</b>	<b>Change 2024 vs. 2023</b>	<b>Change 2023 vs. 2022</b>	<b>Change 2022 vs. 2021</b>
<b>Serving Management Board members as of December 31, 2025</b>				
Prof. Ugur Sahin, M.D.	n.m. <sup>(1)</sup>	n.m. <sup>(1)</sup>	n.m. <sup>(1)</sup>	n.m. <sup>(1)</sup>
Annemarie Hanekamp	n.m. <sup>(2)</sup>	—	—	—
Sierk Poetting, Ph.D.	(66)	211	n.m. <sup>(1)</sup>	n.m. <sup>(1)</sup>
James Ryan, Ph.D.	11	n.m. <sup>(2)</sup>	—	—
Prof. Özlem Türeci, M.D.	(67)	208	n.m. <sup>(1)</sup>	n.m. <sup>(1)</sup>
Ramón Zapata (from July 1, 2025)	—	—	—	—
<b>Management Board members who stepped down in 2025</b>				
Jens Holstein (until June 30, 2025)	n.m.	(45)	75	n.m. <sup>(2)</sup>
Ryan Richardson (until September 30, 2025)	n.m.	205	n.m. <sup>(1)</sup>	n.m. <sup>(1)</sup>
<b>Former Management Board members</b>				
Sean Marett (until June 30, 2024)	—	n.m. <sup>(2)</sup>	n.m. <sup>(1)</sup>	n.m. <sup>(1)</sup>
<b>Serving Supervisory Board members in 2025</b>				
Helmut Jeggler	39	27	—	24
Ulrich Wandschneider, Ph.D.	40	38	(19)	25
Baroness Nicola Blackwood	40	n.m. <sup>(2)</sup>	—	—
Prof. Anja Morawietz, Ph.D.	38	24	n.m. <sup>(2)</sup>	—
Michael Motschmann	40	25	(16)	51
Prof. Rudolf Staudigl, Ph.D.	40	27	n.m. <sup>(2)</sup>	—
<b>Earnings indicators</b>				
Revenues from contracts with customers (IFRS BioNTech Group)	(4)	(28)	n.m. <sup>(3)</sup>	(9)
Operating profit / (loss) (IFRS BioNTech Group)	(6)	(290)	n.m. <sup>(4)</sup>	(17)
Net profit / (loss) (HGB BioNTech SE)	(15)	(241)	n.m. <sup>(5)</sup>	(20)
<b>Compensation of the workforce<sup>(6)</sup></b>				
Total workforce compensation	5	10	(67)	272
Total workforce compensation excl. share-based payments	3	11	(5)	35

<sup>(1)</sup> Management Board compensation significantly changed comparing the 2025 to 2024, 2024 to 2023 and 2023 to 2022 financial years, mainly as the options granted one-time under the CEO Grant 2019 and ESOP 2018 were exercised mostly in 2024 and 2022 and the options granted under the LTI 2020 program vested and became exercisable and were almost entirely exercised in 2024 (Sean Marett has not exercised his 38,968 options granted under the LTI 2020 program). The definition of granted and owed applies to the option rights granted under the ESOP 2018, CEO Grant 2019 and LTI 2020 Program, as they were mainly exercised and settled in those years ended December 31, 2024, and December 31, 2022. As outlined in section 4.5.6, the compensation is based on the implied market value at the time the awards are considered granted and owed in terms of Section 162 AktG and, our unique and outstanding share price development between the time of grant and settlement, led to extraordinarily high amounts. Therefore, the development of the compensation of the members of the Management Board is mainly not considered meaningful. The compensation changes in % between the 2022 and 2021 financial year for the members of the Management Board is the following: Ugur Sahin 47,079, Sean Marett 8,632, Sierk Poetting 15,404, Ryan Richardson 4,550 and Özlem Türeci 50,823. For the changes in % between the 2023 and 2022 financial year, the compensation of the Management Board is the following: Ugur Sahin (100), Sean Marett (63), Sierk Poetting (99), Ryan Richardson (96) and Özlem Türeci (100). For the changes in % between the 2024 and 2023 financial year, the compensation of the Management Board is the following: Ugur Sahin 25,818. For the changes in % between the 2025 and 2024 financial year, the compensation of the Management Board is the following: Ugur Sahin (100).

