

Audit Committee Charter

Purpose

The Audit Committee (the "**Committee**") is created by the Supervisory Board (the "**Supervisory Board**") of Affimed N.V. (the "**Company**") to oversee the accounting and financial reporting processes of the Company, the audits of the financial statements and the Company's information security management system.

Membership

Except as otherwise permitted by the applicable NASDAQ and SEC rules, the Committee shall consist of at least two members, comprised solely of directors deemed by the Supervisory Board to be independent and who meet independence and experience requirements of NASDAQ except as otherwise permitted by the applicable NASDAQ rules. The Compensation Nomination & Corporate Governance Committee shall recommend nominees for appointment to the Committee annually and as vacancies or newly created positions occur. Committee members shall be appointed by the Supervisory Board and may be removed by the Supervisory Board at any time. The Supervisory Board shall designate the chair of the Committee.

Responsibilities

In addition to any other responsibilities which may be assigned from time to time by the Supervisory Board, the Committee is responsible for the following matters. The full Supervisory Board remains responsible for all decisions taken, even if prepared and resolved by the Committee.

Independent Auditor

- The Committee shall be directly responsible for the appointment, compensation, retention and oversight of the work of any auditor or accounting firm engaged for the purpose of preparing or issuing an audit report or performing other audit, review or attest services for the Company. Each such auditor shall report directly to the Committee.
- The Committee shall pre-approve the audit services and non-audit services to be provided by the Company's independent auditor before the auditor is engaged to render such services. The Committee may delegate its authority to pre-approve services to one or more Committee members, provided that such designees present any such approvals to the full Committee at the next Committee meeting.
- The Committee shall discuss with the independent auditor its responsibilities under generally accepted auditing standards, review and approve the planned scope and timing of the independent auditor's annual audit plan(s) and discuss significant findings from the audit, including any problems or difficulties encountered.
- The Committee shall obtain and review a report or reports from the Company's independent auditor describing all relationships between the independent auditor and the Company consistent with the applicable requirements of the PCAOB regarding the independence auditor's communications with the Committee concerning independence.
- The Committee shall confirm and evaluate the rotation of the audit partners on the audit engagement team partners as required by law.

Financial Statements; Disclosure and Other Risk Management, and Compliance Matters

- The Committee shall review with the managing directors and the independent auditor, in separate meetings whenever the Committee deems appropriate:
 - any analyses or other written communications prepared by the managing directors and/or the independent auditor setting forth significant financial reporting issues and judgments made in connection with the preparation of the financial statements, including analyses of the effects of alternative IFRS methods on the financial statements; and
 - the critical accounting policies and practices of the Company.
- The Committee shall, in conjunction with the Chief Executive Officer and Chief Financial Officer of the Company, review the Company's disclosure controls and procedures and internal control over financial reporting. The review of internal control over financial reporting shall include whether there are any significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to affect the Company's ability to record, process, summarize and report financial information and any fraud involving management or other employees with a significant role in internal control over financial reporting.
- The Committee shall review and discuss with the independent auditor any audit problems or difficulties and the response of the management thereto, including those matters required to be discussed with the Committee by the auditor pursuant to established auditing standards, such as:
 - any restrictions on the scope of the independent auditor's activities or on access to requested information;
 - any accounting adjustments that were noted or proposed by the auditor but were "passed" (as immaterial or otherwise);
 - any communications between the audit team and the audit firm's national office regarding auditing or accounting issues presented by the engagement;
 - any management or internal control letter issued, or proposed to be issued, by the auditor; and
 - any significant disagreements between management and the independent auditor.
- In connection with its oversight responsibilities, the Committee shall be directly responsible for the resolution of disagreements between management and the auditor regarding the Company's financial reporting.
- The Committee shall establish procedures for:
 - the receipt, retention and treatment of complaints received by the Company regarding accounting, internal accounting controls or auditing matters, and
 - the confidential, anonymous submission by employees of the Company of concerns regarding questionable accounting or auditing matters.
- The Committee shall be responsible to oversee the Company's information security management system, including the audit results of the IS certification, material IS breaches and cybersecurity attacks.

Related Person Transactions

- The Committee shall review, and if appropriate, approve related party transactions in accordance with the Company's Related Person Transaction Policy.

Reporting to the Supervisory Board

- The Committee shall periodically review and assess the adequacy of this charter and recommend any proposed changes to the Supervisory Board.

Authority and Delegations

The Committee is authorized (without seeking Supervisory Board approval) to retain special legal, accounting or other advisers and may request any managing director or employee of the Company or the Company's outside counsel or independent auditor to meet with any members of, or advisers to, the Committee.

The Committee shall have available appropriate funding from the Company as determined by the Committee for payment of:

- compensation to any accounting firm engaged for the purpose of preparing or issuing an audit report or performing other audit, review or attest services for the Company;
- compensation to any advisers employed by the Committee; and
- ordinary administrative expenses of the Committee that are necessary or appropriate in carrying out its duties.

The Committee may delegate its authority to subcommittees or the chair of the Committee when it deems appropriate and in the best interests of the Company.

Procedures

The Committee shall meet as often as it determines is appropriate to carry out its responsibilities under this charter, but not less frequently than quarterly. The chair of the Committee, in consultation with the other committee members, shall determine the frequency and length of the committee meetings and shall set meeting agendas consistent with this charter.