
**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**
Washington, D.C. 20549

FORM 6-K

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

April 29, 2015

PROQR THERAPEUTICS N.V.

**Darwinweg 24
2333 CR Leiden
The Netherlands
Tel: +31 (0)85 4 89 49 32**
(Address, Including ZIP Code, and Telephone Number,
Including Area Code, of Registrant's Principal Executive Offices)

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):

On April 29, 2015 ProQR Therapeutics N.V. issued a press release announcing its 2015 annual general meeting of shareholders and made available to its shareholders certain other materials in connection with such meeting.

Such materials are attached as exhibits to this Form 6-K and are incorporated by reference herein.

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.

Date: April 29, 2015

PROQR THERAPEUTICS N.V.

By: /s/ Smital Shah
Smital Shah
Chief Financial Officer

EXHIBIT INDEX

<u>Exhibit</u>	<u>Description of Exhibit</u>
99.1	Press Release dated April 29, 2015
99.2	Notice of the 2015 Annual General Meeting of Shareholders
99.3	Explanatory Notes to the Agenda of the 2015 Annual General Meeting of Shareholders
99.4	Proxy Form

ProQR Therapeutics Announces Annual Shareholder Meeting

LEIDEN, the Netherlands, April 29, 2015 — ProQR Therapeutics N.V. (NASDAQ: PRQR), today announced that the Annual General Meeting of Shareholders will be held on Wednesday, June 10, 2015 at 16:00 CET, at Naturalis Biodiversity Center at Darwinweg 2, 2333 CR Leiden, the Netherlands.

All relevant documents and information for the meeting including the notice, agenda and webcast information are or will be made available in the “Investor Relations” section of ProQR’s website (www.proqr.com). It is also available on the SEC’s website at www.sec.gov.

About ProQR

ProQR Therapeutics is dedicated to changing lives through the creation of transformative RNA medicines for the treatment of severe diseases such as cystic fibrosis and Leber’s congenital amaurosis. Based on our unique proprietary RNA repair platform technologies we are growing our pipeline with patients and loved ones in mind. Since 2012.

ProQR Therapeutics N.V.:

Smital Shah
Chief Financial Officer
T: +1 415 231 6431
ir@proqr.com

Media inquiries:

Gretchen Schweitzer
MacDougall Biomedical Communications
Direct: +49 172 861 8540
Main: +49 89 2424 3494
gschweitzer@macbiocom.com



**NOTICE OF 2015 ANNUAL GENERAL MEETING OF SHAREHOLDERS
PROQR THERAPEUTICS N.V.**

Notice for the AGM

Notice is hereby given of the annual general meeting of shareholders of **ProQR Therapeutics N.V.** (the “**Company**”) to be held on Wednesday, June 10, 2015, at 16:00 hours CET, at Naturalis Biodiversity Center at Darwinweg 2, 2333 CR Leiden, the Netherlands (the “**AGM**”).

Agenda for the AGM

The agenda for the AGM, as proposed by the Company’s Management Board (the “**Management Board**”) and the Company’s Supervisory Board (the “**Supervisory Board**”), is as follows:

1. Opening of the AGM
2. Report of the Management Board for the financial year 2014 (*discussion item*)
3. Disclosure of remuneration in the annual accounts for the financial year 2014 (*discussion item*)
4. Adoption of the annual accounts for the financial year 2014 (*voting item*)
5. Release from liability of the members of the Management Board with respect to the performance of their management during the financial year 2014 (*voting item*)
6. Release from liability of the members of the Supervisory Board with respect to the performance of their supervision during the financial year 2014 (*voting item*)
7. Composition and compensation Supervisory Board:
 - (i) Amendment compensation principles Supervisory Board (*voting item*)
 - (ii) Increase number of members Supervisory Board (*voting item*)
 - (iii) Appointment Paul Baart as new member of the Supervisory Board (*voting item*)
 - (iv) Determination compensation Paul Baart (*voting item*)
8. Restructuring (*voting item*)
9. Appointment Deloitte Accountants B.V. as the Company’s external auditor for the financial year 2016 (*voting item*)
10. Authorization of the Management Board to acquire ordinary shares in the capital of the Company (*voting item*)
11. Questions
12. Closing of the AGM

