
UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549
FORM 6-K

**REPORT OF FOREIGN PRIVATE ISSUER
PURSUANT TO RULE 13a-16 OR 15d-16 OF THE
SECURITIES EXCHANGE ACT OF 1934**

For the month of May, 2023

Commission File Number: 001-39446

CureVac N.V.

(Exact Name of Registrant as Specified in Its Charter)

**Friedrich-Miescher-Strasse 15, 72076
Tübingen, Germany
+49 7071 9883 0**

(Address of principal executive office)

Indicate by check mark whether the registrant files or will file annual reports under cover of Form 20-F or Form 40-F:

Form 20-F



Form 40-F



On May 30, 2023, CureVac N.V. (the “Company”) convened the annual general meeting of shareholders to be held on June 19, 2023 and made available to its shareholders certain other materials in connection with such meeting.

The information in this Form 6-K (including Exhibit 99.1) shall not be deemed “filed” for purposes of Section 18 of the Securities Exchange Act of 1934 (the “Exchange Act”) or otherwise subject to the liabilities of that section, nor shall it be deemed incorporated by reference in any filing under the Securities Act of 1933 or the Exchange Act.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

CUREVAC N.V.

By: /s/ Alexander Zehnder
Chief Executive Officer

Date: May 30, 2023

EXHIBIT INDEX

<u>EXHIBIT NO.</u>	<u>DESCRIPTION</u>
99.1	Convening notice including agenda and explanatory notes
99.2	Voting proxy

CONVENING NOTICE

This is the convening notice for the annual general meeting of shareholders of CureVac N.V. (the "**Company**") to be held at the offices of NautaDutilh N.V. (address: Beethovenstraat 400, 1082 PR Amsterdam, the Netherlands) on June 19, 2023 at 14:00 p.m. Central European Summer Time (the "**AGM**").

The agenda for the AGM is as follows:

1. Opening
2. Discussion of the annual report over the financial year 2022 (*discussion item*)
3. Adoption of the annual accounts over the financial year 2022 (*voting item*)
4. Explanation of the dividend and reservation policy (*discussion item*)
5. Release of managing directors from liability for the exercise of their duties during the financial year 2022 (*voting item*)
6. Release of supervisory directors from liability for the exercise of their duties during the financial year 2022 (*voting item*)
7. Appointment of Michael Brosnan as member of the Supervisory Board (*voting item*)
8. Appointment of the external auditor for the financial year 2024 (*voting item*)
9. Closing

No business shall be voted on at the AGM, except such items as included in the abovementioned agenda.

The agenda with the explanatory notes thereto, the annual report and annual accounts for the financial year 2022, and the other meeting information are available as of the date hereof for inspection and can be obtained free of charge at the office address of the Company and from the Company's website (<http://www.curevac.com>).

The registration date for the AGM is May 22, 2023 (the "**Registration Date**"). Those who are shareholders of the Company, or who otherwise have voting rights and/or meeting rights with respect to shares in the Company's capital, on the Registration Date and who are recorded as such in the Company's shareholders' register and/or in the register maintained by the Company's U.S. transfer agent (the "**Persons with Meeting Rights**") may attend and, if relevant, vote at the AGM and exercise their voting rights on the voting items as included in the abovementioned agenda.

Those who beneficially own shares in the Company's capital in an account at a bank, broker, financial institution or other financial intermediary (the "**Beneficial Owners**") on the Registration Date, must request a proxy from their bank, broker, financial institution or other financial intermediary authorizing the relevant Beneficial Owner to attend and, if relevant, exercise voting rights at the AGM.

Persons with Meeting Rights and Beneficial Owners who wish to attend the AGM, either in person or by proxy, must notify the Company of their identity and intention to attend the AGM by sending notice to that effect to the Company by e-mail (addressed to **agm2023@curevac.com**). This notice must be received by the Company no later than Friday, June 16, 2023 at 23:59 p.m. (CEST) (the "**Cut-off Time**"). Persons with Meeting Rights and Beneficial Owners who have not complied with this requirement may be refused entry to the AGM. Beneficial Owners must enclose with their attendance notice (i) proof of their beneficial ownership of the relevant underlying shares in the Company's capital as of the Registration Date, such as a recent account statement, and (ii) their signed proxy from the relevant bank, broker, financial institution or other financial intermediary.

Persons with Meeting Rights and Beneficial Owners who have duly registered for the AGM and who wish to have themselves represented at the AGM by a proxyholder, may do so through the use of a written or electronically recorded proxy. They must submit their signed proxy to the Company no later than the Cut-off Time. A proxy form can be downloaded from the Company's website (<http://www.curevac.com>). Persons with Meeting Rights and Beneficial Owners who have duly registered for the AGM may also submit questions in advance of the AGM by sending an e-mail to the Company prior to the Cut-off Time (addressed to **agm2023@curevac.com**), in which case the Company shall endeavor to respond to those questions at the AGM to the extent possible and allowed.

