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**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

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**FORM 6-K**

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**Report of Foreign Private Issuer  
Pursuant to Rule 13a-16 or 15d-16  
of the Securities Exchange Act of 1934**

**For the month of July, 2020**

**Commission File Number: 001-36619**

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**Affimed N.V.**

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**Im Neuenheimer Feld 582,  
69120 Heidelberg,  
Germany  
(Address of principal executive offices)**

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Indicate by check mark whether the registrant files or will file annual reports under cover of Form 20-F or Form 40-F.

Form 20-F  Form 40-F

Indicate by check mark if the registrant is submitting the Form 6-K in paper as permitted by Regulation S-T Rule 101(b)(1):

Indicate by check mark if the registrant is submitting the Form 6-K in paper as permitted by Regulation S-T Rule 101(b)(7):

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**AFFIMED N.V.**

On July 10, 2020 Affimed N.V. issued a press release announcing its 2020 annual general meeting of shareholders and made available to its shareholders certain other materials in connection with such meeting.

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**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized, in Heidelberg, Germany, July 10, 2020.

AFFIMED N.V.

By: /s/ Adi Hoess

Name: Adi Hoess

Title: Chief Executive Officer

By: /s/ Wolfgang Fischer

Name: Wolfgang Fischer

Title: Chief Operating Officer

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## EXHIBIT INDEX

<u>Exhibit</u>	<u>Description of Exhibit</u>
99.1	<a href="#">Press Release dated July 10, 2020</a>
99.2	<a href="#">Invitation convening the annual general meeting of shareholders</a>
99.3	<a href="#">English language translation of notice convening the annual general meeting of shareholders</a>
99.4	<a href="#">Agenda including explanation</a>
99.5	<a href="#">Powers of attorney</a>

**PRESS RELEASE****Affimed Announces Annual General Meeting of Shareholders**

**Heidelberg, Germany, July 10, 2020** – Affimed N.V. (Nasdaq: AFMD), a clinical-stage immuno-oncology company committed to giving patients back their innate ability to fight cancer, announced today that the Annual General Meeting of Shareholders will be held on Tuesday, August 4, 2020 at the Sheraton Amsterdam Airport Hotel and Conference Center, Schiphol Boulevard 101, 1118 BG Schiphol, Netherlands. (The meeting will start at 11:00 a.m. CET.)

The notice and agenda of the general meeting are available in the Investor Relations section under “Notice to convene the Annual General Meeting of Shareholders of Affimed N.V.” of Affimed’s website at <https://www.affimed.com/investors/> as well as the SEC’s website at [www.sec.gov](http://www.sec.gov).

**About Affimed N.V.**

Affimed (Nasdaq: AFMD) is a clinical-stage immuno-oncology company committed to giving patients back their innate ability to fight cancer. Affimed’s fit-for-purpose ROCK® platform allows innate cell engagers to be designed for specific patient populations. The company is developing single and combination therapies to treat hematologic and solid tumors. The company is currently enrolling patients into a registration-directed study of AFM13 for CD30-positive relapsed/refractory peripheral T cell lymphoma and into a Phase 1/2a dose escalation/expansion study of AFM24 for the treatment of advanced EGFR-expressing solid tumors. For more information, please visit [www.affimed.com](http://www.affimed.com).

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**Affimed Investor Contact:**

Alex Fudukidis  
Head of Investor Relations  
E-Mail: [IR@affimed.com](mailto:IR@affimed.com)

Tel.: +1 (917) 436-8102



**Invitation  
Annual General Meeting of Shareholders  
Affimed N.V**

Heidelberg, July 10, 2020

Dear Shareholder,

On behalf of Affimed N.V. (the “**Company**”) I invite you to attend the Annual General Meeting of Shareholders (the “**AGM**”) on Tuesday, August 4, 2020. The meeting will be held at Sheraton Amsterdam Airport Hotel and Conference Center, municipality of Haarlemmermeer (Schiphol Airport), the Netherlands. The meeting will start at 11:00 hrs. CET.

The business to be conducted at this AGM is set out in the AGM agenda (the “**Agenda**”) together with the explanatory notes to the Agenda. You can find the Agenda and other related documents and further information regarding registration and voting by proxy on our website at <https://www.affimed.com/investors/>. They are also available for inspection and can be obtained free of charge at the offices of the Company.

***COVID-19 pandemic***

In view of the COVID-19 pandemic, the Company decided to delay the AGM to August 4, 2020, as permitted under the emergency bill “Temporary Measures in the Field of the Ministry of Justice and Security in connection with the Outbreak of COVID 19”.

Taking into account the current status of the pandemic and release of various restrictive measures in the past month in the Netherlands, the Company decided to hold a physical AGM in the Netherlands with the following organisational measures:

- No social gatherings surrounding the AGM will take place.
- To be able to safeguard 1.5 meters distance between all attendees, the Company encourages shareholders not to attend the AGM but to exercise their voting rights by written proxy in accordance with the procedure as described below.
- Shareholders or other persons with meeting rights (including proxy holders) that, despite current circumstances and associated health risks, wish to attend the meeting in person must come alone and, in addition to the below registration process, provide valid contact details (email address and telephone number) to the Company per email via [s.spieler@affimed.com](mailto:s.spieler@affimed.com). Such contact details will be used to inform the registered attendees of any last-minute changes or requirements.

- All attendees will be requested to wash and disinfect their hands before entry of the meeting room. Persons showing symptoms of COVID-19 are strongly advised to stay home and will not be admitted in the meeting.
- On behalf of the Company only a limited number of board members will physically attend. The new candidates nominated for appointment to the management and supervisory board may not be able to attend due to international restrictions and/or negative travel advices. The board members that are present during the AGM will not be available for social interaction other than during the AGM itself.

The Company keeps continuous track of the developments with respect to the COVID-19 pandemic, including information and guidance published by healthcare authorities. If, in the opinion of the Company or by governmental directive, a health or safety issue would arise in relation to the meeting, last-minute changes to logistics or venue, including additional requirements or limitations in relation to the attendance in person, may be taken.

#### ***Record Date***

The record date, which is the date for the determination of the shareholders entitled to vote at the AGM, is July 7, 2020 (the “**Record Date**”), which is the 28<sup>th</sup> day prior to the date of the AGM. Each ordinary share entitles its holder to one vote at the AGM.

#### ***Meeting attendance***

Shareholders may attend the meeting if they (i) are a shareholder of the Company on the Record Date, (ii) are registered in the shareholders register of the Company on the Record Date, and (iii) have given notice in writing to the Company of their intention to attend the meeting prior to July 31, 2020, 18:00 hrs. CET. The notice must contain the name and the number of shares the person will represent in the meeting. All attendees must be prepared to show a valid proof of identity for admittance.

#### ***Shareholders of Record***

A shareholder whose ownership is registered directly in the Company’s shareholder register on the Record Date (such a shareholder, a “**Shareholder of Record**”) and who wishes to be represented by a proxy must submit a signed proxy to the Company prior to July 31, 2020, 18:00 hrs. CET, to the following contact person via fax or email. A Shareholder of Record will receive a confirmation of receipt of proxy from the Company.