Availability of AGM Materials

Copies of (i) this notice, (ii) the explanatory notes to the agenda for the AGM, (iii) the annual accounts for the financial year 2014 (the “**Annual Accounts**”), (iv) the annual report for the financial year 2014 (the “**Annual Report**”), (v) the relevant information to be added to the Annual Accounts and the Annual Report, as prescribed by Dutch law, (vi) the demerger proposal, and (vii) templates of the applicable proxy forms (the “**AGM Materials**”) are available on the Company’s website (www.proqr.com) (the “**Website**”). The relevant AGM Materials will also be furnished to the U.S. Securities and Exchange Commission (the “**SEC**”) under cover of a Form 6-K and will be available on the SEC’s website (www.sec.gov).

Copies of the Annual Accounts, the Annual Report and the relevant information to be added to the Annual Accounts and the Annual Report, as prescribed by Dutch law, the demerger proposal together with the explanatory memorandum, are also available for inspection by the Company’s holders of shares who are directly registered in the Company’s shareholders’ register (the “**Registered Shareholders**”) at the Company’s office address (Darwinweg 24, 2333 CR Leiden, the Netherlands) (the “**Office Address**”). Registered Shareholders may obtain copies of these documents free of charge.

Persons who hold their ordinary shares in the capital of the Company through a bank, broker or other nominee (through Cede & Co., as nominee for the Depository Trust Company) are regarded as beneficial owners of shares (“**Beneficial Owners**”). The Company will ensure that the relevant AGM Materials are also disseminated and made available for inspection, as appropriate, to the Beneficial Owners.

Attendance of the AGM

Only Shareholders as of the close of business on May 13, 2015 (the “**Record Date**”) or those who hold a valid proxy for the AGM, are entitled to take part and vote at the AGM. Each share outstanding on the Record Date is entitled to one vote on each voting item.

For Registered Shareholders and for Beneficial Owners the conditions for attendance at the AGM are as follows:

- Registered Shareholders must notify the Company by submitting their name and number of registered shares through the Company’s e-mail address ir@proqr.com no later than on June 5, 2015; and
- Beneficial Owners must have their financial intermediary or their agent with whom the shares are on deposit issue a proxy to them which confirms they are authorized to take part in and vote at the AGM. These Beneficial Owners must (i) notify the Company of their intention to attend by submitting their name and number of shares beneficially owned through the Company’s e-mail address ir@proqr.com no later than on June 5, 2015 and (ii) bring the proxy received from their financial intermediary to the AGM.

Persons entitled to attend in the meeting may be asked for identification prior to being admitted and are therefore asked to carry a valid identity document (such as a passport or identity card).

Participation in the AGM by proxy

Registered Shareholders who are not in a position to attend the AGM in person, may, without prejudice to the above registration and attendance notification provisions, authorize a third party to attend and, if relevant, vote at the AGM on their behalf through the use of a proxy form, of which a template has been made available on the Website as part of the AGM Materials.

Beneficial Owners who are not in a position to attend the AGM in person, but who wish to exercise their meeting rights by proxy, should follow the instructions and use the voting instrument provided by the bank, financial institution, account holder or other financial intermediary through which they hold their beneficial ownership of shares.

Beneficial Owners who have any questions in respect of the above procedure, are recommended to contact their bank or broker for further information.

The Management Board and the Supervisory Board
April 29, 2015

**EXPLANATORY NOTES TO THE AGENDA
2015 ANNUAL GENERAL MEETING OF SHAREHOLDERS
PROQR THERAPEUTICS N.V.**

Explanatory notes to the agenda for the annual general meeting of shareholders of **ProQR Therapeutics N.V.** (“**ProQR**” or the “**Company**”) to be held on Wednesday, June 10, 2015, at 16:00 hours CET, at Naturalis Biodiversity Center at Darwinweg 2, 2333 CR Leiden, the Netherlands (the “**AGM**”).