Persons with Meeting Rights, Beneficial Owners and their respective proxyholders who have not complied with these requirements may be refused entry to the AGM. In addition, only those Persons with Meeting Rights and Beneficial Owners who have properly registered for the AGM are granted the possibility by the Company to follow the AGM via webcast. In order to receive the link to stream the webcast, you will need to indicate to the Company by e-mail (addressed to **agm2023@curevac.com**) prior to the Cut-off Time, that you would like to follow the AGM via webcast. It will not be possible to vote or raise any questions during the live webcast.

EXPLANATORY NOTES TO THE AGENDA

These are the explanatory notes to the agenda for the annual general meeting of shareholders of CureVac N.V. (the "**Company**") to be held at the offices of NautaDutilh N.V. (address: Beethovenstraat 400, 1082 PR Amsterdam, the Netherlands) on June 19, 2023 at 14:00 p.m. Central European Summer Time (the "**AGM**").

2. **Discussion of the annual report over the financial year 2022 (discussion item)**

The Company's annual report over the financial year 2022 has been made available on the Company's website (www.curevac.com) and at the Company's office address.

3. **Adoption of the annual accounts over the financial year 2022 (voting item)**

The Company's annual accounts over the financial year 2022 have been made available on the Company's website (www.curevac.com) and at the Company's office address. It is proposed that these annual accounts be adopted.

4. **Explanation of the dividend and reservation policy (discussion item)**

The Company has never paid or declared any cash dividends on its ordinary shares, and the Company does not anticipate paying any cash dividends on its ordinary shares in the foreseeable future. The Company's current dividend and reservation policy is to retain all available funds and any future earnings to fund the development and expansion of the Company's business. Under Dutch law, the Company may only pay dividends to the extent its shareholders' equity (*eigen vermogen*) exceeds the sum of the paid-in and called-up share capital plus the reserves required to be maintained by Dutch law or by its articles of association and (if it concerns a distribution of profits) after adoption of the annual accounts by the general meeting from which it appears that such dividend distribution is allowed. Subject to such restrictions, any future determination to pay dividends will be at the discretion of the Company's management board with the approval of the Company's supervisory board and will depend upon a number of factors, including the Company's results of operations, financial condition, future prospects, contractual restrictions, restrictions imposed by applicable law and other factors the management board and supervisory board deem relevant.

5. **Release of managing directors from liability for the exercise of their duties during the financial year 2022 (voting item)**

It is proposed that the Company's managing directors be released from liability for the exercise of their duties during the financial year 2022. The scope of this release from liability extends to the exercise of their respective duties insofar as these are reflected in the Company's annual report or annual accounts over the financial year 2022 or in other public disclosures.

6. Release of supervisory directors from liability for the exercise of their duties during the financial year 2022 (voting item)

It is proposed that the Company's supervisory directors be released from liability for the exercise of their duties during the financial year 2022. The scope of this release from liability extends to the exercise of their respective duties insofar as these are reflected in the Company's annual report or annual accounts over the financial year 2022 or in other public disclosures.

7. Appointment of Michael Brosnan as member of the Supervisory Board (voting item)

The Company's supervisory board has made a binding nomination to appoint Michael Brosnan as supervisory director of the Company's supervisory board for a period of three (3) years, ending at the end of the annual general meeting of shareholders of the Company to be held in the year 2026.

Michael Brosnan (age 67) is a highly regarded international financial expert. He gained solid experience in executive and non-executive financial board roles and as an auditor. Currently, he is serving as chairman of the audit committee and member of the supervisory board at MorphoSys AG, a biotechnology company. He also is a supervisory board and audit committee member of the most recently publicly listed Daimler Truck AG. Until his retirement in 2019, he was the CFO of Fresenius Medical Care ("FMC"), headquartered in Germany, a worldwide leader in dialysis products and services. FMC is dual listed in New York and Frankfurt. Prior to taking over management roles in financial departments, he was an audit partner at KPMG. Mr. Brosnan holds a degree in business administration and accounting from Northeastern University, Boston.

Mr. Brosnan has been nominated for his experience, background and skills in international technical finance, IPO, and audit along with his strong interpersonal and social skills. The Company's supervisory board has considered the diversity objectives of the Company, such as nationality, age, gender, education and work background, in the preparation of this proposal.

Mr. Brosnan does not hold any shares in the Company's capital.