Affimed N.V., Im Neuenheimer Feld 582, 69120 Heidelberg, Germany  
Attn: Susanne Spieler  
faxnumber: +49 6221 6743 649  
email: s.spieler@affimed.com

#### ***Beneficial Owners***

A shareholder holding its shares in an account at a bank, a financial institution, an account holder or other financial intermediary (such a shareholder, a “**Beneficial Owner**”) on the Record Date, must also have its financial intermediary or its agent with whom the shares are on deposit issue a proxy to it which confirms it is authorized to take part in and vote at the AGM. A Beneficial Owner must (i) notify the Company of its intention to attend by submitting its name and number of shares beneficially owned in a notice in writing to the Company prior to July 31, 2020, 18:00 hrs. CET, and (ii) bring the proxy received from its financial intermediary to the meeting.



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**How to vote**

A Shareholder of Record as of the record date may have its ordinary shares voted by submitting a proxy or may vote in person at the AGM.

A Beneficial Owner can vote his, her or its shares by following the procedures specified on his, her or its broker's voting instruction form. Shortly before the AGM, the brokers will tabulate the votes they have received and submit one or more proxy cards to the Company reflecting the aggregate votes of the Beneficial Owners.

For further information, please contact Susanne Spieler, at Affimed N.V., Im Neuenheimer Feld 582, 69120 Heidelberg, Germany, faxnumber: +49 6221 6743 649, or via email [s.spieler@affimed.com](mailto:s.spieler@affimed.com).

In view of the COVID-19 outbreak and the safety measures that may be imposed, the Company may take further precautionary measures to limit risks for our employees, shareholders and other stakeholders. The Company will inform shareholders of any such changes. We advise you to regularly check the Company's website for any updated information on the AGM.

Yours sincerely,

On behalf of the Management Board,

A. Hoess  
Chief Executive Officer

**Newspaper advertisement convocation AGM 2020**

“Shareholders of Affimed N.V. are invited to attend the annual general meeting which will be held on August 4, 2020 at 11:00 hrs. CET at the Sheraton Amsterdam Airport Hotel and Conference Center, municipality of Haarlemmermeer (Schiphol Airport), the Netherlands. The record date for the meeting is July 7, 2020. The agenda with explanatory notes and the procedure for attending the meeting and exercising voting rights by written proxy are available for inspection at the office of the company: Im Neuenheimer Feld 582, D-69120 Heidelberg, Germany and at <https://www.affimed.com/investors/>. The agenda includes, amongst others, a proposal to amend the articles of association and binding nominations for the (re)appointment of Dr. Adi Hoess, Dr. Wolfgang Fischer, Mr. Angus Smith, Dr. Arndt Schottelius and Dr. Andreas Harstrick as managing directors and Dr. Thomas Hecht, Mr. Ferdinand Verdonck, Mr. Harry Welten and Dr. Annalisa Jenkins as supervisory directors.”

**ANNUAL GENERAL MEETING OF SHAREHOLDERS  
AFFIMED N.V.**

*to be held on Tuesday, 4 August 2020 at 11:00 hrs. (CET) at Sheraton Amsterdam  
Airport Hotel and Conference Center, municipality of Haarlemmermeer (Schiphol  
Airport), the Netherlands*

**Agenda**

- |     |  |                    |
|-----|--|--------------------|
| 1.  | Opening  | <b>Non-Voting</b>  |
| 2.  | Report by the Management Board for the financial year 2019                                   | <b>Non-Voting</b>  |
| 3.  | Adoption of the Statutory Annual Accounts for the financial year 2019                        | <b>Voting item</b> |
| 4.  | Discharge of the managing directors for their management during the financial year 2019      | <b>Voting item</b> |
| 5.  | Discharge of the supervisory directors for their supervision during the financial year 2019  | <b>Voting item</b> |
| 6.  | Amendment of the Remuneration Policy for the Management Board                                | <b>Voting item</b> |
| 7.  | Amendment of the Remuneration Policy for the Supervisory Board                               | <b>Voting item</b> |
| 8.  | Appointment members of the Management Board  |                    |
|     | a. Reappointment of Dr. Adi Hoess as a managing director                                     | <b>Voting item</b> |
|     | b. Reappointment of Dr. Wolfgang Fischer as a managing director                              | <b>Voting item</b> |
|     | c. Appointment of Mr. Angus Smith as a managing director                                     | <b>Voting item</b> |
|     | d. Appointment of Dr. Arndt Schottelius as a managing director                               | <b>Voting item</b> |
|     | e. Appointment of Dr. Andreas Harstrick as a managing director                               | <b>Voting item</b> |
| 9.  | Appointment members of the Supervisory Board   |                    |
|     | a. Reappointment of Dr. Thomas Hecht as a supervisory director                               | <b>Voting item</b> |
|     | b. Reappointment of Mr. Ferdinand Verdonck as a supervisory director                         | <b>Voting item</b> |
|     | c. Appointment of Mr. Harry Welten as a supervisory director                                 | <b>Voting item</b> |
|     | d. Appointment of Dr. Annalisa Jenkins as a supervisory director                             | <b>Voting item</b> |
| 10. | Appointment of the auditor for the financial year 2020                                       | <b>Voting item</b> |
| 11. | Abolishment of the cumulative preference shares and amendment of the articles of association | <b>Voting item</b> |
| 12. | Authorization to acquire shares  | <b>Voting item</b> |
| 13. | Any other business   | <b>Non-Voting</b>  |
| 14. | Closing  | <b>Non-Voting</b>  |

**1 Opening**

**2 Report by the Management Board for the financial year 2019**

This agenda item includes an account of the Company's business and financial situation during the financial year 2019.

**3 Adoption of the Statutory Annual Accounts for the financial year 2019**

The Company has prepared its financial statements in accordance with Dutch law and International Financial Reporting Standards ("IFRS") (the "Statutory Annual Accounts").

The Company follows IFRS for internal and external reporting purposes; it is the Company's primary accounting standard. The Statutory Annual Accounts are the annual accounts that are being submitted to the general meeting for adoption. KPMG N.V. has audited the Statutory Annual Accounts and has issued an auditor's report thereon.

It is proposed to adopt the Statutory Annual Accounts for the financial year 2019.

The Statutory Annual Accounts as prepared in accordance with Dutch law, are published on the Company's website and are also available at the offices of the Company.

**4 Discharge of the managing directors for their management during the financial year 2019**

It is proposed to discharge any managing director in office during the financial year 2019 from liability in respect of the performance of their management duties during the financial year 2019.

**5 Discharge of the supervisory directors for their supervision during the financial year 2019**

It is proposed to discharge any supervisory director in office during the financial year 2019 from liability in respect of the performance of their supervision duties during the financial year 2019.

## 6 Amendment of the Remuneration Policy for the Management Board

The remuneration policy for the Management Board (the “**MB Remuneration Policy**”) was adopted and approved by the general meeting at the general meeting of the Company held on 17 September 2014. In order to ensure that the remuneration for the Management Board is competitive, the Supervisory Board regularly evaluates the objectives and structure of the MB Remuneration Policy. From the latest review, it appeared that the severance arrangements of the MB Remuneration Policy would need to be brought more in line with the practice for US listed and non-listed biotech firms. In view thereof, the Supervisory Board, upon the recommendation of the compensation committee, proposes to make the following changes to the severance arrangements included in article 7 of the MB Remuneration Policy:

- The severance compensation will be increased from 100% of base salary to 100% of base salary plus the average of the variable compensation over the last three years; and
- A new provision will be included for a dismissal within six months after a change of control over the Company, in which case the severance compensation shall not exceed 200% base salary plus the average of the variable compensation over the last three years.