Agenda item 2: Report of the Management Board for the financial year 2014 (discussion item)

Dutch law requires the management board of the Company (the “**Management Board**”) to prepare an annual report, which must give a true and fair view of the position on the balance sheet date of the Annual Accounts (as defined in the explanatory notes to agenda item 4. below), the developments during the financial year and the results of the Company and its group companies of which the financial information has been included in the Annual Accounts. The requirements that such annual report should meet are dictated by Dutch law and the Dutch Corporate Governance Code.

The Annual Report has been prepared in the English language. In its meeting held on September 15, 2014 (the “**2014 EGM**”), the general meeting of shareholders of the Company (the “**General Meeting**”) approved such use of the English language, in accordance with section 2:391(1) of the Dutch Civil Code. Dutch law requires the annual report to be discussed at the AGM.

Agenda item 3: Disclosure of remuneration in the annual report for the financial year 2014 (discussion item)

Dutch law requires that the discussion of the statements made in the explanatory notes to the Annual Accounts (as defined under the explanatory notes to agenda item 4. below) pursuant to sections 2:383c through 2:383e of the Dutch Civil Code, regarding the remuneration of the members of the Management Board and Supervisory Board and employees of the Company, be included as a separate item on the agenda for the AGM and that such matters be dealt with before the proposal to adopt the Annual Accounts. For purposes of such discussion, reference is made to the relevant paragraphs of the explanatory notes to the Annual Accounts.

Agenda item 4: Adoption of the annual accounts for the financial year 2014 (voting item)

Dutch law requires the Management Board to annually prepare annual accounts, consisting of a balance sheet and a profit and loss account with respect to the preceding financial year, as well as consolidated accounts and explanatory notes thereto. The Board has drawn up such annual accounts for the financial year 2014 (the “**Annual Accounts**”), which Annual Accounts were signed by all members of the Management Board and by all members of the supervisory board of the Company (the “**Supervisory Board**”). Dutch law provides that the General Meeting is the corporate body authorized to formally adopt the Annual Accounts. Consequently, it is now proposed to the General Meeting to adopt the Annual Accounts.

Due to the international nature of the Company's business, the balance sheet items in the Annual Accounts have been prepared in the English language. In the 2014 EGM, the General Meeting approved such use of the English language, in accordance with section 2:362(7) of the Dutch Civil Code.

Agenda item 5: Release from liability of the members of the Management Board with respect to the performance of their management during the financial year 2014 (voting item)

In accordance with Dutch law, if the General Meeting adopts the Annual Accounts, such adoption does not automatically release the members of the Management Board from liability with respect to the performance of their management duties during the financial year 2014. Instead, such proposal should be made separate from the proposal to adopt the Annual Accounts. Consequently, it is now proposed to the General Meeting to release the members of the Management Board from liability with respect to the performance of their duties during the financial year 2014.

In principle, this proposed release from liability only extends to matters that are disclosed in the Annual Accounts or have otherwise been disclosed to the General Meeting.

Agenda item 6: Release from liability of the members of the Supervisory Board with respect to the performance of their supervision during the financial year 2014 (voting item)

In accordance with Dutch law, if the General Meeting adopts the Annual Accounts, such adoption does not automatically release the members of the Supervisory Board from liability with respect to the performance of their supervision during the financial year 2014. Instead, such proposal should be made separate from the proposal to adopt the Annual Accounts. Consequently, it is now proposed to the General Meeting to release the members of the Supervisory Board from liability with respect to the performance of their supervision during the financial year 2014.

In principle, this proposed release from liability only extends to matters that are disclosed in the Annual Accounts or have otherwise been disclosed to the General Meeting.

Agenda item 7: Composition and compensation of the Supervisory Board

Item 7i: Amendment compensation principles Supervisory Board (voting item)

It is proposed to the General Meeting to amend the compensation principles for the Supervisory Board to allow cash payments to members of the Supervisory Board. The proposed draft compensation principles are available for inspection at the office of ProQR and are available on the Website (www.proqr.com).