<sup>(2)</sup> The respective individual was appointed to or stepped down from the Management Board or Supervisory Board during the fiscal year, and their compensation was granted on a pro rata basis. Therefore, a comparison with the partial year serving as a Management Board member is not meaningful ("n.m.").

<sup>(3)</sup> Revenues changed significantly from €18,976.7 million during the year ended December 31, 2021, to €17,310.6 million in the year ended December 31, 2022, to €3,819.0 million during the year ended December 31, 2023, to €2,751.1 million during the year ended December 31, 2024, and to €2,869.9 million during the year ended December 31, 2025.

<sup>(4)</sup> Operating profit / (loss) changed significantly from an operating profit of €15,283.8 million during the year ended December 31, 2021, to an operating profit of €12,642.7 million during the year ended December 31, 2022, to an operating profit of €690.4 million during the year ended December 31, 2023, to an operating loss of €1,314.3 million during the year ended December 31, 2024, and to an operating loss of €1,404.9 million during the year ended December 31, 2025.

- <sup>(5)</sup> Net profit / (loss) (HGB) changed significantly from a €10,777.6 million net profit during the year ended December 31, 2021, to €8,626.0 million net profit during the year ended December 31, 2022, to €799.5 million net profit during the year ended December 31, 2023, to €1,128.5 million net loss during the year ended December 31, 2024, and to €1,326.6 million net loss during the year ended December 31, 2025. The information on net income (HGB) is not representative for the Group but is considered to be a key earning indicator in terms of Section 162 Paragraph 1 No. 2 AktG.
- <sup>(6)</sup> The average employee compensation is based on the compensation of BioNTech Group employees (excl. CureVac) including social security contributions and the implied market value from share-based payment arrangements, which are considered granted and owed. Considering the compensation of the workforce without the share-based payment consideration, the change over the years was impacted by bonus payments mainly made in 2022. While the base salary from 2021 to 2022 as well as 2022 to 2023 increased (10% and 7% respectively), the overall compensation decreased from 2022 to 2023 due to special one-time bonus payments in 2022. The overall compensation was additionally impacted by other factors including a changed personnel structure in connection with new hires. The average employee compensation is calculated using the number of full-time equivalent employees at the beginning and end of the respective period divided by two. For purposes of this metric, the number of full-time equivalent employees excludes full-time equivalent employees of CureVac, which was acquired in December 2025, as their personnel expenses are not reflected in the Group's results for the full fiscal year 2025. Consequently, the average employee compensation is presented for the BioNTech Group excluding CureVac.

## 7 Conclusion on Compensation System for the Year Ended December 31, 2025

During the year ended December 31, 2025, we advanced our key oncology programs while maintaining a leading position in the COVID-19 vaccine market, executed key strategic partnerships and acquisitions, and closed the year with a strong financial position. These achievements have effectively positioned us as a late-stage biopharmaceutical company.

The 2025 financial year was also the first full year of application of our Compensation System 2024 after it was adopted by shareholders at the AGM on May 17, 2024. The system is designed to reflect the increasing demands placed on the Management Board, attract and retain top talent, align with market trends, and maintain the Company's competitive edge. For the Supervisory Board, it aims to address growing time commitments, reflect legal qualifications, and recognize industry-specific competencies. The most important changes to the Management Board's compensation include increasing the weighting of the long-term incentive (LTI) component from around 40% to 70% of total compensation, significantly raising the performance hurdles for share options and performance share units granted in the future, and introducing a share ownership guideline that requires Management Board members to hold a minimum number of BioNTech shares. The Supervisory Board is convinced that these changes are the right and appropriate measures to support BioNTech's strategy. While the changes to the Supervisory Board's compensation took effect on a pro rata basis upon the entry of the revised Articles of Association in our Commercial Register on August 30, 2024, the Compensation System 2024 for Management Board members took effect as of January 1, 2025.

