

## Compensation, Nomination and Corporate Governance Committee

### Purpose and Scope

The Compensation, Nomination and Corporate Governance 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 provided in this charter.

### Membership

The committee shall consist of at least two members. The 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 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.

#### Responsibilities concerning compensation matters:

##### *Managing director compensation*

- The Committee shall prepare a proposal for the Supervisory Board concerning the remuneration policy for the managing board of the Company (the "**Managing Board**") to be adopted by the general meeting of the Company (the "**General Meeting**").
- The Committee shall recommend to the Supervisory Board the compensation of each of the managing directors of the Company (the "**Managing Directors**") in accordance with the remuneration policy. In making such recommendations to the Supervisory Board, the Committee shall, among other things:
  - identify, review and approve targets and objectives (which include strategic, financial and operational performance of the Company) relevant to Managing Director compensation;

- analyse the possible outcomes of the variable remuneration components and how they may affect remuneration of the Managing Directors;
  - evaluate each Managing Director's performance in light of such targets and objectives and determine each Managing Director's compensation based on such evaluation, including such other factors as the Committee deems appropriate and in the best interests of the Company; and
  - determine any long-term incentive component of each Managing Director's compensation.
- The Committee may, in its sole discretion, retain or obtain the advice of a compensation consultant, legal counsel or other adviser, and shall be directly responsible for the appointment, compensation and oversight of the work of such compensation consultant, legal counsel and other adviser retained by the Committee.
    - In retaining or obtaining the advice of such consultant, counsel or advisor, other than in-house legal counsel, the Committee shall take into consideration the factors affecting independence and conflicts of interest required by applicable SEC rules and NASDAQ rules.
    - The Committee will be responsible for the oversight of the work of any such consultant, counsel or advisor.

*Supervisory director compensation*

- The Committee shall prepare a proposal for the Supervisory Board concerning the remuneration policy for the Supervisory Board to be adopted by the General Meeting.
- The Committee shall prepare a proposal concerning the remuneration of members of the Supervisory Board in accordance with the remuneration policy to be adopted by the Supervisory Board for approval to the General Meeting.

*Compensation Policies and Plans*

- The Committee shall review and evaluate the Company's compensation and benefits policies generally (subject, if applicable, to approval of the General Meeting), including the review and

recommendation of any incentive-compensation and equity-based plans of the Company to be adopted by the Supervisory Board. In reviewing such compensation and benefits policies, the Committee may consider the recruitment, development, promotion, retention and compensation of Managing Directors and other employees of the Company and any other factors that it deems appropriate.

*Risk assessment*

- The Committee shall review and assess risks arising from the Company's compensation policies and practices for its employees and whether any such risks are reasonably likely to have a material adverse effect on the Company.

*Responsibilities concerning nomination and corporate governance matters:*

*Supervisory Board / Management Board / Committee nominees*

- The Committee shall, in close liaison with the chief executive officer of the Company (the "CEO"), coordinate the searches for the membership on the Management Board and Supervisory Board.
- The Committee shall recommend to the Supervisory Board criteria for Management Board and Supervisory Board (committee) membership and shall recommend individuals for membership on the Management Board and the Supervisory Board (committees). In making its recommendations, the Committee shall:
  - review and evaluate the size, composition, function and duties of the Management Board and the Supervisory Board (committees) consistent with its needs;
  - review candidates' qualifications for membership on the Management Board and Supervisory Board (committees) (including making a specific determination as to the independence of each candidate) based on the criteria approved by the Supervisory Board (and taking into account the enhanced independence, financial literacy and financial expertise standards that may be required under law or NASDAQ rules for the audit committee of the Supervisory Board or other committee membership purposes);
  - in evaluating current directors for re-nomination to the Management Board or Supervisory Board (committees), assess the performance of such directors; and

- periodically review the composition of the Management Board and the Supervisory Board (committees) in light of the current and future challenges and needs of the Management Board, Supervisory Board (committees) and of the Company, taking into account the future strategy of the Company, and determine whether it may be appropriate to add or remove individuals after considering issues of judgement, diversity, age, skills, background and experience.

#### *Evaluating the Supervisory Board*

- At least annually, the Committee shall lead the Supervisory Board in a self-evaluation to determine whether it and its committees are functioning effectively. The Committee shall oversee the evaluation process and report on such process and the results of the evaluations, including any recommendations for proposed changes, to the Supervisory Board.

#### *Management succession*

- The Committee shall, in consultation with the CEO, periodically review the Company's management succession planning, including policies for CEO selection and succession in the event of the incapacitation, retirement or removal of the CEO, and evaluations of, and development plans for, any potential successors to the CEO.

#### *Corporate governance matters*

- The Committee shall develop and recommend to the Supervisory Board the Code of Business Conduct and Ethics. At least annually, the Committee shall review and reassess the adequacy of the Code of Business Conduct and Ethics and recommend any proposed changes to the Supervisory Board.

The Committee shall oversee the effectiveness of the Company's Information Security Management System, including Cybersecurity.

### *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, and at least annually, 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 retain and terminate any advisors, including compensation counsels, legal counsels, search firms, legal counsels or other advisers and shall be directly responsible for the appointment, compensation and oversight of the work of any such adviser retained by the Committee. The Committee has sole authority to approve all such advisers' fees and other retention terms. The Company shall provide for appropriate funding, as determined by the Committee, for the payment of reasonable compensation to such adviser retained by the Committee. The Committee may select such advisers, or receive advice from any other adviser, only after taking into consideration those independence factors enumerated by the rules of NASDAQ.

The Committee may delegate to one or more Managing Directors the authority to make grants and awards of stock rights or options to any non-managing director employees of the Company under such of the Company's incentive-compensation or other equity-based plans as the Committee deems appropriate and in accordance with the terms of such plans.

The Committee may delegate its authority to subcommittees or the chair of the Committee when it deems it 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. 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.

The CEO may not be present during voting or deliberations related to his or her compensation.