The amended compensation principles provide for the eligibility of an annual compensation in cash as part of their annual fixed fee instead of a grant of stock options. In that event the value of the additional fixed fee will be set at 50% of the value of the alternative option grant. Therefore, where the overall annual grant of options is set at an underlying value of EUR 80,000 per member of the Supervisory Board, the annual fixed fee will be increased with EUR 40,000.

Item 7ii: Increase number of members Supervisory Board (*voting item*)

In connection with the proposed appointment of Paul Baart as a new member of the Supervisory Board, it is proposed to the General Meeting to increase the number of Supervisory Board members to five (5) with effect from the date of the AGM.

Item 7iii: Appointment Paul Baart as new member of the Supervisory Board (*voting item*)

It is proposed on the basis of the nomination by the Supervisory Board, within the meaning of article 20.4 of the articles of association of ProQR, to the General Meeting to appoint Paul Baart as a new member of the Supervisory Board, with effect from the date of the AGM for a term of four years. It is intended that Mr Baart will also become chairman of the Audit Committee. The term of appointment of Mr Baart will come to an end at the close of the relevant annual general meeting of shareholders of ProQR in 2019.

Mr Baart (64 years of age) brings significant experience to the Supervisory Board and Audit Committee through his extensive career in public accounting in both the Netherlands and the USA. At PwC Netherlands he served on the Management and Supervisory Boards and was also a member of the Global Board of PwC International. While at PwC, Paul's clients included several large private and public multinational companies across a variety of industries. His qualifications include being chairman of Royal NIVRA, the Dutch Institute of Registered Accountants (now NBA), member of the Dutch Council on Annual Reporting (RJ), Supervisory Board member of Nyenrode Business University. His present roles include outside member of the Enterprise Chamber Amsterdam Court of Appeal (Ondememingskamer), member of the Board of Central Housing Fund (CFV) and Chairman of the public interest committee at Grant Thornton in the Netherlands. He studied Business Economics at the Vrije Universiteit in Amsterdam, where he also passed the Register accountants exam.

The Supervisory Board believes that Mr Baart's significant international experience in public accounting and his broad experience in management, oversight and boardroom consulting provide him with the qualifications and skills to be a very valuable addition to the Supervisory Board.

Mr Baart does not hold any shares in the capital of ProQR.

Item 7iv: Determination compensation Paul Baart (voting item)

It is proposed to the General Meeting to determine the annual compensation of Mr Baart at EUR 73,000 per annum, in accordance with the proposed compensation principles for the Supervisory Board. The compensation consists of the following elements:

EUR 25,000, as compensation for his proposed role as member of the Supervisory Board;

EUR 5,000, as compensation for his proposed role as chair of the Audit Committee;

EUR 3,000, as compensation for his proposed role as member of the Nomination Committee; and

EUR 40,000, as an annual compensation in cash as part of the annual fixed compensation instead of the equivalent amount granted in stock options, to which cash compensation a 50% discount applies.

Agenda item 8: Restructuring (voting item)

A restructuring of ProQR (the “**Restructuring**”) is being contemplated, whereby it is envisaged that certain assets and liabilities of ProQR will be hived down to separate subsidiaries that will be incorporated by ProQR, partially pursuant to a legal restructuring through a demerger (*splitsing*) (the “**Demerger**”). It is furthermore contemplated that, after the Demerger shall have been effected, the above new companies and ProQR Therapeutics V B.V. (a 100% subsidiary of ProQR) will be contributed to a newly incorporated intermediate holding B.V. (please refer to **Schedule I** to these explanatory notes for a structure overview post-Restructuring) The Restructuring regards a straightforward restructuring that aims to create a group of dedicated purpose companies below ProQR and thereby also creating tax efficiency. The contemplated group structure is based on common prudent corporate practice and the financial reporting of each of the subsidiaries will be maintained transparent by consolidation in the financial reporting by ProQR.

