

Strategic Committee Charter

Purpose

The Strategic Committee (the “**Committee**”) is created by the Supervisory Board (the “**Supervisory Board**”) of Affimed N.V. (the “**Company**”) to discharge the responsibilities set forth in this charter. The Committee shall have the authority and membership and shall operate according to the procedures providing in this charter.

Membership

The Committee shall consist of at least three members. The Nominating and Corporate Governance Committee shall recommend nominees for appointment to the Committee when vacancies or newly created positions occur. Committee members shall be appointed by the Supervisory Board from among its members and may be removed by the Supervisory Board at any time. The Supervisory Board shall designate the chairman 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:

Company's strategy

- The Committee shall periodically review, monitor and advise and/or prepare recommendations for the Supervisory Board with respect to:
 - (i) the Company's overall strategy and the risks inherent to its business activities; and
 - (ii) strategic initiatives identified by the Company from time to time.
- The Committee shall review, monitor and advise and/or prepare recommendations for the Supervisory Board with respect to the development and implementation of the Company's overall strategy, including changes thereto.

The Committee and the Supervisory Board recognize that it is the responsibility of the management board of the Company to develop and implement the Company's strategy.

Reporting to the Supervisory Board

- The Committee shall report to the Supervisory Board periodically.
- At least annually, the Committee shall evaluate its own performance and report to the Supervisory Board on such evaluation.
- The Committee shall periodically review and assess the adequacy of this charter and recommend any proposed changes to the Supervisory Board for approval.

Authority and Delegations

The Committee has the sole authority to seek assistance from internal or external legal, accounting or other advisors. The Committee has the sole authority to retain and/or terminate any legal, accounting or other advisors, including sole authority to approve such advisor's fees and other retention terms.

The Committee may delegate its authority to subcommittees or the chairman 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 annually. The chairman 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.

The Committee may invite to any of its meetings such other persons as it deems appropriate in order to carry out its responsibilities.