

Minutes of the  
Annual General Meeting

of

**AFFIMED N.V.**

held virtually on Tuesday, 15 June 2021

Minutes of the annual general meeting (the "**AGM**") of Affimed N.V. (the "**Company**") held virtually on 15 June 2021

### **Agenda item 1: Opening**

Dr. Hecht, chairman of the supervisory board of the Company (the "**Chairman**"), opened the AGM at 17:30 hours Central European Time and welcomed all persons attending the AGM via the online webcast. The Chairman noted that the virtual format of the AGM reflects the exceptional nature of the period in which Covid-19 is among us, that this solution complies with Dutch law and is in the best interests of protecting the health and safety of shareholders and the Affimed team involved in the AGM.

The Chairman noted that on 18 May 2021, the record date for the AGM, the total issued share capital of the Company amounted to EUR 1,195,584.33 consisting of 119,558,433 common shares. Each common share entitles the holder thereof to cast one vote. As a result, at the record date, the aggregate number of votes amounted to 119,558,433.

Thereupon the Chairman remarked that according to a preliminary tabulation of written proxies received as per the date of the AGM, the holders of 61,060,178 common shares are present or represented at the AGM, who in total may cast 61,060,178 votes, representing approximately 51% of the Company's issued share capital.

The Company 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.

Then the Chairman explained the procedures concerning the submission of questions and the exercise of voting rights by shareholders, *inter alia* that the voting would be closed once agenda item 9 has been concluded and that questions submitted during the AGM would be addressed as much as possible at the end of the meeting.

The Chairman informed the AGM that minutes of the AGM were kept by Mrs. Spieler, who was appointed by the Chairman as secretary of the AGM (the "**Secretary**").

### **Agenda item 2: Report by the Management Board for the financial year 2020**

The Chairman handed the floor to Dr. Hoess to discuss the report by the Company's management board (the "**Management Board**") for the financial year 2020 and for an explanation of the Company's business, all as further described in the Company's annual accounts.

After Dr. Hoess' presentation, the Chairman noted that there were no questions received regarding this agenda item prior to the AGM. Then the Chairman moved on to agenda item 3.

### **Agenda item 3: Adoption of the Statutory Annual Accounts for the financial year 2020**

The Chairman informed the AGM that the Management Board has prepared the annual accounts for the financial year 2020 - with due observance of the mandatory provisions of the articles of association, Dutch law and International Financial Reporting Standards - and the Company's supervisory board (the "**Supervisory Board**") has reviewed and approved the annual accounts. Furthermore, the Chairman informed the AGM that KPMG N.V. has audited the annual accounts and has issued an auditor's report thereon.

The Chairman noted that no questions were received regarding agenda item 3 prior to the meeting and then he moved on to the next agenda item.

**Agenda item 4: Discharge of the managing directors for their management during the financial year 2020**

The Chairman noted that it is proposed to the AGM to grant full discharge to any managing director in office during the financial year 2020 from liability in respect of the performance of their management duties during the financial year 2020.

The Chairman noted that no questions were received regarding agenda item 4 prior to the meeting, after which he moved on to agenda item 5.

**Agenda item 5: Discharge of the supervisory directors for their supervision during the financial year 2020**

The Chairman noted that it is proposed to the AGM to grant full discharge to any supervisory director in office during the financial year 2020 from liability in respect of their performance of their supervisory duties during the financial year 2020.

The Chairman noted that no questions were received regarding agenda item 5 prior to the meeting, after which he moved on to the next agenda item.

**Agenda item 6: Appointment of Ms. Denise Mueller to the Management Board**

The Chairman noted that the Supervisory Board resolved, on the recommendation of the Nomination and Corporate Governance Committee, to nominate Ms. Denise Mueller for appointment as a managing director with the title of Chief Business Officer for a term ending at the end of the 2024 annual general meeting.

The Chairman noted that no questions were received regarding this agenda item 6 prior to the meeting. Then the Chairman moved on to agenda item 7.

### **Agenda item 7: Appointment members of the Supervisory Board**

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

The Chairman remarked that the term of Dr. Ulrich Grau and Dr. Mathieu Simon as supervisory directors of the Company would end as per the close of the AGM and that Dr. Grau and Dr. Simon have indicated that they would be available for reappointment.

Then the Chairman noted that Mr. Ferdinand Verdonck, whose term of appointment would expire at the end of the annual general meeting of the Company to be held in 2023, has stepped down as supervisory director of the Company prior to the AGM. The Chairman thanked Mr. Verdonck for his valuable contribution to Affimed over the past years and wished him all the best. The Chairman remarked that in order to fill the vacancy as a result of the resignation of Mr. Verdonck, the Supervisory Board has nominated Mrs. Uta Kemmerich-Keil for appointment as member of the Supervisory Board.