A proposal for the legal restructuring through a demerger (*splitsingsvoorstel*) (the “**Proposal**”) within the meaning of Section 2:334f of the Dutch Civil Code (the “**Proposal**”) and an explanatory memorandum to the Proposal within the meaning of Section 2:334g(1) of the Dutch Civil Code (the “**Explanatory Memorandum**”) have been prepared by the Management Board. The Supervisory Board has approved the Restructuring and the Proposal. The Proposal together with the Explanatory Memorandum and the other relevant documents referred to in Section 2:334h(2) of the Dutch Civil Code are available for inspection at the office of ProQR and the Proposal together the other relevant documents referred to in Section 2:334h(1) of the Dutch Civil Code are available on the Website (www.proqr.com).

It is proposed to the General Meeting to resolve to approve the Restructuring and to effect the Demerger in accordance with the provisions of the Proposal.

Agenda item 9: Appointment Deloitte Accountants B.V. as the Company’s external auditor for the financial year 2016 (voting item)

Under Dutch law, the General Meeting is, in principle, the corporate body authorized to annually appoint the external auditor for the audit of the Company’s annual accounts. In the 2014 EGM, the General Meeting appointed Deloitte Accountants B.V. as the external auditor for the audit of the Annual Accounts for the financial years 2014 and 2015.

It is now proposed to appoint Deloitte Accountants B.V. as the external independent auditor for the audit of the Company's annual accounts for the financial year 2016.

Agenda item 10: Authorization of the Management Board to acquire ordinary shares in the capital of the Company (*voting item*)

Under Article 10 of the Articles of Association and Dutch law, the Company may, subject to certain statutory Dutch law provisions, acquire for consideration and hold, hold as pledgee and/or hold through its subsidiaries, up to fifty percent (50%) of the Company's issued share capital. Any acquisition of shares in the Company's own capital for consideration is subject to the authorization of the General Meeting, which authorization shall be valid for no more than eighteen (18) months.

The General Meeting has granted the abovementioned authorization in the 2014 EGM, which authorization was effective as of, and for a period of eighteen months from the date of the 2014 EGM. In Dutch corporate practice, an annual renewal of the authorization is customary.

It is now proposed to authorize the Management Board to perform acquisitions by the Company of (i) up to 10% of the issued share capital of the Company at the date of the AGM plus, in case of a material reorganization of the capital structure of the Company, (ii) an additional 10% of the issued share capital of the Company at the date of the AGM, by any means, including through derivative products, purchases on any stock exchange, through any private purchase or block trade, or otherwise, for a price that is between 0.01 US Dollar and an amount which is not higher than 110% of the average market price of such ordinary shares on NASDAQ (with the market price deemed to be the average of the closing price on each of the five consecutive days of trading preceding the three trading days prior to the date of acquisition), for a period of eighteen (18) months with effect from the AGM.

In case of non-adoption by the AGM of the proposed authorization, the authorization granted by the General Meeting in the 2014 EGM will remain in force.

The Management Board and the Supervisory Board
April 29, 2015

NOTE: THIS PROXY FORM SHOULD BE USED BY A REGISTERED SHAREHOLDER WISHING TO APPOINT A PROXY HOLDER

To : ProQR Therapeutics N.V.
Address : Darwinweg 24, 2333 CR Leiden, the Netherlands
Attn : Sarette Witte
E-mail : ir@proqr.com

PROXY FORM

For the Annual General Meeting of Shareholders of **ProQR Therapeutics N.V.** (the "Company") to be held on Wednesday, June 10, 2015, at 16:00 hours CET, at Naturalis Biodiversity Center at Darwinweg 2, 2333 CR Leiden, the Netherlands (the "**AGM**").

