



PROQR THERAPEUTICS N.V.

NOMINATING AND CORPORATE GOVERNANCE COMMITTEE CHARTER

I. Introduction

The Nominating and Corporate Governance Committee established by the Supervisory Board (the "Nominating Committee") of **ProQR Therapeutics N.V.** (the "Company"), has been allocated certain tasks, duties and powers in connection with the selection and recommendation of nominees for appointment to the Management Board, the Supervisory Board, or committees established by the Supervisory Board (the "Committees"), as well as the development and recommendation of a set of corporate governance guidelines applicable to the Company. This Charter specifies the tasks, duties and powers of, as well as the composition of and decision-making by, the Nominating Committee.

This Charter shall be posted on the Company's website.

II. Composition

The members of the Nominating Committee shall consist of Supervisory Board members and shall be appointed by the Supervisory Board on the basis of a recommendation by the Nominating Committee, subject to the provisions below.

The number of individuals serving on the Nominating Committee shall be fixed by the Supervisory Board from time to time but shall consist of no fewer than two members. All members of the Nominating Committee shall satisfy the independence standards established pursuant to Rule 5605(a)(2) of the Market Rules of the NASDAQ Stock Market LLC (the "NASDAQ Rules"), subject to any applicable exceptions contained in those NASDAQ Rules, as well as the independence criteria under the Dutch Corporate Governance Code.

The Supervisory Board may replace or remove any member of the Nominating Committee at any time, with or without cause. Resignation, suspension or removal of a member of the Supervisory Board who is also a member of the Nominating Committee shall automatically constitute his or her resignation, suspension or removal, as applicable, from the Nominating Committee. Any vacancy on the Nominating Committee, occurring for whatever reason, may be filled only by the Supervisory Board.

The Supervisory Board shall designate one member of the Nominating Committee to serve as Chairman of the Nominating Committee.

III. Meetings and Decision-Making

The Nominating Committee shall meet as often as it determines is appropriate to carry out its responsibilities, but not less frequently than annually. These meetings may be in person or by conference telephone or other communications equipment by means of which all persons participating in the meeting can hear each other, provided that none of the members of the Nominating Committee object to this decision-making process. The Nominating Committee may pass all resolutions by simple majority of the votes

cast. In lieu of a meeting, the Nominating Committee may pass resolutions in writing, by simple majority, provided that all members of the Nominating Committee are familiar with the resolutions to be passed in this manner and that none of them objects to this decision-making process.

The Chairman of the Nominating Committee, in consultation with the other committee members, may determine the frequency and length of the committee meetings and may set meeting agendas consistent with this Charter. Meetings of the Nominating Committee shall be convened by the Chairman of the Nominating Committee, at his or her own initiative or at the request of one or more other members of the Nominating Committee, with due observance of a reasonable notice period.

The Nominating Committee shall have the authority to request that any Management Board member, Supervisory Board member, officer or employee of the Company, the Company's outside legal counsel, the Company's independent or internal auditors, or any other professional retained by the Company to render advice to the Company, attend a meeting of the Nominating Committee or meet with any members of or advisers to the Nominating Committee.

IV. Purpose and Responsibilities

The Nominating Committee's purpose and responsibilities shall be to do the following:

A. Review of Charter

- J The Nominating Committee shall review and reassess the adequacy of this Charter annually and recommend to the Supervisory Board any amendments or modifications to the Charter that the Nominating Committee deems appropriate.

B. Performance Evaluation of the Nominating Committee

- J Periodically, the Nominating Committee shall evaluate its own performance and report the results of such evaluation to the Supervisory Board.

C. Selection, Proposal and Recommendation

- J The Nominating Committee shall recommend to the Supervisory Board criteria for appointment to the Management Board or the Supervisory Board or to any of the Committees, which shall include a description of any specific, minimum qualifications that the Nominating Committee believes must be met by a Nominating Committee-recommended nominee, and a description of any specific competences, qualities and skills which the Nominating Committee believes the various members of the Management Board and the Supervisory Board and the Committees should have in order to achieve a balanced and appropriate composition of those bodies and Committees, and shall annually reassess the adequacy of such criteria and submit any proposed changes to the Supervisory Board for approval. If possible and appropriate, the Nominating Committee shall prepare a proposal for a composition profile of the Supervisory Board, taking into account the criteria referred to in the previous sentence.
- J The Nominating Committee shall establish procedures to be followed by the Supervisory Board (1) for making a (binding) nomination to the Company's general meeting of shareholders for the appointment or reappointment of a member of the Management Board or a member of the Supervisory Board, and (2) for the appointment by the Supervisory Board of the members of the Committees.