The details of the proposed Management Board remuneration are described in the draft revised MB Remuneration Policy. A full version of this document as well as a comparison showing the proposed changes to the current MB Remuneration Policy are available at the offices of the Company and on the Company’s website. In addition, shareholders will have the opportunity to receive a copy of the draft revised MB Remuneration Policy until the day of this annual general meeting (“**2020 AGM**”), at no extra charge.

The severance arrangements as described for the managing directors under agenda items 8 a. through 8 e. are subject to the adoption of this agenda item.

## 7 Amendment of the Remuneration Policy for the Supervisory Board

The remuneration policy for the Supervisory Board (the “**SB Remuneration Policy**”) was lastly revised and adopted by the general meeting at the annual general meeting held on 19 June 2018.

The Supervisory Board has requested an international reputable advisor in the field of remuneration to perform a benchmark study into the remuneration of the members of the Supervisory Board.

The benchmark study *inter alia* learned that, compared to its peers, the Company equity grants, both in terms of value and size as a percentage of the Company’s share capital, trail the first quartile of these peers. In order to better reflect the Company’s current market capitalization as a NASDAQ-listed company, several changes to the SB Remuneration Policy were recommended to the Company, including changes which would result in an increase of (initial and annual) equity grants to achieve a competitive compensation package for the Supervisory Board members, which is comparable to the board compensation of peer companies.

To ensure the competitiveness of remuneration levels for the Supervisory Board, the Supervisory Board, upon the recommendation of the compensation committee and following the benchmark study, proposes to change the SB Remuneration Policy, including:

- an increase of initial stock option awards granted to newly elected members of the Supervisory Board, from 20,000 options to 60,000 options;
- the equalization of initial stock option awards granted to all members of the Supervisory Board;
- an increase of annual stock option awards granted to the chairman of the Supervisory Board, from 35,000 options to 45,000 options;
- an increase of annual stock option awards granted to other members of the Supervisory Board, from 20,000 options to 30,000 options;
- changes to provide for compensation to supervisory directors serving as members of the Supervisory Board research & development committee; and
- certain changes of a more technical nature.

With this revised SB Remuneration Policy, the Company aims to attract and retain supervisory directors that have the talent and skills to foster the long-term value creation and enhance the sustainable development of the Company, resulting in a competitive compensation in relation to both the market in which the Company operates in and the nature, complexity and relative size of the business.

Furthermore, as a German based company, which is incorporated under Dutch law and is listed on NASDAQ, the Company is confronted with differing standards in terms of remuneration policies. The Company believes that the revised SB Remuneration Policy reflects these variations in market practice and provides for a balanced approach of these differing standards.

The compensation of Supervisory Board members consists of a combination of cash compensation and equity awards. This enables the Company to limit the cash component of compensation of Supervisory Board members and direct its cash resources towards the development of its product candidates. This equity remuneration also serves to align the interests of Supervisory Board members and shareholders. In line with the current SB Remuneration Policy and international governance standards, the compensation, including in the form of equity awards, is not linked to performance indicators.

The details of the proposed Supervisory Board remuneration are described in the draft revised SB Remuneration Policy. A full version of this document as well as a comparison showing the proposed changes to the current SB Remuneration Policy are available at the offices of the Company and on the Company's website. In addition, shareholders will have the opportunity to receive a copy of the draft revised SB Remuneration Policy until the day of the 2020 AGM, at no extra charge.

## **8 Appointment members of the Management Board**

The Supervisory Board resolved that it wishes to extend the number of members of the Management Board to five members to create a strong and broad executive leadership team that is best suited to drive Affimed's business forward and enable a close and efficient collaboration with the Supervisory Board.

In view thereof, the following five persons are proposed for (re)appointment as members of the Management Board for a term of three years with effect as from 4 August 2020, ending at the end of the annual general meeting of the Company to be held in 2023. In accordance with the articles of association of the Company, the Supervisory Board has made binding nominations regarding the (re)appointment of each of these persons.

### **a. Reappointment of Dr. Adi Hoess as a managing director**

The term of Dr. Adi Hoess will run until the closure of the 2020 AGM. The Supervisory Board has made a binding nomination for the reappointment of Dr. Hoess as a managing director. Subject to his reappointment at the 2020 AGM, Dr. Hoess will be designated as chairman of the Management Board with the title of Chief Executive Officer ("CEO"). Given Dr. Hoess' experience and valuable contribution to the Company, the Supervisory Board is of the opinion that Affimed will continue to benefit from Dr. Hoess' membership on the Management Board.

Dr. Hoess was born in Hausham, Germany, on 23 December 1961 (German nationality). He joined Affimed in October 2010 as Chief Commercial Officer and since September 2011 has led the Company as CEO. He has more than 20 years of professional experience with an extensive background in general management, business development, product commercialization, fund raising and M&A. Prior to joining us, Dr. Hoess was Chief Commercial Officer at Jerini AG and Chief Executive Officer of Jenowis AG. At Jerini AG he was responsible for business development, marketing and sales and the market introduction of Firazyr. He also played a major role in the sale of Jerini to Shire plc. Dr. Hoess began his professional career in 1993 at MorphoSys. Dr. Hoess received his Ph.D. in chemistry and biochemistry from the University of Munich in 1991 and an M.D. from the Technical University of Munich in 1997.

Dr. Hoess' management services agreement provides for a term of appointment of three years ending at the end of the annual general meeting of the Company to be held in 2023. The remuneration of Dr. Hoess will be determined in line with the remuneration policy as applicable to the members of the Management Board. Below is an overview of the most important elements of Dr. Hoess' management services agreement, including the remuneration package for Dr. Hoess.

Fixed annual salary:	EUR 455,470 gross
Variable compensation (cash bonus):	Maximum of 50% of the fixed annual salary
Pension and other benefits:	EUR 61,000 gross (to be used for pension plans, retirement insurance etc.)
Long-term equity incentive:	Participation in Affimed's equity incentive award plan with a grant of 350,000 stock options at the effective date of the management services agreement
Severance:	100% of the fixed annual salary, increased with average variable compensation over the last three years
Change of control payment:	185% of the fixed annual salary, increased with average variable compensation over the last three years

**b. Reappointment of Dr. Wolfgang Fischer as a managing director**

The term of Dr. Wolfgang Fischer will run until the closure of the 2020 AGM. The Supervisory Board has made a binding nomination for the reappointment of Dr. Fischer as a managing director. Subject to his reappointment at the 2020 AGM, he will be designated as Chief Operating Officer. Given Dr. Fischer's long and broad industry experience and valuable contribution to the Company, the Supervisory Board is of the opinion that Affimed will continue to benefit from Dr. Fischer's membership on the Management Board.

Dr. Fischer was born in Stockach, Germany, on 5 January 1964 (German nationality). He grew up and was educated in Germany, Switzerland and the United States. He obtained his Ph.D. at the Department of Toxicology at Swiss Federal Institute of Technology (ETH), in Zurich, and a state doctorate (Habilitation) in Pharmacology and Toxicology from the University of Wuerzburg Medical School in Germany. In 2003, he joined Novartis where he served in different national, regional and global positions covering Medical Affairs, Clinical Development, Marketing, Sales, Program- and Portfolio Management. Dr. Fischer has more than 14 years of professional experience in drug development, with focus on oncology, immunology and pharmacology. Prior to joining Affimed, Dr. Fischer was Global Head of Project Management at Sandoz Biopharmaceuticals in Holzkirchen, Germany, where he had a leading role in the development of biosimilars, being responsible for the program management of the Sandoz biosimilar pipeline.