The undersigned,

_____ (name),
_____ (address),
_____ (postal code and town),
_____ (country),

hereinafter referred to as the "Shareholder", acting in his capacity of registered holder of _____ (number) of shares in the capital of the Company,

hereby declares:

to grant a proxy to:

_____ (name),
_____ (address),
_____ (postal code and town),
_____ (country),

to represent the Shareholder at the AGM of the Company and to speak on behalf of the Shareholder and to vote on the shares in respect of the items on the agenda for the AGM, in the manner as set out below:

<u>Nr.</u>	<u>Agenda</u>	FOR	AGAINST	ABSTAIN
1.	Opening of the AGM	n.a.	n.a.	n.a.
2.	Report of the Management Board for the financial year 2014	n.a.	n.a.	n.a.
3.	Disclosure of remuneration in the annual accounts for the financial year 2014	n.a.	n.a.	n.a.
4.	Adoption of the annual accounts for the financial year 2014			
5.	Release from liability of the members of the Management Board with respect to the performance of their management during the financial year 2014			
6.	Release from liability of the members of the Supervisory Board with respect to the performance of their supervision during the financial year 2014			
7(i)	Amendment compensation principles Supervisory Board			
7(ii)	Increase number of members Supervisory Board			
7(iii)	Appointment Paul Baart as new member of the Supervisory Board			
7(iv)	Determination compensation Paul Baart			
8.	Restructuring			
9.	Appointment Deloitte Accountants B.V. as the Company's external auditor for the financial year 2016			
10.	Authorization of the Management Board to acquire ordinary shares in the capital of the Company			
11.	Questions	n.a.	n.a.	n.a.
12.	Closing of the AGM	n.a.	n.a.	n.a.

In the absence of a clear instruction, the vote will be cast in favour of the proposal concerned. If no person is appointed above, the proxy will be deemed to have been granted to Rene Beukema, Chief Corporate Development Officer and General Counsel of ProQR.

The written power of attorney is granted with the right of substitution and with full indemnification of the proxy or proxies for all actions taken in relation to the power of attorney.

Signature: _____,
 Place: _____,
 Date: _____

POWER OF ATTORNEY
AGM PROQR THERAPEUTICS N.V.
JUNE 10, 2015

[insert full name], [a legal entity organized and existing under the laws of [insert country], with its corporate seat in [insert name city], having its offices in [insert address]] [[insert full name], having his or her 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 authorized person)
 Rene Beukema, retained by ProQR (as defined below) (the “Attorney”),

(the “Attorney”), to represent the Grantor, as shareholder of **ProQR Therapeutics N.V.**, a limited liability company (*naamloze vennootschap*) organized and existing under the laws of the Netherlands (“ProQR”), with its corporate seat in Leiden, The Netherlands, with address Darwinweg 24, 2333 CR Leiden, The Netherlands, at the Annual General Meeting of Shareholders of ProQR to be held at Darwinweg 2, 2333 CR Leiden, The Netherlands, 2333 CR Leiden, The Netherlands, on June 10, 2015 at 16:00 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 ProQR which were held by the Grantor at the record date of the General Meeting (May 13, 2015) 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 4 **Adoption of the annual accounts for the financial year 2014**

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

Agenda item 5 **Release from liability of the members of the Management Board with respect to the performance of their management during financial year 2014**

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

Agenda item 6 **Release from liability of the members of the Management Board with respect to the performance of their supervision during financial year 2014**

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

Agenda item 7i **Composition and compensation of the Supervisory Board—Amendment compensation principles Supervisory Board**

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

Agenda item 7ii **Composition and compensation of the Supervisory Board—Increase number of members Supervisory Board**

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

Agenda item 7iii **Composition and compensation of the Supervisory Board—Appointment Paul Baart as new member of the Supervisory Board**

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

Agenda item 7iv **Composition and compensation of the Supervisory Board—Determination compensation Paul Baart**

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

Agenda item 8 **Restructuring**

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

Agenda item 9 **Appointment Deloitte Accountants B.V. as the Company’s external auditor for the financial year 2016**

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

Agenda item 10 **Authorization of the Management Board to acquire ordinary shares in the capital of the Company**

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

The Attorney, if authorized pursuant to this power of attorney, may grant a power of attorney to another person employed by ProQR 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 having 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 _____, 2015.

Please email a copy to:
ProQR Therapeutics N.V.
Attn. Sariette Witte
email:ir@proqr.com

Please mail the original power of attorney to:
ProQR Therapeutics N.V.
Attn. Sariette Witte
Darwinweg 24
2333 CR Leiden
The Netherlands