

Affimed Therapeutics N.V.

Nominating and Corporate Governance Committee Charter

2014

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

Purpose

The Nominating and Corporate Governance Committee (the “Committee”) is created by the Supervisory Board (the “Supervisory Board”) of Affimed Therapeutics N.V. (the “Company”) to:

- review and evaluate the size, composition, function and duties of the Supervisory Board consistent with its needs;
- recommend criteria for the selection of candidates to the Supervisory Board and its committees, and identify individuals qualified to become Supervisory Board members consistent with such criteria, including the consideration of nominees submitted by stockholders;
- recommend to the Supervisory Board director nominees for election at the next annual or extraordinary general meeting of shareholders at which directors are to be elected or to fill any vacancies or newly created directorships that may occur between such meetings;
- recommend directors for appointment to Supervisory Board committees;
- make recommendations to the Supervisory Board as to determinations of director independence;
- oversee the evaluation of the Supervisory Board; and
- develop and recommend to the Supervisory Board the Code of Business Conduct and Ethics for the Company and oversee compliance with such Code.

Membership

The Committee shall consist of at least three members. The 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.

Supervisory Board/Committee Nominees

- The Committee shall oversee searches for and identify qualified individuals for membership on the Supervisory Board.

- The Committee shall recommend to the Supervisory Board criteria for Supervisory Board and Supervisory Board committee membership and shall recommend individuals for membership on the Supervisory Board and its committees. In making its recommendations for Supervisory Board and committee membership, the Committee shall:
 - review candidates' qualifications for membership on the Supervisory Board or a committee of the Supervisory Board (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 Audit Committee or other committee membership purposes);
 - in evaluating current directors for re-nomination to the Supervisory Board or re-appointment to any Supervisory Board committees, assess the performance of such directors; and
 - periodically review the composition of the Supervisory Board and its committees in light of the current and future challenges and needs of the Supervisory Board and each committee 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 judgment, 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 Company's 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 Conduct for the Company. At least annually, the Committee shall review and reassess the adequacy of such Code of Conduct and recommend any proposed changes to the Supervisory Board.

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 retain and terminate any advisers, including search firms to identify director candidates, compensation consultants as to director compensation and legal counsel, including sole authority to approve all such advisers' fees and other retention terms.

The Committee may delegate its authority to subcommittees or the Chair 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. 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.