

Affimed Therapeutics N.V.
Compensation Committee Charter

2014

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

Purpose and Scope

The Compensation Committee (the “Committee”) is created by the Supervisory Board (the “Supervisory Board”) of Affimed Therapeutics 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 three members. 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 Committee is responsible for the following matters.

Managing Director Compensation

- The Committee shall prepare a proposal for the Supervisory Board concerning the remuneration policies for the managing directors of the Company to be adopted by the general meeting of shareholders.
- The Committee shall recommend to the Supervisory Board the compensation of each of the Company’s managing directors in accordance with the remuneration policy.¹ In making such recommendations to the Supervisory Board, the Committee shall, among other things:
 - identify, review and approve corporate goals and objectives relevant to managing director compensation;
 - analyze 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 goals 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

¹ The Supervisory Board determines the remuneration of the managing directors. A proposal with respect to remuneration policies in the form of equity or rights to equity must be submitted to the general meeting of shareholders for its approval.

- determine any long-term incentive component of each managing director's compensation.

Supervisory Director Compensation

- The Committee shall review and approve compensation (including equity-based compensation) for the Company's supervisory directors. In so reviewing and approving supervisory director compensation, the Committee shall:
 - identify corporate goals and objectives relevant to supervisory director compensation and
 - evaluate the performance of the Supervisory Board in light of such goals and objectives and set supervisory director compensation, including any long-term incentive component, based on such evaluation and such other factors as the Committee deems appropriate and in the best interests of the Company (including the cost to the Company of such compensation).

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 of shareholders), 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.

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 annually review and assess the adequacy of this charter and recommend any proposed changes to the Supervisory Board for approval.

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.

Authority and Delegations

The Committee has the sole authority to 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 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 its authority to subcommittees or the Chair of the Committee when it deems it appropriate and in the best interests of the Company.

The Committee may delegate to one or more managing directors of the Company 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.

Procedures

The Committee shall meet as often as it determines is appropriate to carry out its responsibilities under this charter. 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 CEO may not be present during voting or deliberations related to his or her compensation.