During the year ended December 31, 2025, we continued to build on the strength of our Management Board team. On July 1, 2025, we welcomed Ramón Zapata as our new Chief Financial Officer, following the retirement of Jens Holstein. With more than 25 years of global finance experience in the pharmaceutical and consumer goods sectors, Ramón Zapata's appointment ensures that the Company's financial direction continues to align with BioNTech's strategy to become a multi-product company in the field of oncology.

Mainz, March 9, 2026

BioNTech SE

For the Management Board

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

**Ramón Zapata**  
Chief Financial Officer

For the Supervisory Board

**Helmut Jegg**  
Chair of the Supervisory Board

**Prof. Rudolf Staudigl, Ph.D.**  
Chair of the Compensation, Nominating and  
Corporate Governance Committee



Report of the independent auditor on the audit of the compensation report pursuant to Sec. 162 (3) AktG

To BioNTech SE

Opinions

We have audited the formal aspects of the remuneration report of BioNTech SE, Mainz, for the financial year from January 1 to December 31, 2025 to determine whether the disclosures required by Sec. 162 (1) and (2) AktG [“Aktengesetz”: German Stock Corporation Act] have been made therein. In accordance with Sec. 162 (3) AktG, we have not audited the content of the compensation report.

In our opinion, the disclosures required by Sec. 162 (1) and (2) AktG have been made in the accompanying compensation report in all material respects. Our opinion does not cover the content of the compensation report.

Basis for the opinion

We conducted our audit of the compensation report in accordance with Sec. 162 (3) AktG and in compliance with the IDW Auditing Standard: Audit of the Remuneration Report in Accordance with Sec. 162 (3) AktG (IDW AuS 870 (09.2023)). Our responsibilities under this provision and standard are further described in the “Responsibilities of the auditor” section of our report. As an audit firm, we applied the IDW Standard on Quality Management: Requirements for Quality Management in the Audit Firm (IDW QMS 1 (09.2022)). We complied with the professional obligations pursuant to the WPO [“Wirtschaftsprüferordnung”: German Law Regulating the Profession of Wirtschaftsprüfer (German Public Auditor)] and the BS WP/vBP [“Berufssatzung für Wirtschaftsprüfer/vereidigte Buchprüfer”: Professional Charter for German Public Accountants/German Sworn Auditors] including the requirements regarding independence.

### Responsibilities of the Management Board and Supervisory Board

The Management Board and Supervisory Board are responsible for the preparation of the compensation report and the related disclosures in compliance with the requirements of Sec. 162 AktG. In addition, they are responsible for such internal control as they determine is necessary to enable the preparation of a compensation report and the related disclosures that are free from material misstatement, whether due to fraud (i.e., fraudulent financial reporting and misappropriation of assets) or error.

### Responsibilities of the auditor

Our objectives are to obtain reasonable assurance about whether the disclosures required by Sec. 162 (1) and (2) AktG are made in the compensation report in all material respects and to express an opinion thereon in a report.

We planned and performed our audit so as to determine the formal completeness of the compensation report by comparing the disclosures made in the compensation report with the disclosures required by Sec. 162 (1) and (2) AktG. In accordance with Sec. 162 (3) AktG, we have not audited the accuracy of the disclosures, the completeness of the individual disclosures or the fair presentation of the compensation report.



#### Consideration of misrepresentations

In connection with our audit, our responsibility is to read the compensation report considering the knowledge obtained in the audit of the financial statements and, in doing so, remain alert for indications of whether the compensation report contains misrepresentations in relation to the accuracy of the disclosures, the completeness of the individual disclosures or the fair presentation of the compensation report.

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

Cologne, March 10, 2026

EY GmbH & Co. KG  
Wirtschaftsprüfungsgesellschaft

Schlebusch  
Wirtschaftsprüfer  
[German Public Auditor]

Weigel  
Wirtschaftsprüfer  
[German Public Auditor]