Dr. Fischer's management services agreement provides for a term of appointment of three years ending at the end of the annual general meeting of the Company to be held in 2023. The remuneration of Dr. Fischer will be determined in line with the remuneration policy as applicable to the members of the Management Board. Below is an overview of the most important elements of Dr. Fischer's management services agreement, including the remuneration package for Dr. Fischer.



Fixed annual salary:	EUR 378,000 gross
Variable compensation (cash bonus):	Maximum of 40% of the fixed annual salary
Pension and other benefits:	EUR 61,000 gross (to be used for pension plans, retirement insurance etc.)
Long-term equity incentive:	Participation in Affimed's equity incentive award plan with a grant of 190,000 stock options at the effective date of the management services agreement
Severance:	50% of the fixed annual salary, increased with average variable compensation over the last three years
Change of control payment:	150% of the fixed annual salary, increased with average variable compensation over the last three years

**c. Appointment of Mr. Angus Smith as a managing director**

The Supervisory Board has made a binding nomination for the appointment of Mr. Angus Smith as a managing director. Subject to his appointment at the 2020 AGM, Mr. Smith will be designated as Chief Financial Officer. Given Mr. Smith's experience and track record of financing clinical-stage companies, the Supervisory Board is of the opinion that he will help ensure that Affimed is well funded as Affimed enters the next stage of rapid growth.

Mr. Smith was born in New York, the United States of America, on 15 October 1982 (American nationality). Mr. Smith has broad experience in financial management, capital markets and operations. Mr. Smith was Chief Financial Officer at Rockwell Medical Inc. and Senior Vice President, Chief Business Officer and Principal Financial Officer at Pernix Therapeutics. Mr. Smith began his career in healthcare investment banking. During that time he has worked on a substantial number of transactions across the healthcare sector with an aggregate transaction value of more than USD 15 billion. Mr. Smith holds a B.A. in Mathematical Economics from Colgate University.

Mr. Smith's management services agreement provides for a term of appointment of three years ending at the end of the annual general meeting of the Company to be held in 2023. The remuneration of Mr. Smith will be determined in line with the remuneration policy as applicable to the members of the Management Board. Below is an overview of the most important elements of Mr. Smith's management services agreement, including the remuneration package for Mr. Smith. In connection with his intended appointment, Mr. Smith has been granted a sign-on bonus of USD 50,000.

Fixed annual salary:	USD 420,000 (EUR 373,666) gross
Variable compensation (cash bonus):	Maximum of 40% of the fixed annual salary

Pension and other benefits:	(i) USD 45,204 (EUR 40,217) gross (to be used for pension plans, retirement insurance etc.) and (ii) Consolidated Omnibus Budget Reconciliation Act (COBRA) health benefits for a period of 12 months
Long-term equity incentive:	Participation in Affimed's equity incentive award plan with an initial grant of 350,000 stock options at the effective date of July 13, 2020
Severance:	75% of the fixed annual salary and variable compensation
Change of control payment:	125% of the fixed annual salary and variable compensation

**d. Appointment of Dr. Arndt Schottelius as a managing director**

The Supervisory Board has made a binding nomination for the appointment Dr. Arndt Schottelius as a managing director. Subject to his appointment at the 2020 AGM, Dr. Schottelius will be designated as Chief Scientific Officer. Given Dr. Schottelius' outstanding scientific experience, the Supervisory Board is of the opinion that Dr. Schottelius will significantly contribute to further advance Affimed's drug pipeline and therewith that Affimed will benefit from Dr. Schottelius' membership of the Management Board.

Dr. Schottelius was born in Heidelberg, Germany, on 16 May 1966 (German nationality). Dr. Schottelius brings over 20 years of deep drug discovery and development experience in cancer and immunology with a strong track record in building therapeutic antibody pipelines and advancing drugs through development. Most recently, Dr. Schottelius was Executive Vice President and Head of Research & Development at Kymab Group Limited. Dr. Schottelius previously served as Chief Development Officer at MorphoSys AG, developing the portfolio of proprietary therapeutic antibody programs in cancer and immunology. Prior to his role at MorphoSys, Dr. Schottelius was a Director and Medical Director, Immunology Development at Genentech Inc., where he directed early and late-stage development programs of therapeutic antibodies. Before joining Genentech, Dr. Schottelius held science and management positions in immunology research at Schering AG and Berlex Biosciences. Dr. Schottelius holds a Ph.D. and M.D. degree from the Albert Ludwigs University of Freiburg and is a lecturer at Ludwig Maximilian University of Munich with a habilitation in Experimental Internal Medicine.

Dr. Schottelius' management services agreement provides for a term of appointment of three years ending at the end of the annual general meeting of the Company to be held in 2023. The remuneration of Dr. Schottelius will be determined in line with the remuneration policy as applicable to the members of the Management Board. Below is an overview of the most important elements of Dr. Schottelius' management services agreement, including the remuneration package for Dr. Schottelius.

Fixed annual salary:	EUR 380,000 gross
Variable compensation (cash bonus):	Maximum of 40% of the fixed annual salary
Pension and other benefits:	EUR 61,000 gross (to be used for pension plans, retirement insurance etc.)
Long-term equity incentive:	Participation in Affimed's equity incentive award plan with an initial grant of 275,000 stock options at the effective date of April 20, 2020.
Severance:	50% of the fixed annual salary, increased with average variable compensation over the last three years
Change of control payment:	150% of the fixed annual salary, increased with average variable compensation over the last three years

**e. Appointment of Dr. Andreas Harstrick as a managing director**

The Supervisory Board has made a binding nomination for the appointment Dr. Andreas Harstrick as a managing director. Subject to his appointment at the 2020 AGM, Dr. Harstrick will be designated as Chief Medical Officer. Given Dr. Harstrick's proven clinical development experience, which is important for the further success of Affimed's drugs, the Supervisory Board is of the opinion that Affimed will benefit from Dr. Harstrick's membership of the Management Board.

Dr. Harstrick was born in Hildesheim, Germany, on 25 July 1961 (German nationality). Dr. Harstrick brings more than 30 years of experience in clinical drug development in oncology and has a proven track record to move development candidates from early clinical stage to registration and market approval. In the pharmaceutical industry, Dr. Harstrick held senior leadership positions as SVP Clinical Oncology at Merck-Serono, as SVP Clinical Development at Imclone, as a member of the oncology business unit leadership team at Eli Lilly and as CMO and as member of the management board at Molecular Partners. During his industry career he was responsible for numerous IND filings and clinical development programs including the medical leadership for three antibody programs that resulted in global market authorizations, namely Erbitux (cetuximab), Cyramza (ramucirumab) and Portazza (necitumumab). Dr. Harstrick started his career as active clinical researcher at the University Hospital Hannover, Roswell Park Cancer Institute Buffalo and West German Cancer Center Essen. He actively contributed to and lead numerous clinical studies and held leadership positions in ESMO and the German Society for Haematology and Oncology. Dr. Harstrick received a M.D. degree from the University of Hannover and a professorship for Internal Medicine from the West German Cancer Center, Essen.