- J The Nominating Committee shall also establish a process for identifying and evaluating nominees for the Management Board or the Supervisory Board. The current process for identifying and evaluating such nominees is as follows:
1. The Nominating Committee may solicit recommendations from any or all of the following sources: the Company's Chief Executive Officer, other members of the Management Board, other officers, third-party search firms, or any other source it deems appropriate.
 2. The Nominating Committee will review and evaluate the qualifications of any such proposed candidate, and conduct inquiries it deems appropriate.
 3. The Nominating Committee will evaluate all such proposed candidates in the same manner, with no regard to the source of the initial recommendation of such proposed candidate.
 4. In identifying and evaluating proposed candidates, the Nominating Committee may consider, in addition to the minimum qualifications and other criteria for Management Board or Supervisory Board membership, as the case may be, approved by the Supervisory Board from time to time, all facts and circumstances that it deems appropriate or advisable, including, among other things, the competences and skills of the proposed candidate, his or her depth and breadth of business experience or other background characteristics, his or her independence and the needs of the Management Board or Supervisory Board, as the case may be.
 5. Proposed candidates are evaluated and, if thought fit, nominated by the Nominating Committee on the basis of the principle of "best man or woman for the job".
 6. To the extent possible and appropriate, the Nominating Committee shall take into account any applicable gender equality rules which may apply to the Company, whether on the basis of a comply-or-explain principle or otherwise.
- J The Nominating Committee shall recommend to the Supervisory Board the individuals to be proposed for appointment or reappointment as member of the Management Board or as member of the Supervisory Board at each annual general meeting of shareholders (or, if relevant, at an extraordinary general meeting of shareholders); provided that, if the Company is legally required by contract or otherwise to provide third parties with the ability to nominate individuals for appointment as a member of the Management Board or as member of the Supervisory Board, the selection, nomination and/or recommendation as described above shall be governed by such contract or other arrangement and shall not be the responsibility of the Nominating Committee.
- J When performing its tasks and duties under this Charter, the Nominating Committee shall observe the rotation schedules of the Management Board and the Supervisory Board.
- J The Nominating Committee shall consider recommendations in light of the requirement that a majority of the Supervisory Board be comprised of members who meet the independence requirements set forth in Rule 5605(a)(2) of the NASDAQ Rules and shall observe the independence criteria and requirements under the Company's internal rules and charters applicable the Supervisory Board and the Committees.
- J The Nominating Committee shall make recommendation to the Supervisory Board concerning the appointment of the members of the Committees.
- J The Nominating Committee shall supervise the policy of the Management Board on the selection criteria and appointment procedures for officers and senior management.



D. Corporate Governance Guidelines

- J The Nominating Committee shall develop and recommend to the Supervisory Board a set of corporate governance guidelines applicable to the Company that satisfy the standards set forth in Rule 5605 of the NASDAQ Rules.
- J The Nominating Committee shall review and reassess the adequacy of these corporate governance guidelines annually and shall recommend any proposed changes to the Supervisory Board for approval.

E. Evaluation of the Management Board and the Supervisory Board

- J The Nominating Committee shall periodically assess the functioning of individual members of the Management Board and the Supervisory Board, and shall report on this to the Supervisory Board.
- J The Nominating Committee shall periodically assess the size and composition of the Management Board and the Supervisory Board.

F. Matters Relating to Retention and Termination of Search Firms to Identify Candidates

- J The Nominating Committee shall exercise sole authority to retain and terminate the retention of any search firm that is to be used by the Company to assist in identifying candidates for appointment as members of the Management Board or as members of the Supervisory Board, and shall supervise the retention or the termination of the retention of any such firm that is to be used by the Company to assist in identifying candidates for appointment to senior management. The Nominating Committee shall also have sole authority to approve any such search firm's compensation, fees and other retention terms.

V. General

The Nominating Committee may establish and delegate tasks, duties and powers to one or more subcommittees consisting of one or more of its members, when the Nominating Committee deems it appropriate to do so in order to carry out its responsibilities.

The Nominating Committee shall also have the authority to engage legal, accounting or other advisers to provide it with advice and information in connection with carrying out its responsibilities and shall have sole authority to approve any such adviser's compensation, fees and other retention terms. The Company must provide for appropriate funding, as determined by the Nominating Committee, for payment of reasonable compensation or fees to any such counsel or adviser.

In carrying out its responsibilities, subject to its general fiduciary duties under applicable law, the Nominating Committee shall be entitled to rely upon advice and information that it receives in its discussions and communications with members of the Management Board or members of the Supervisory Board, officers and such experts, advisers and professionals with whom the Nominating Committee may consult.

The Nominating Committee may perform such other functions as may be requested by the Supervisory Board from time to time.

The Nominating Committee is authorized to incur such ordinary administrative expenses as are necessary or appropriate in carrying out its duties, which shall be paid by the Company.



Subject to mandatory provisions of applicable law, the Nominating Committee may deviate (temporarily) from the provisions of this Charter with the prior approval of the Supervisory Board.

Any changes to this Charter shall be resolved upon by the Supervisory Board, irrespective of whether such changes are proposed by the Nominating Committee.

ADOPTED BY THE SUPERVISORY BOARD: 28 August 2014, subject to the effectiveness of the Company's Registration Statement on Form F-1.