

Minutes of the
Annual General Meeting

of

AFFIMED N.V.

held on Wednesday, 26 June 2024

at:

the offices of De Brauw Blackstone Westbroek N.V.,
Burgerweeshuispad 201, 1076 GR, Amsterdam, the Netherlands

Minutes of the annual general meeting (the "**AGM**") of Affimed N.V. (the "**Company**") held on 26 June 2024 at the offices of De Brauw Blackstone Westbroek N.V., Burgerweeshuispad 201, 1076 GR Amsterdam, the Netherlands.

Agenda item 1: Opening

Dr. Thomas Hecht, chairman of the Company's supervisory board (the "**Supervisory Board**") and chairman of the AGM (the "**Chairman**"), opened the AGM at 9:00 hours (CET) and welcomed those present.

The Chairman introduced those members of the Company's management board (the "**Management Board**") and of the Supervisory Board whom are present at the AGM. Thereafter the Chairman noted that Mrs. Susanne Spieler was appointed by the Chairman as secretary of the AGM.

The Chairman noted that on 29 May 2024, the record date for the AGM, the total issued share capital of the Company amounted to EUR 1,522,746.31, consisting of 15,227,463 full common shares, and 0.1 fraction of a share. Each full share entitles the holder or holders thereof to cast one vote. As a result, at the record date, the aggregate number of votes amounted to 15,227,463.

Thereupon the Chairman remarked that according to the attendance list, the holders of 5,722,586 shares are present or represented at the AGM, who in total may cast 5,722,586 votes, representing approximately 37.58% of the Company's issued share capital.

The Chairman did not receive proposals from shareholders with respect to the discussion of subjects other than those mentioned in the convening notice and on the agenda.

The Chairman then proceeded with the discussion of the AGM agenda items.

Agenda item 2: Report by the Management Board for the financial year 2023

The Chairman noted that the report by the Management Board of the financial year 2023 is described in detail in the Company's annual accounts.

The Chairman provided the opportunity to discuss and ask questions and, after he established that there were no questions, he moved on to the next agenda item.

Agenda item 3: Adoption of the Statutory Annual Accounts for the financial year 2023

The Chairman informed the AGM that the Management Board has prepared the Statutory Annual Accounts for the financial year 2023, in accordance with Dutch law, and that the Supervisory Board has reviewed and approved the annual accounts. Furthermore, the Chairman informed the AGM that KPMG Accountants N.V. has audited the annual accounts and has issued an auditor's report thereon.

Thereafter, the Chairman provided the opportunity to discuss and ask questions regarding agenda item 3 and, after he established that there were no questions, he moved on to agenda item 4.

Agenda item 4: Discharge of the managing directors for their management during the financial year 2023

The Chairman noted that it is proposed to the AGM to grant full discharge to any managing director in office during the financial year 2023 from liability in respect of the performance of their management duties during the financial year 2023.

The Chairman provided the opportunity to discuss and ask questions and, after he established that there were no questions, he moved on to the next agenda item.

Agenda item 5: Discharge of the supervisory directors for their supervision during the financial year 2023

The Chairman noted that it is proposed to the AGM to grant full discharge to any supervisory director in office during the financial year 2023 from liability in respect of the performance of their supervisory duties during the financial year 2023.

The Chairman provided the opportunity to discuss and ask questions and, after he established that there were no questions, he moved on to the next agenda item.

Agenda item 6: Reappointment members of the Management Board

The Chairman noted that agenda item 6 concerns the proposed reappointment of members of the Management Board and is subdivided in the agenda items 6a to 6c.

The Chairman remarked that the terms of appointment of Dr. Andreas Harstrick, Dr. Wolfgang Fischer and Ms. Denise Michele Mueller would end as per the close of the AGM, that they all have indicated that they would be available for reappointment and that each of them are proposed for reappointment as members of the Management Board for a term of one year with effect as from 26 June 2024, ending at the end of the annual general meeting of the Company to be held in 2025. Then the Chairman noted that the Supervisory Board has made binding nominations regarding the reappointment of each of these three managing directors.

