

Affimed N.V.

Explanatory notes to the proposed amendment of the articles of association of Affimed N.V.
(agenda item 12)

Notes

This document contains an explanation to the proposed amendment of the articles of association of Affimed N.V. (the "**Company**"), included in the agenda of the general meeting as agenda item. The left column displays the current unofficial translation of the provision of the articles of association for which an amendment is proposed. The middle column displays an unofficial translation of the proposed amendment. The right column includes an explanation to the amendment. Only the provisions of the articles of association for which an amendment is proposed have been included in this triptych. We refer to the website of the Company, www.affimed.com, for the complete text of the articles of association of the Company and the unofficial English translation thereto.

UNOFFICIAL TRANSLATION PROVISION OF THE ARTICLES OF ASSOCIATION BEFORE THE PROPOSED AMENDMENT	AMENDMENT AGENDA ITEM 12 UNOFFICIAL TRANSLATION PROPOSED AMENDMENT TO THE ARTICLES OF ASSOCIATION	EXPLANATORY NOTES
<p>3.1.1. The authorised share capital of the company amounts to two million one hundred and ninety-six thousand euro (EUR 2,196,000) and is divided into:</p> <ul style="list-style-type: none"> a. one hundred nine million and eight hundred thousand (109,800,000) common shares, each with a nominal value of one eurocent (EUR 0.01); b. one hundred nine million and eight hundred thousand (109,800,000) cumulative preference shares, each with a nominal value of one eurocent (EUR 0.01). 	<p>3.1.1. The authorised share capital of the company amounts to three million one hundred nineteen thousand and five hundred euro (EUR 3,119,500) and is divided into:</p> <ul style="list-style-type: none"> a. one hundred fifty-five million nine hundred and seventy-five thousand (155,975,000) common shares, each with a nominal value of one eurocent (EUR 0.01); b. one hundred fifty-five million nine hundred and seventy-five thousand (155,975,000) cumulative preference shares, each with a nominal value of one eurocent (EUR 0.01). 	<p>It is proposed to increase the authorised capital of the Company as a result of which the maximum number of common shares and cumulative preference shares which can be issued is increased.</p>
CONCLUDING STATEMENT (UNOFFICIAL TRANSLATION) NOTARIAL DEED OF AMENDMENT OF THE ARTICLES OF ASSOCIATION		
	<p>Finally the person appearing declares that on the date of the execution of this deed the issued and paid up share capital of the Company amounts to six hundred twenty-three thousand and nine hundred euro and sixty-eight eurocent (EUR 623,900.68), divided into sixty-two million three hundred ninety thousand and sixty-eight (62,390,068) common shares and zero (0) cumulative preference shares.</p>	<p>According to article 2:124 paragraph 3 of the Dutch Civil Code the issued and paid up capital of the Company at the time of the execution of the deed of amendment of the articles of association of the Company has to be mentioned in the deed.</p>