

Affimed Therapeutics N.V.

Audit Committee Charter

2014

Effective as of the closing of the Company's Initial Public Offering

Purpose

The Audit Committee is created by the Supervisory Board (the "Supervisory Board") of Affimed Therapeutics N.V. (the "Company") to oversee the accounting and financial reporting processes of the Company and the audits of the financial statements of the Company.

Membership

Except as otherwise permitted by the applicable Nasdaq and SEC rules, the Audit Committee shall consist of at least three 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 Nominating and 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 Chairman of the Committee.

Responsibilities

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

Independent Auditor

- The Audit 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 Audit Committee.
- The Audit 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 Audit Committee may delegate its authority to pre-approve services to one or more Audit Committee members, provided that such designees present any such approvals to the full Audit Committee at the next Audit Committee meeting.
- The Audit 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 Audit 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 audit committee concerning independence.
- The Audit 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 Audit Committee shall review with the managing directors and the independent auditor, in separate meetings whenever the Audit 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 Audit 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 Audit 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 Audit 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 Audit Committee shall be directly responsible for the resolution of disagreements between management and the auditor regarding the Company's financial reporting.
- The Audit 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.

Related Person Transactions

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

Authority and Delegations

The Audit 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 Audit Committee.

The Audit Committee shall have available appropriate funding from the Company as determined by the Audit 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 Audit Committee; and
- ordinary administrative expenses of the Audit Committee that are necessary or appropriate in carrying out its duties.

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

Procedures

The Audit 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 Chairman of

the Audit 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