Contingent upon his appointment as supervisory director of the Company, Mr. Brosnan will receive compensation for his services as a supervisory director consistent with the compensation package approved by the Company's general meeting held on June 24, 2021.

This proposal is contingent upon the resignation of Hans Christoph Tanner as a member of the Company's supervisory board, which is expected to take effect at or prior to the beginning of the AGM.

8. Appointment of the external auditor for the financial year 2024 (voting item)

It is proposed that KPMG N.V. will be appointed and instructed to audit the Company's statutory annual report and annual accounts for the financial year 2024.

CUREVAC N.V.
 FRIEDRICH-MIESCHER-STRASSE 15
 TUEBINGEN 72076
 GERMANY



**SCAN TO
 VIEW MATERIALS & VOTE**



VOTE BY INTERNET - www.proxyvote.com or scan the QR Barcode above
 Use the Internet to transmit your voting instructions and for electronic delivery of information. Vote by 23:59 p.m. CEST on 16 June 2023. Follow the instructions to obtain your records and to create an electronic voting instruction form.

ELECTRONIC DELIVERY OF FUTURE PROXY MATERIALS
 If you would like to reduce the costs incurred by our company in mailing proxy materials, you can consent to receiving all future proxy statements, proxy cards and annual reports electronically via e-mail or the Internet. To sign up for electronic delivery, please follow the instructions above to vote using the Internet and, when prompted, indicate that you agree to receive or access proxy materials electronically in future years.

VOTE BY PHONE - 1-800-690-6903
 Use any touch-tone telephone to transmit your voting instructions. Vote by 23:59 p.m. CEST on 16 June 2023. Have the proxy card mailed to you in hand when you call and then follow the instructions.

VOTE BY MAIL
 Mark, sign and date your proxy card and return it in the postage-paid envelope we have provided or return it to Vote Processing, c/o Broadridge, 51 Mercedes Way, Edgewood, NY 11717, by 23:59 p.m. CEST on 16 June 2023.

VOTE BY EMAIL
 Mark, sign and date your proxy card and return it via email to agm2023@curevac.com by 23:59 p.m. CEST on 16 June 2023.

TO VOTE, MARK BLOCKS BELOW IN BLUE OR BLACK INK AS FOLLOWS:

V18674-P96104

KEEP THIS PORTION FOR YOUR RECORDS
 DETACH AND RETURN THIS PORTION ONLY

THIS PROXY CARD IS VALID ONLY WHEN SIGNED AND DATED.

CUREVAC N.V.

The Board of Directors recommends you vote FOR proposals 1 through 5.

	For	Against	Abstain
1. Adoption of the annual accounts over the financial year 2022	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2. Release of managing directors from liability for the exercise of their duties during the financial year 2022	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3. Release of supervisory directors from liability for the exercise of their duties during the financial year 2022	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4. Appointment of Michael Brosnan as member of the Supervisory Board	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5. Appointment of the external auditor for the financial year 2024	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Please sign exactly as your name(s) appear(s) hereon. When signing as attorney, executor, administrator, or other fiduciary, please give full title as such. Joint owners should each sign personally. All holders must sign. If a corporation or partnership, please sign in full corporate or partnership name by authorized officer.

Signature [PLEASE SIGN WITHIN BOX] Date

Signature (Joint Owners) Date

Important Notice Regarding the Availability of Proxy Materials for the Annual General Meeting:

The Notice of Meeting is available at www.proxyvote.com

V18675-P96104

CUREVAC N.V.
Annual General Meeting of Shareholders
19 June 2023
This proxy is solicited by the Board of Directors

The undersigned hereby registers for the annual general meeting of shareholders of CureVac N.V. to be held on 19 June 2023 at 14:00 p.m. Central European Summer Time (the "AGM") and, for purposes of being represented at the AGM, grants a power of attorney to each civil law notary and candidate civil law notary working with NautaDutilh N.V. (each, a "Proxyholder") to represent and to vote, as designated on the reverse side of this ballot, all of the common shares of CureVac N.V. that the undersigned is entitled to vote at the AGM, and to exercise any other right of the undersigned which the undersigned would be allowed to exercise at the AGM. This power of attorney is granted with full power of substitution. The relationship between the undersigned and each Proxyholder is governed exclusively by the laws of the Netherlands. The AGM will be held at the offices of NautaDutilh N.V. (address: Beethovenstraat 400, 1082 PR Amsterdam, the Netherlands).

This proxy, when properly executed, will be voted in the manner directed herein. If no such direction is made, this proxy will be voted in accordance with the Board of Directors' recommendations.

Continued and to be signed on reverse side