

Affimed N.V.

Explanatory notes to the proposed amendments of the articles of association of Affimed N.V.
(agenda item 11)

Notes

This document contains an explanation to the proposed amendment of the articles of association of Affimed N.V. (the "**Company**"), included in the agenda of the meeting as agenda item. The left column displays the current unofficial translation of the provision of the articles of association for which an amendment is proposed. The middle column displays an unofficial translation of the proposed amendment. The right column includes an explanation to the amendment. Only the provisions of the articles of association for which an amendment is proposed have been included in this triptych. We refer to the website of the Company, www.affimed.com, for the complete text of the articles of association of the Company and the unofficial English translation thereto.

UNOFFICIAL TRANSLATION PROVISION OF THE ARTICLES OF ASSOCIATION BEFORE THE PROPOSED AMENDMENT	AMENDMENT AGENDA ITEM 11 UNOFFICIAL TRANSLATION PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION	EXPLANATORY NOTES
<p>3.1.1. The authorised share capital of the company amounts to one million one hundred thousand euro (EUR 1,100,000) and is divided into:</p> <ul style="list-style-type: none"> a. fifty-five million (55,000,000) common shares, each with a nominal value of one eurocent (EUR 0.01); b. fifty-five million (55,000,000) cumulative preference shares, each with a nominal value of one eurocent (EUR 0.01). 	<p>3.1.1. The authorised share capital of the company amounts to two million one hundred and ninety-six thousand euro (EUR 2,196,000) and is divided into:</p> <ul style="list-style-type: none"> a. one hundred and nine million eight hundred thousand (109,800,000) common shares, each with a nominal value of one eurocent (EUR 0.01); b. one hundred and nine million eight hundred thousand (109,800,000) cumulative preference shares, each with a nominal value of one eurocent (EUR 0.01). 	<p>It is proposed to increase the authorised capital of the Company as a result of which the maximum number of common shares and cumulative preference shares which can be issued is increased.</p>
CONCLUDING STATEMENT (UNOFFICIAL TRANSLATION) NOTARIAL DEED OF AMENDMENT OF THE ARTICLES OF ASSOCIATION		
	<p>Finally the person appearing declares that as a consequence of the execution of this deed the issued and paid up share capital of the Company amounts to four hundred and thirty-nine thousand three hundred and eighty-three euro and seventy-seven euro cent (EUR 439,383.77), divided into forty-three million nine hundred and thirty-eight thousand three hundred and seventy-seven (43,938,377) common shares and zero (0) cumulative preference shares.</p>	<p>According to article 2:124 paragraph 3 of the Dutch Civil Code the issued and paid up capital of the Company at the time of the execution of the deed of amendment of the articles of association of the Company has to be mentioned in the deed.</p>