Thereafter the Chairman moved on to agenda item 6a.

Agenda item 6a: Reappointment of Dr. Andreas Harstrick as a managing director

The Chairman noted that agenda item 6a concerns the reappointment of Dr. Andreas Harstrick as a managing director of the Company and that, subject to his reappointment at the AGM, Dr. Harstrick

would be designated as Chief Medical Officer and, until a new CEO has been appointed, as acting Chief Executive Officer and chairman of the Management Board.

The Chairman provided the opportunity to discuss and ask questions and, after he established that there were no questions, he moved on to agenda item 6b.

Agenda item 6b: Reappointment of Dr. Wolfgang Fischer as a managing director

The Chairman noted that agenda item 6b concerns the reappointment of Dr. Wolfgang Fischer as a managing director of the Company and that, subject to his reappointment at the AGM, Dr. Fischer would be designated as Chief Operating Officer.

The Chairman provided the opportunity to discuss and ask questions and, after he established that there were no questions, he moved on to the next agenda item.

Agenda item 6c: Reappointment of Ms. Denise Michele Mueller as a managing director

The Chairman noted this agenda item concerns the reappointment of Ms. Denise Michele Mueller as a managing director of the Company and that, subject to her reappointment at the AGM, Ms. Mueller would be designated as Chief Business Officer.

The Chairman provided the opportunity to discuss and ask questions and, after he established that there were no questions, he moved on to the next agenda item.

Agenda item 7: Composition of the Supervisory Board

The Chairman noted that agenda item 7 concerns the composition of the Supervisory Board.

The Chairman remarked that the terms of appointment of Mrs. Uta Kemmerich-Keil, Dr. Ulrich Grau, and Dr. Matthieu Simon will end as per the close of the AGM, and that each of them has indicated that they will not be available for reappointment.

The Chairman furthermore noted that the Supervisory Board has decided to reduce the number of Supervisory Board members from seven members to five members. As a result, following the retirement of Ms. Uta Kemmerich-Keil, Dr. Ulrich Grau and Dr. Mathieu Simon, one vacancy will open on the Supervisory Board after the AGM. The Chairman noted that the search for a new candidate to fill this vacancy is ongoing.

Then the Chairman moved on to agenda item 8.

Agenda item 8: Increase authorized share capital; Amendment of the articles of association

The Chairman noted that agenda item 8 concerns the proposal to amend the authorized share capital of the Company in article 3.1.1 of the Company's articles of association, from EUR 3,119,500, divided

into 31,195,000 shares to EUR 7,500,000, divided into 75,000,000 shares, as set out in the explanatory notes to the agenda of this AGM under agenda item 8, and in the proposed deed of amendment of the articles of association of the Company made available on the website of the Company. The Chairman noted that this amendment creates further flexibility for the Company to raise capital, which will allow the Company to have the flexibility to execute its long-term strategy. Furthermore, the Chairman noted that this agenda item also includes the proposal to authorize each managing director as well as each lawyer and paralegal practicing with De Brauw Blackstone Westbroek N.V. to execute the notarial deed of amendment of articles of association.

Then the Chairman provided the opportunity to discuss and ask questions and, after he established that there were no questions, he moved on to the next agenda item.

Agenda item 9: Proposals to authorize the Management Board to issue shares and to restrict and/or exclude pre-emptive rights

The Chairman noted that agenda item 9 consists of two voting items 9a and 9b. Agenda item 9a concerns the authorization of the Management Board to issue shares and/or grant rights to subscribe for shares, and agenda item 9b concerns the authorization of the Management Board to restrict and/or exclude pre-emptive rights in connection with agenda item 9a.

Thereafter the Chairman moved on to agenda item 9a.