Dr. Harstrick's management services agreement provides for a term of appointment of three years ending at the end of the annual general meeting of the Company to be held in 2023. The remuneration of Dr. Harstrick will be determined in line with the remuneration policy as applicable to the members of the Management Board. Below is an overview of the most important elements of Dr. Harstrick's management services agreement, including the remuneration package for Dr. Harstrick.<sup>1</sup>

Fixed annual salary:	EUR 280,000 gross
Variable compensation (cash bonus):	Maximum of 40% of the fixed annual salary
Pension and other benefits:	EUR 51,200 gross (to be used for pension plans, retirement insurance etc.)
Long-term equity incentive:	Participation in Affimed's equity incentive award plan with an initial grant of 200,000 stock options at the effective date of March 1, 2020.
Severance:	50% of the fixed annual salary, increased with average variable compensation over the last three years
Change of control payment:	150% of the fixed annual salary, increased with average variable compensation over the last three years

## 9 Appointment members of the Supervisory Board

The Supervisory Board resolved that it wishes to extend the number of members of the Supervisory Board to seven members, *inter alia* to diversify the group of Supervisory Board members and to further strengthen the level of experience and biotech related know-how.

As per the close of the 2020 AGM, the term of Dr. Thomas Hecht, Mr. Ferdinand Verdonck and Mr. Berndt Modig will end. Dr. Hecht and Mr. Verdonck have indicated that they are available for reappointment, Mr. Modig has indicated that he will not be available for reappointment.

In addition to Dr. Hecht and Mr. Verdonck, the Supervisory Board has nominated Mr. Harry Welten and Dr. Annalisa Jenkins for appointment as members of the Supervisory Board for a term of three years with effect as from 4 August 2020, ending at the end of the annual general meeting of the Company to be held in 2023. In accordance with the articles of association of the Company, the Supervisory Board has made binding nominations regarding the (re)appointment of each of these persons.

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<sup>1</sup> Mr. Harstrick will render his services to the Company on a part-time basis (for 80%), which has reflected in his remuneration package.

## Diversity

In line with the Company's diversity policy, in order to increase gender diversity, in the process of recruiting the new Supervisory Board and Management Board candidates, the Company has paid close attention to gender diversity, as is demonstrated by the nomination of Dr. Jenkins as a supervisory director. The Company intends to further increase gender diversity at future Management and Supervisory Board nominations.

## Independence

For Affimed it is important that the Supervisory Board members are able to operate independently and critically vis-à-vis one another and the Company. The Supervisory Board has paid close attention to applicable independence criteria and guidelines for Supervisory Board members, both under the Dutch Corporate Governance Code (the "DCGC") and the Nasdaq listing rules. Under the DCGC, Dr. Hecht, Mr. Verdonck, and Dr. Jenkins are considered independent and Mr. Welten is considered non-independent. Under the Nasdaq listing rules each of them is considered independent. Following the proposed appointments, all but one member of the Supervisory Board will be considered independent pursuant to the DCGC and all members will be considered independent pursuant to the Nasdaq listing rules.

## Supervisory Board Committee chairs

Dr. Hecht has decided to step down as chairman of the compensation committee. He will be succeeded by Dr. Ehmer. In line with applicable (independence) requirements and guidelines, and subject to the respective reappointments, the Supervisory Board committees will be chaired as follows:

<u>Supervisory Board committees</u>	<u>Chairman</u>
Audit committee	Mr. Verdonck
Compensation committee	Dr. Ehmer
Nominating and corporate governance committee	Dr. Grau

### a. Reappointment of Dr. Thomas Hecht as a supervisory director

The term of Dr. Hecht's appointment as a supervisory director will end at the end of the 2020 AGM. The Supervisory Board has carefully considered the reappointment of Dr. Hecht and determined, on the recommendation of the nominating and corporate governance committee, to nominate Dr. Hecht for reappointment as a supervisory director and, subject to his reappointment at the 2020 AGM, appoint him as chairman of the Supervisory Board. Given Dr. Hecht's experience and valuable contribution to the Company, the Supervisory Board is of the opinion that Affimed will continue to benefit from Dr. Hecht's membership on the Supervisory Board.

In making its recommendation to the Supervisory Board, the nomination and corporate governance committee carefully weighed the benefits of the comprehensive skill set that Dr. Hecht possesses in both company/industry experience and the regulatory rules of NASDAQ listing requirements against the

board tenure policy limitations of some proxy advisors and institutional investors.<sup>2</sup> On balance, the determination was made that Dr. Hecht's experience and proven track record in both aforementioned areas of expertise mitigate any independence status concerns that the extended tenure may cause.

In addition, the nominating and corporate governance committee noted that the average director tenure is under five years and that the Company has a robust board succession policy in place. The Company constantly considers the statutory requirements of a NASDAQ-listed company incorporated under Dutch law, diversity aspects, professional experience and expertise in different professional areas and the development stage of the Company, which from time to time requires to add additional areas of expertise

Dr. Hecht has always shown great commitment to Affimed, as is evidenced *inter alia* by the fact that during the financial years 2016 up to and including 2019, Dr. Hecht attended all meetings (100%) of the (i) Supervisory Board, (ii) compensation committee and (iii) nominating and corporate governance committee (71 meetings in total). At his re-appointment in 2017, Dr. Hecht received a 99.47% majority of votes cast.

Dr. Hecht was born in Freiburg, Germany, on 19 April 1951 (German nationality) and has been the chairman of the Supervisory Board of Affimed since 2014, and previously was the chairman of the supervisory board of Affimed's German operating subsidiary since 2007. He is head of Hecht Healthcare Consulting in Küssnacht, Switzerland, a biopharmaceutical consulting company founded in 2002. Dr. Hecht also serves as Chairman of Aelix Therapeutics and of the Board of Orion Biotechnology and as member of the board of directors of Kuur Inc, USA. As from 3 July 2020, Dr. Hecht became a member of the board of directors of BioInvent, Sweden. Previously, Dr. Hecht served as a director of Humabs BioMed AG until August 2017 and he served as chairman of the board of directors of Cell Medica Ltd. Until the beginning of June 2020, he served as chairman of the board of directors of Vaximm AG, until March 2015, he served as chairman of the supervisory council of SuppreMol GmbH and until June 2016, of Delenex AG. Dr. Hecht was previously Vice President Marketing at Amgen Europe. A seasoned manager and industry professional, he held various positions of increasing responsibility in clinical development, medical affairs and marketing at Amgen between 1989 and 2002. Prior to joining the biopharmaceutical industry, he was certified in internal medicine and served as Co-Head of the Program for Bone Marrow Transplantation at the University of Freiburg, Germany.

Dr. Hecht holds 30,368 common shares in the capital of the Company.

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<sup>2</sup> Under the DCGC, Dr Hecht's tenure is considered to be 6 years, well within the DCGC's 12 year limit.

**b. Reappointment of Mr. Ferdinand Verdonck as a supervisory director**

The term of Mr. Verdonck's appointment as a supervisory director will end at the end of the 2020 AGM. The Supervisory Board has carefully considered the reappointment of Mr. Verdonck and determined, on the recommendation of the nominating and corporate governance committee, to nominate Mr. Verdonck for reappointment as a supervisory director. Given Mr. Verdonck's experience and valuable contribution to the Company, the Supervisory Board is of the opinion that Affimed will continue to benefit from Mr. Verdonck's membership on the Supervisory Board.