Thereafter, the Chairman noted that in the nomination procedure, the Supervisory Board has paid close attention to applicable independence criteria and guidelines for Supervisory Board members and that under the Dutch Corporate Governance Code and the Nasdaq listing rules, Dr. Grau, Dr. Simon and Mrs. Kemmerich-Keil are all considered independent.

Then the Chairman moved on to agenda item 7a.

### **Agenda item 7a: Reappointment of Dr. Ulrich Grau as a supervisory director**

The Chairman noted that the Supervisory Board resolved, on the recommendation of the Nomination and Corporate Governance Committee, to nominate Dr. Ulrich Grau for reappointment as a supervisory director for a term ending at the end of the 2024 annual general meeting, and that it is proposed to the AGM to reappoint Dr. Grau as a supervisory director of the Company.

The Chairman noted that no questions were received regarding this agenda item prior to the meeting, after which he moved on to agenda item 7b.

### **Agenda item 7b: Reappointment of Dr. Mathieu Simon as a supervisory director**

The Chairman noted that the Supervisory Board resolved, on the recommendation of the Nomination and Corporate Governance Committee, to nominate Dr. Mathieu Simon for reappointment as a supervisory director for a term ending at the end of the 2024 annual general meeting, and that it is proposed to the AGM to reappoint Dr. Simon as a supervisory director of the Company.

The Chairman noted that no questions were received regarding agenda item 7b prior to the meeting. Then the Chairman moved on to agenda item 7c.

### **Agenda item 7c: Appointment of Mrs. Uta Kemmerich-Keil as a supervisory director**

The Chairman noted that the Supervisory Board resolved, on the recommendation of the Nomination and Corporate Governance Committee, to nominate Mrs. Uta Kemmerich-Keil for appointment as a supervisory director for a term ending at the end of the 2024 annual general meeting, and that it is proposed to the AGM to appoint Mrs. Kemmerich-Keil as a supervisory director of the Company.

The Chairman noted that no questions were received regarding agenda item 7c prior to the meeting. Then the Chairman moved on to agenda item 8.

### **Agenda item 8: Appointment of the auditor for the financial year 2021**

The Chairman noted that it is proposed to the AGM to appoint KPMG N.V. as auditor of the statutory financial accounts for the financial year ending on December 31, 2021.

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

The Chairman noted that no questions were received regarding agenda item 8 prior to the meeting, after which he moved on to agenda item 9.

### **Agenda item 9: Authorization to acquire shares**

The Chairman noted that it is proposed to the AGM to authorize the Management Board, subject to approval by the Supervisory Board, for a period of 18 months, with effect from the date of this AGM, to acquire common shares, on NASDAQ or otherwise, at a price between the nominal value and a price equal to 110% of the market price of the common shares on NASDAQ; the market price being the average of the closing prices on the five trading days prior to the date of the acquisition.

The Chairman noted that no questions were received regarding agenda item 9 prior to the meeting. Then the Chairman handed the floor to the Secretary, Mrs. Spieler.

The Secretary requested the shareholders to complete their vote. Thereafter the Secretary announced that the vote was closed and that the announcement of the voting results would take place after agenda item 10, and handed the floor to the Chairman.

Then the Chairman moved on to agenda item 10.

### **Agenda items 10: 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 and handed the floor to the Secretary.

The Secretary 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 2020, received 99% of the votes cast in favour of the proposal.
- Agenda item 4, Discharge of the managing directors for their management during the financial year 2020, received 99% of the votes cast in favour of the proposal.
- Agenda item 5, Discharge of the supervisory directors for their supervision during the financial year 2020, received 99% of the votes cast in favour of the proposal.
- Agenda item 6, Appointment of Ms. Denise Mueller to the Management Board, received 99% of the votes cast in favour of the proposal.
- Agenda item 7a, Reappointment of Dr. Ulrich Grau as a supervisory director, received 94% of the votes cast in favour of the proposal.
- Agenda item 7b, Reappointment of Dr. Mathieu Simon as a supervisory director, received 98% of the votes cast in favour of the proposal.
- Agenda item 7c, Appointment of Mrs. Uta Kemmerich-Keil as a supervisory director, received 99% of the votes cast in favour of the proposal.
- Agenda item 8, Appointment of the auditor for the financial year 2021, received 99% of the votes cast in favour of the proposal.
- And lastly, agenda item 9, Authorization to acquire shares, received 98% of the votes cast in favour of the proposal.

Then the Secretary remarked that the publication on the website of the Company of the exact numbers of the votes cast for each agenda item would take place after the meeting and handed the floor to the Chairman.

The Chairman established that the AGM had adopted all proposals set out in agenda items 3 up to and including agenda item 9. He congratulated Ms. Mueller and Mrs. Kemmerich-Keil on their appointments and Dr. Grau and Dr. Simon on their reappointments.

#### **Agenda item 11: Closing**

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

---

**T. Hecht**  
Chairman

---

**S. Spieler**  
Secretary