Agenda item 9a: Authorization of the Management Board to issue shares and/or grant rights to subscribe for shares

The Chairman noted that agenda item 9a concerns the authorization of the Management Board to issue shares and/or grant rights to subscribe for shares. The Chairman noted that, at the annual general meeting held on 25 June 2019, with effect from 25 June 2019, the Management Board was granted authorities to issue shares and/or grant rights to subscribe for shares and to restrict and/or exclude pre-emptive rights for a period of five years (i.e. until 25 June 2024). The Chairman noted that it is proposed to renew these authorities, albeit with different limitations in terms of volume and authorization period, as set out in the explanatory notes to the AGM agenda under agenda item 9.

The Chairman provided the opportunity to discuss and ask questions and, after he established that there were no questions, he moved on to agenda item 9b.

Agenda item 9b: Authorization of the Management Board to restrict and/or exclude pre-emptive rights in connection with agenda item 9a

The Chairman noted that agenda item 9b concerns the proposal to authorize the Management Board to restrict and/or exclude pre-emptive rights in connection with agenda item 9a.

The Chairman provided the opportunity to discuss and ask questions and, after he established that there were no questions, he moved on to agenda item 10.

Agenda item 10: Cancellation of shares

The Chairman noted that agenda item 10 concerns the proposal to cancel shares in the Company's share capital. It is proposed to the general meeting to reduce the issued share capital of the Company by cancelling all fractional shares the Company will hold in its own capital following implementation of the make-whole action as described in the explanatory notes to the agenda, under item 10.

The Chairman remarked that fractional shares were created as a result of the consolidation and conversion of the reverse stock split that was implemented earlier in 2024. It is contemplated to cancel the relevant fractional shares as these cannot be used for any purpose for which full shares held in treasury are typically used.

The Chairman provided the opportunity to discuss and ask questions and, after he established that there were no questions, he moved on to agenda item 11.

Agenda item 11: Appointment of the auditor for the financial year 2024

The Chairman noted that it is proposed to the AGM to appoint KPMG Accountants N.V. as auditor of the statutory financial accounts for the financial year ending on 31 December 2024.

The Chairman indicated that the Audit Committee has discussed the assessment conducted by the auditors and unanimously agreed that KPMG Accountants N.V. properly functioned as auditor of the Company and its subsidiaries.

The Chairman provided the opportunity to discuss and ask questions and, after he established that there were no questions, he moved on to the next agenda item.

Agenda item 12: Any other business

The Chairman established that no questions of shareholders were received during the meeting and proposed to move on to the voting results.

The Chairman then announced the result of the vote and informed the AGM that:

- Agenda item 3, Adoption of the Statutory Annual Accounts for the financial year 2023, has been adopted.
- Agenda item 4, Discharge of the managing directors for their management during the financial year 2023, has been adopted.
- Agenda item 5, Discharge of the supervisory directors for their supervision during the financial year 2023, has been adopted.
- Agenda item 6a, Reappointment of Dr. Andreas Harstrick as a managing director, has been adopted.

- Agenda item 6b, Reappointment of Dr. Wolfgang Fischer as a managing director, has been adopted.
- Agenda item 6c, Reappointment of Ms. Denise Michele Mueller as a managing director, has been adopted.
- Agenda item 8, Increase authorized share capital; Amendment of the articles of association, has been adopted.
- Agenda item 9a, Authorization of the Management Board to issue shares and/or grant rights to subscribe for shares, has been adopted.
- Agenda item 9b, Authorization of the Management Board to restrict and/or exclude pre-emptive rights in connection with agenda item 9a, has been adopted.
- Agenda item 10, Cancellation of shares, has been adopted.
- Agenda item 11, Appointment of the auditor for the financial year 2024, has been adopted.

The Chairman established that the AGM has adopted the proposals as set out in agenda items 3, 4, 5, 6a, 6b, 6c, 8, 9a, 9b, 10 and 11.

Agenda item 13: Closing

Then the Chairman thanked those attending the meeting and closed the AGM.



[Thomas Hecht \(Oct 9, 2024 15:42 GMT+2\)](#)

Dr. Thomas Hecht

Chairman



[Susanne Spieler \(Oct 2, 2024 16:31 GMT+2\)](#)

Susanne Spieler

Secretary












AFMD AGM 2024 MINUTES


Final Audit Report

2024-10-09


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