Mr. Verdonck has always shown great commitment to Affimed, as is evidenced *inter alia* by the fact that during the financial years 2016 up to and including 2019, Mr. Verdonck attended 98% of the (i) Supervisory Board and (ii) audit committee meetings (52 meetings in total). At his re-appointment in 2017, Mr. Verdonck received a 99.47% majority of votes cast.

Mr. Verdonck was born in Balen, Belgium, on 30 July 1942 (Belgian nationality) and has been a member of the Supervisory Board of Affimed since July 2014. He is a director of Laco Information Services. In recent years he was director of Groupe SNEF, director and member of the audit committee of J.P. Morgan European Investment Trust and director and chairman of the audit committee of biotechnology companies: uniQure N.V. in the Netherlands and Movetis and Galapagos in Belgium. He has previously served as chairman of Banco Urquijo and of Nasdaq Europe and as a director of Dictaphone Corporation. From 1992 to 2003, he was the managing director of Almanij NV, a financial services company which has since merged with KBC, and his responsibilities included company strategy, financial control, supervision of executive management and corporate governance, including board participation in publicly-traded and privately-held companies in many countries. Mr. Verdonck holds a law degree from KU Leuven and degrees in economics from KU Leuven and the University of Chicago.

Mr. Verdonck does not hold any shares in the capital of the Company.

**c. Appointment of Mr. Harry Welten as a supervisory director**

The Supervisory Board has carefully considered the appointment of Mr. Harry Welten and determined, on the recommendation of the nominating and corporate governance committee, to nominate Mr. Welten for appointment as a supervisory director. Mr. Welten brings financial and US market expertise into Affimed, which is very meaningful for Affimed as a NASDAQ-listed company.

Mr. Welten was born in Winterthur, Switzerland, on 22 September 1965 (Swiss nationality). As per February 2020, Mr. Welten has provided CFO consultancy services to the Company on an ad hoc basis. Besides that, Mr. Welten is chairman and member of the board of directors of several biotechnology companies in Switzerland, Germany and the USA. Over the last 20 years, Mr.

Welten served as Chief Financial Officer of both public as well as venture capital financed biotech companies. Mr. Welten has served in senior roles at UBS in Switzerland and New York for the first 15 years of his career. Mr. Welten has degrees in Banking, Finance and Economics as well as an MBA (honours) from Columbia University, NY, USA.

Mr. Welten does not hold any shares in the capital of the Company.

**d. Appointment of Dr. Annalisa Jenkins as a supervisory director**

The Supervisory Board has carefully considered the appointment of Dr. Annalisa Jenkins and determined, on the recommendation of the nominating and corporate governance committee, to nominate Dr. Jenkins for appointment as a supervisory director. Dr. Jenkins is a pioneer in her field and positively impacts health through her service at a variety of biotechnology companies. The strength of our board depends on diverse backgrounds and perspectives and we believe the addition of Dr. Jenkins will make a positive contribution to the work of our Supervisory Board.

Dr. Jenkins was born in Weymouth, the United Kingdom, on 21 June 1965 (British nationality). Dr. Jenkins serves on the Board of Directors of AgeX Therapeutics, Inc. (NYSE American: AGE), Avrobio, Inc. (Nasdaq: AVRO), Oncimmune Holdings plc (LSE: ONC) and a number of privately held biotechnology and life science companies and is a committee member of the science board to the FDA, which advises FDA leadership on complex scientific and technical issues. Earlier, Dr. Jenkins served as the Chief Executive Officer of PlaqueTec Ltd. and Dimension Therapeutics. Previously, Dr. Jenkins held various senior management level positions at Merck Serono Pharmaceuticals, including Executive Vice President, head of global research and development. Prior to that, Dr. Jenkins pursued a 15-year career at Bristol-Myers Squibb with increasing responsibilities. Dr. Jenkins graduated with a degree in medicine from St. Bartholomew's Hospital in the University of London and subsequently trained in cardiovascular medicine in the UK National Health Service.

Dr. Jenkins does not hold any shares in the capital of the Company.

**10 Appointment of the auditor for the financial year 2020**

It is proposed to appoint KPMG N.V. as auditor of the annual accounts of the Company for the financial year ending 31 December 2020.

**11 Abolishment of the cumulative preference shares and amendment of the articles of association**

It is proposed to abolish the cumulative preference shares which were included in the articles of association of the Company to allow the Company to set-up an anti-takeover mechanism. The Company has decided to not implement such mechanism at this time and it is therefore no longer a need to keep the cumulative preference shares. It is proposed to convert these preference shares into common shares, resulting in the Company having a single one class of shares, each share of which entitles the holder thereof to one vote.



The proposal to abolish and convert the preference shares requires an amendment of the Company's articles of association. In addition, certain technical changes are proposed to be made to the articles of association. The Supervisory Board has approved this proposal. A triptych, including the proposed amendment of the articles of association and an explanation thereto, is available at the Company's office and on the Company's website. In addition, shareholders will have the opportunity to receive a copy of the proposal until the day of the 2020 AGM, at no extra charge.

The increase in the number of common shares in Affimed's authorized capital will result in a similar increase of the authorizations by the annual general meeting held on 25 June 2019 to the Management Board to (i) issue common shares and/or grant rights to subscribe for common shares in the share capital of the Company, and (ii) exclude pre-emptive rights in respect of such issuance.

This agenda item also includes the proposal to authorize each managing director of the Company as well as each lawyer and paralegal practising with De Brauw Blackstone Westbroek N.V. to execute the notarial deed of amendment of the articles of association.

## **12 Authorization to acquire shares**

On 25 June 2019, with effect as of that date, the Management Board was authorized by the general meeting to acquire shares in the Company's own share capital for a period of eighteen months. The general meeting is requested to renew this authorization for a period of eighteen months, being the maximum term permitted by Dutch law.

The purpose of the proposal is to create flexibility to return capital to the shareholders. Furthermore, the authorization can be used to acquire common shares to cover the Company's obligations related to share-based remuneration. Repurchased common shares may also be used to cover other obligations of the Company to deliver common shares.

It is proposed to authorize the Management Board, subject to approval by the Supervisory Board, for a period of 18 months, with effect from 4 August 2020, 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 number of common shares the Company may acquire and hold will not exceed 10% of the issued share capital as of 4 August 2020. In case of repurchase for capital reduction purposes, the number of common shares that the Company may acquire and hold will be increased by an additional 10% of such issued share capital. The higher maximum number of common shares that may be acquired and held is intended to allow the Management Board to execute such share repurchase programs in an efficient and expedited manner.

