

Minutes of the extraordinary general meeting of shareholders of **ProQR Therapeutics N.V.** ("**ProQR**" or the "**Company**"), held on Monday February 19, 2018, at 16:00 hours CET, at the offices of the Company at Zernikedreef 9 2333CK Leiden, the Netherlands (the "**EGM**").

## **1. Opening of the EGM and welcoming of the shareholders**

Dinko Valerio, chairman of the Supervisory Board of ProQR, opened the General Meeting and welcomed all attendees. The chairman informed the meeting that the following members of the management board and the supervisory board of the Company were present:

- Daniel de Boer, Chief Executive Officer;
- Rene Beukema, Chief Corporate Development Officer and General Counsel;
- Paul Baart, Supervisory Board member and chairman of the Board Audit Committee.

After that the chairman noted that Paul van Dongen and Nico Bunnik, both Senior Legal Counsel at ProQR, were present and appointed Paul van Dongen as secretary of the meeting.

Subsequently the chairman went through the formal and procedural points of the meeting and in that respect noted that the meeting has been convened taking into account all applicable legal and statutory provisions. The chairman also informed the meeting that the total number of shares outstanding as per the record date amounted to 31,921,865 ordinary shares. According to the attendance list, 20,774,996 ordinary shares were present or represented at this meeting. The chairman explained that each share entitles the holder to one vote and that all resolutions on this meeting may be passed by an absolute majority of the votes cast. The chairman noted that all proposals would be put to a vote as set forth in the explanatory notes. The chairman further noted that a majority of the shares have been voted prior to this meeting by proxy, which votes are recorded by the secretary of this meeting, that voting at the meeting would take place by raising hands and that attendees would be asked to sign a voting ballot to confirm their votes at the end of the meeting.

## **2. Business update**

The chairman introduced agenda item 2 and gave the floor to the Company's CEO Daniel de Boer. Daniel de Boer gave an update on the business of ProQR by means of slides. The slides are available on the Company's website.

The chairman gave the floor to the persons present to ask questions. No questions were asked about the business update.

## **3. Renewal of the delegation to the Management Board of the authority (i) to issue ordinary shares, (ii) to grant rights to subscribe for such shares and (iii) to limit and exclude pre-emption rights in respect of any issue of ordinary shares or any granting of rights to subscribe for such shares (voting item)**

The chairman explained agenda item 3 and proposed to the meeting to renew the authorization delegated to the Management Board in the annual general meeting held in 2017 to resolve on the following: (a) to issue ordinary shares for general purposes and/or for mergers, demergers, acquisitions and other strategic transactions and alliances (or a combination thereof), up to 30% of the Company's issued share capital, plus for issuance under stock option plans up to 15% of the Company's issued and outstanding share capital (i.e. minus any treasury shares); (b) to grant rights



to subscribe for such ordinary shares; and (c) to limit or exclude the pre-emptive rights of holders of ordinary shares.

The chairman explained that this renewed authorisation shall be valid for a period of five years from the date of this EGM and shall include the authority to determine the price and further terms and conditions of any such issuance or grant. The chairman also explained that the use by the Management Board of this authority shall be subject to the approval of the Supervisory Board.

No questions were asked about this agenda item.

The chairman put the proposal to a vote. The secretary announced the following voting results: 16.850.221 votes were cast FOR this proposal, 3.913.178 votes were cast AGAINST this proposal, and 11.597 votes abstained. The chairman informed the meeting that the proposal was adopted by the required majority of votes cast.

#### **4. Amendment of the Articles of Association (voting item)**

The chairman explained agenda item 4 and proposed to the meeting to amend the articles of association of the Company.

No questions were asked about this agenda item.

The chairman put the proposal to a vote. The secretary announced the following voting results: 20.616.858 votes were cast FOR this proposal, 139.541 votes were cast AGAINST this proposal, and 18.597 votes abstained. The chairman informed the meeting that the proposal was adopted by the required majority of votes cast.

#### **5. Questions**

The chairman gave the floor to the persons present to ask questions. No questions were asked.

#### **6. Closing**

The chairman asked the attendees to sign their voting ballots, and thanked all persons present for their participation and then declared the meeting closed.