13 **Any other business**

14 **Closing**

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POWER OF ATTORNEY  
AGM AFFIMED N.V.  
AUGUST 4, 2020  
(FOR LEGAL ENTITY)

[insert full name], a legal entity organized and existing under the laws of [insert country], with its seat in [insert name city], having its offices in [insert address] (the “**Grantor**”) herewith grants a power of attorney to (*please check the box that is applicable*):

- \_\_\_\_\_ (possibility to include name of an authorized person)
- Mr. R.H. Kleipool (or any other (candidate) civil law notary at De Brauw Blackstone Westbroek N.V.) (each a “**Company Attorney**”),

(the “**Attorney**”), to represent the Grantor, as shareholder of Affimed N.V., a limited liability company (*naamloze vennootschap*) organized and existing under the laws of the Netherlands, with its corporate seat in Amsterdam, the Netherlands, with address at Im Neuenheimer Feld 582, D-69120 Heidelberg, Germany, registered with the Trade Register of the Chamber of Commerce under file number 60673389 (the “**Company**”) at the Annual General Meeting of Shareholders of the Company to be held at the Sheraton Amsterdam Airport Hotel and Conference Center, municipality of Haarlemmermeer (Schiphol Airport), the Netherlands, on August 4, 2020, at 11:00 hrs. (CET) (the “**General Meeting**”), and (i) to exercise in the name of the Grantor at the General Meeting any and all voting rights attached to the shares in the capital of the Company which were held by the Grantor at the record date of the General Meeting (July 7, 2020) and (ii) to vote all shares held at the record date in favor of the proposals as stated in the agenda for the General Meeting unless stated otherwise below:

Agenda item 3 **Adoption of the Statutory Annual Accounts for the financial year 2019**

_____ # Shares	_____ For	_____ # Shares	_____ Against	_____ # Shares	_____ Abstain
	<input type="checkbox"/>		<input type="checkbox"/>		<input type="checkbox"/>

Agenda item 4 **Discharge of the managing directors for their management during the financial year 2019**

_____ # Shares	_____ For	_____ # Shares	_____ Against	_____ # Shares	_____ Abstain
	<input type="checkbox"/>		<input type="checkbox"/>		<input type="checkbox"/>

Agenda item 5 **Discharge of the supervisory directors for their supervision during the financial year 2019**

_____ # Shares	_____ For	_____ # Shares	_____ Against	_____ # Shares	_____ Abstain
	<input type="checkbox"/>		<input type="checkbox"/>		<input type="checkbox"/>

Agenda item 6 **Amendment of the Remuneration Policy for the Management Board**

_____ # Shares	_____ For	_____ # Shares	_____ Against	_____ # Shares	_____ Abstain
	<input type="checkbox"/>		<input type="checkbox"/>		<input type="checkbox"/>

Agenda item 7 **Amendment of the Remuneration Policy for the Supervisory Board**

_____ # Shares	_____ For	_____ # Shares	_____ Against	_____ # Shares	_____ Abstain
	<input type="checkbox"/>		<input type="checkbox"/>		<input type="checkbox"/>

Agenda item 8 a. **Reappointment of Dr. Adi Hoess as a managing director**

_____ # Shares	_____ For	_____ # Shares	_____ Against	_____ # Shares	_____ Abstain
	<input type="checkbox"/>		<input type="checkbox"/>		<input type="checkbox"/>

Agenda item 8 b. **Reappointment of Dr. Wolfgang Fischer as a managing director**

_____ # Shares	_____ For	_____ # Shares	_____ Against	_____ # Shares	_____ Abstain
	<input type="checkbox"/>		<input type="checkbox"/>		<input type="checkbox"/>

Agenda item 8 c. **Appointment of Mr. Angus Smith as a managing director**

_____ # Shares	_____ For	_____ # Shares	_____ Against	_____ # Shares	_____ Abstain
	<input type="checkbox"/>		<input type="checkbox"/>		<input type="checkbox"/>

Agenda item 8 d. **Appointment of Dr. Arndt Schottelius as a managing director**

_____ # Shares	_____ For	_____ # Shares	_____ Against	_____ # Shares	_____ Abstain
	<input type="checkbox"/>		<input type="checkbox"/>		<input type="checkbox"/>

Agenda item 8 e. **Appointment of Dr. Andreas Harstrick as a managing director**

_____ # Shares	_____ For	_____ # Shares	_____ Against	_____ # Shares	_____ Abstain
	<input type="checkbox"/>		<input type="checkbox"/>		<input type="checkbox"/>

Agenda item 9 a. **Reappointment of Dr. Thomas Hecht as a supervisory director**

_____ # Shares	_____ For	_____ # Shares	_____ Against	_____ # Shares	_____ Abstain
	<input type="checkbox"/>		<input type="checkbox"/>		<input type="checkbox"/>

Agenda item 9 b. **Reappointment of Mr. Ferdinand Verdonck as a supervisory director**

_____ # Shares	_____ For	_____ # Shares	_____ Against	_____ # Shares	_____ Abstain
	<input type="checkbox"/>		<input type="checkbox"/>		<input type="checkbox"/>

Agenda item 9 c. **Appointment of Mr. Harry Welten as a supervisory director**

_____ # Shares	_____ For	_____ # Shares	_____ Against	_____ # Shares	_____ Abstain
	<input type="checkbox"/>		<input type="checkbox"/>		<input type="checkbox"/>

Agenda item 9 d. **Appointment of Dr. Annalisa Jenkins as a supervisory director**

_____ # Shares	_____ For	_____ # Shares	_____ Against	_____ # Shares	_____ Abstain
	<input type="checkbox"/>		<input type="checkbox"/>		<input type="checkbox"/>

Agenda item 10 **Appointment of the auditor for the financial year 2020**

_____ # Shares	_____ For	_____ # Shares	_____ Against	_____ # Shares	_____ Abstain
	<input type="checkbox"/>		<input type="checkbox"/>		<input type="checkbox"/>

Agenda item 11 **Abolishment of the cumulative preference shares and amendment of the articles of association**

_____ # Shares	_____ For	_____ # Shares	_____ Against	_____ # Shares	_____ Abstain
	<input type="checkbox"/>		<input type="checkbox"/>		<input type="checkbox"/>

Agenda item 12 **Authorization to acquire shares**

_____ # Shares	_____ For	_____ # Shares	_____ Against	_____ # Shares	_____ Abstain
	<input type="checkbox"/>		<input type="checkbox"/>		<input type="checkbox"/>

Each Company Attorney, if authorized pursuant to this power of attorney, may grant a power of attorney to another person employed by the Company to perform, directly or indirectly, acts in Grantor's name within the limits of this power of attorney. The other person shall (also) be an Attorney for the purposes of this power of attorney.

The Grantor undertakes to ratify or confirm anything which the Attorney shall do or lawfully purport to do by virtue of this instrument, and shall indemnify the Attorney and keep the Attorney indemnified against and shall reimburse the Attorney for any costs, losses, suits, claims, demands, obligations, liabilities and damages which he may suffer or incur arising out of the exercise of his powers pursuant to this instrument.

Finally, the undersigned hereby represents and warrants to have full power and authority to execute this instrument on behalf of the Grantor, and that pursuant to this instrument the Attorney can validly represent the Grantor.

This power of attorney shall be governed by the laws of the Netherlands.

*- Signature page follows -*

Signed in \_\_\_\_\_ on \_\_\_\_\_, 2020.

---

***Please fax or email a copy to:***

*Affimed N.V.*

*Attn. Susanne Spieler*

*faxnumber: +49 6221 6743 649*

*email: s.spieler@affimed.com*

***Please mail the original power of attorney to:***

*Affimed N.V.*

*Attn. Susanne Spieler*

*Im Neuenheimer Feld 582*

*69120 Heidelberg, Germany*



POWER OF ATTORNEY  
AGM AFFIMED N.V.  
AUGUST 4, 2020  
(FOR NATURAL PERSON)

[insert full name], having its address at [insert address + country] (the “**Grantor**”) herewith grants a power of attorney to (*please check the box that is applicable*):

- \_\_\_\_\_ (possibility to include name of an authorized person)
- Mr. R.H. Kleipool (or any other (candidate) civil law notary at De Brauw Blackstone Westbroek N.V.) (each a “**Company Attorney**”),

(the “**Attorney**”), to represent the Grantor, as shareholder of Affimed N.V., a limited liability company (*naamloze vennootschap*) organized and existing under the laws of the Netherlands, with its corporate seat in Amsterdam, the Netherlands, with address at Im Neuenheimer Feld 582, D-69120 Heidelberg, Germany, registered with the Trade Register of the Chamber of Commerce under file number 60673389 (the “**Company**”) at the Annual General Meeting of Shareholders of the Company to be held at the Sheraton Amsterdam Airport Hotel and Conference Center, municipality of Haarlemmermeer (Schiphol Airport), the Netherlands, on August 4, 2020, at 11:00 hrs. (CET) (the “**General Meeting**”), and (i) to exercise in the name of the Grantor at the General Meeting any and all voting rights attached to the shares in the capital of the Company which were held by the Grantor at the record date of the General Meeting (July 7, 2020) and (ii) to vote all shares held at the record date in favor of the proposals as stated in the agenda for the General Meeting unless stated otherwise below:

Agenda item 3 **Adoption of the Statutory Annual Accounts for the financial year 2019**

_____ # Shares	_____ For	_____ # Shares	_____ Against	_____ # Shares	_____ Abstain
	<input type="checkbox"/>		<input type="checkbox"/>		<input type="checkbox"/>

Agenda item 4 **Discharge of the managing directors for their management during the financial year 2019**

_____ # Shares	_____ For	_____ # Shares	_____ Against	_____ # Shares	_____ Abstain
	<input type="checkbox"/>		<input type="checkbox"/>		<input type="checkbox"/>

Agenda item 5 **Discharge of the supervisory directors for their supervision during the financial year 2019**

_____ # Shares	_____ For	_____ # Shares	_____ Against	_____ # Shares	_____ Abstain
	<input type="checkbox"/>		<input type="checkbox"/>		<input type="checkbox"/>

Agenda item 6 **Amendment of the Remuneration Policy for the Management Board**

_____ # Shares	_____ For	_____ # Shares	_____ Against	_____ # Shares	_____ Abstain
	<input type="checkbox"/>		<input type="checkbox"/>		<input type="checkbox"/>

Agenda item 7 **Amendment of the Remuneration Policy for the Supervisory Board**

_____ # Shares	_____ For	_____ # Shares	_____ Against	_____ # Shares	_____ Abstain
	<input type="checkbox"/>		<input type="checkbox"/>		<input type="checkbox"/>

Agenda item 8 a. **Reappointment of Dr. Adi Hoess as a managing director**

_____ # Shares	_____ For	_____ # Shares	_____ Against	_____ # Shares	_____ Abstain
	<input type="checkbox"/>		<input type="checkbox"/>		<input type="checkbox"/>

Agenda item 8 b. **Reappointment of Dr. Wolfgang Fischer as a managing director**

_____ # Shares	_____ For	_____ # Shares	_____ Against	_____ # Shares	_____ Abstain
	<input type="checkbox"/>		<input type="checkbox"/>		<input type="checkbox"/>

Agenda item 8 c. **Appointment of Mr. Angus Smith as a managing director**

_____ # Shares	_____ For	_____ # Shares	_____ Against	_____ # Shares	_____ Abstain
	<input type="checkbox"/>		<input type="checkbox"/>		<input type="checkbox"/>

Agenda item 8 d. **Appointment of Dr. Arndt Schottelius as a managing director**

_____ # Shares	_____ For	_____ # Shares	_____ Against	_____ # Shares	_____ Abstain
	<input type="checkbox"/>		<input type="checkbox"/>		<input type="checkbox"/>

Agenda item 8 e. **Appointment of Dr. Andreas Harstrick as a managing director**

_____ # Shares	_____ For	_____ # Shares	_____ Against	_____ # Shares	_____ Abstain
	<input type="checkbox"/>		<input type="checkbox"/>		<input type="checkbox"/>

Agenda item 9 a. **Reappointment of Dr. Thomas Hecht as a supervisory director**

_____ # Shares	_____ For	_____ # Shares	_____ Against	_____ # Shares	_____ Abstain
	<input type="checkbox"/>		<input type="checkbox"/>		<input type="checkbox"/>

Agenda item 9 b. **Reappointment of Mr. Ferdinand Verdonck as a supervisory director**

_____ # Shares	_____ For	_____ # Shares	_____ Against	_____ # Shares	_____ Abstain
	<input type="checkbox"/>		<input type="checkbox"/>		<input type="checkbox"/>

Agenda item 9 c. **Appointment of Mr. Harry Welten as a supervisory director**

_____ # Shares	_____ For	_____ # Shares	_____ Against	_____ # Shares	_____ Abstain
	<input type="checkbox"/>		<input type="checkbox"/>		<input type="checkbox"/>

Agenda item 9 d. **Appointment of Dr. Annalisa Jenkins as a supervisory director**

_____ # Shares	_____ For	_____ # Shares	_____ Against	_____ # Shares	_____ Abstain
	<input type="checkbox"/>		<input type="checkbox"/>		<input type="checkbox"/>

Agenda item 10 **Appointment of the auditor for the financial year 2020**

_____ # Shares	_____ For	_____ # Shares	_____ Against	_____ # Shares	_____ Abstain
	<input type="checkbox"/>		<input type="checkbox"/>		<input type="checkbox"/>

Agenda item 11 **Abolishment of the cumulative preference shares and amendment of the articles of association**

_____ # Shares	_____ For	_____ # Shares	_____ Against	_____ # Shares	_____ Abstain
	<input type="checkbox"/>		<input type="checkbox"/>		<input type="checkbox"/>

Agenda item 12 **Authorization to acquire shares**

_____ # Shares	_____ For	_____ # Shares	_____ Against	_____ # Shares	_____ Abstain
	<input type="checkbox"/>		<input type="checkbox"/>		<input type="checkbox"/>

Each Company Attorney, if authorized pursuant to this power of attorney, may grant a power of attorney to another person employed by the Company to perform, directly or indirectly, acts in Grantor's name within the limits of this power of attorney. The other person shall (also) be an Attorney for the purposes of this power of attorney.

The Grantor undertakes to ratify or confirm anything which the Attorney shall do or lawfully purport to do by virtue of this instrument, and shall indemnify the Attorney and keep the Attorney indemnified against and shall reimburse the Attorney for any costs, losses, suits, claims, demands, obligations, liabilities and damages which he may suffer or incur arising out of the exercise of his powers pursuant to this instrument.

Finally, the undersigned hereby represents and warrants to have full power and authority to execute this instrument on behalf of the Grantor, and that pursuant to this instrument the Attorney can validly represent the Grantor.

This power of attorney shall be governed by the laws of the Netherlands.

*- Signature page follows -*

Signed in \_\_\_\_\_ on \_\_\_\_\_, 2020.

---

***Please fax or email a copy to:***

*Affimed N.V.*

*Attn. Susanne Spieler*

*faxnumber: +49 6221 6743 649*

*email: s.spieler@affimed.com*

***Please mail the original power of attorney to:***

*Affimed N.V.*

*Attn. Susanne Spieler*

*Im Neuenheimer Feld 582*

*69120 Heidelberg, Germany*