



**2019 ANNUAL GENERAL MEETING
OF SHAREHOLDERS
PROQR THERAPEUTICS N.V.
-
MINUTES**



Date: 21 May 2019
Location: Apollolaan 15, 1077 AB Amsterdam (Allen & Overy LLP offices)

1. Opening of the AGM and welcoming of the shareholders

Dinko Valerio, the 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 team were present:

- Daniel de Boer, Chief Executive Officer
- Chris Baas, Vice President Finance
- Paul van Dongen, General Counsel

And after that the chairman welcomed the other members of the Supervisory Board present at the meeting:

- Antoine Papiernik
- Alison Lawton
- Paul Baart
- James Shannon

And further the chairman welcomed Bart Filius, the supervisory board member to be appointed to be appointed in this meeting.

The chairman also welcomed Ingrid Buitendijk from Deloitte. Finally, the chairman noted that Sophie Roozendaal, the company's civil law notary from Allen & Overy was present as well, and appointed her 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 43,149,987 ordinary shares. According to the attendance list, 24,808,034 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.

No questions were asked about the formalities. The chairman then proceeded with the next item of the agenda.

2. Report of the Management Board for the financial year 2018 (discussion item)

The chairman introduced agenda item 2 and gave the floor to the Company's CEO **Daniel de Boer**, to highlight the Company's performance in 2018.

Daniel de Boer walked the general meeting by means of slides through the Company's progress in 2018 and this year to date. The slides are available on the Company's website.

After that **Daniel de Boer** gave the floor to Chris Baas, the Company's Vice-President Finance.

Chris Baas explained the financials for the year end at December 2018 on the basis of the balance sheet, the Profit & Loss, and the cash flow and illustrated on slides. The slides are available on the Company's website.

Chris Baas then gave the floor to the chairman.

The chairman then allowed shareholders to raise questions which were then discussed during the meeting.

The chairman noted that no questions were asked about this agenda item. The chairman then proceeded with the next item of the agenda.

3. Disclosure of remuneration in the annual accounts for the financial year 2018 (discussion item)

The chairman noted that this item concerns the report on the remuneration of the Management Board and Supervisory Board in 2018.

The relevant terms of such remuneration were shown in slides and the chairman went through these slides.

No questions were asked about this agenda item. The chairman then proceeded with the next item of the agenda.

4. Adoption of the annual accounts, including the appropriation of net result, for the financial year 2018 (voting item)

The chairman proposed to the meeting to adopt ProQR's annual accounts for the financial year 2018.

No questions were asked about this agenda item.

The chairman put the proposal to a vote and informed the meeting that the proposal was adopted.

The chairman then proceeded with the next item of the agenda.

5. Release from liability of the members of the Management Board with respect to the performance of their management during the financial year 2018 (voting item)

The chairman proposed to the meeting to grant discharge from liability of the Management Board for the performance of their duties during 2018.

No questions were asked about this agenda item.

The chairman put the proposal to a vote and informed the meeting that the proposal was adopted.

The chairman then proceeded with the next item of the agenda.

6. Release from liability of the members of the Supervisory Board with respect to the performance of their supervision during the financial year 2018 (voting item)

The chairman proposed to the meeting to grant discharge from liability of the Supervisory Board for the performance of their supervision during 2018.

No questions were asked about this agenda item.

The chairman put the proposal to a vote and informed the meeting that the proposal was adopted.

The chairman then proceeded with the next item of the agenda.

7(i) Composition Supervisory Board: Appointment of Supervisory Board member Theresa Heggie (voting item)

The chairman informed the meeting that this item of the agenda relates to the appointment of Theresa Heggie as member of the Supervisory Board for a four-year term.

No questions were asked about this agenda item.

The chairman put the proposal to a vote and informed the meeting that the proposal was adopted.

7(ii) Composition Supervisory Board: Appointment of Supervisory Board member Bart Filius (voting item)

The chairman informed the meeting that this item of the agenda relates to the appointment of Bart Filius as member of the Supervisory Board for a four-year term.

No questions were asked about this agenda item.

The chairman put the proposal to a vote and informed the meeting that the proposal was adopted.

8 Amendment compensation policy Management Board (voting item)

The chairman informed the meeting that this item of the agenda concerns the compensation policy

for the management board and informed the meeting about the proposed amendments.

No questions were asked about this agenda item.

The chairman put the proposal to a vote and informed the meeting that the proposal was adopted.

9 Amendment compensation principles Supervisory Board (voting item)

The chairman informed the meeting that this item of the agenda concerns the compensation principles for the supervisory board and informed the meeting about the proposed amendments.

No questions were asked about this agenda item.

The chairman put the proposal to a vote and informed the meeting that the proposal was adopted.

10. Appointment Deloitte Accountants B.V. as the Company's external auditor for the financial year 2020 (voting item)

The chairman proposed to the meeting to appoint Deloitte Accountants B.V. as the Company's external auditor for the financial year 2020.

No questions were asked about this agenda item.

The chairman put the proposal to a vote and informed the meeting that the proposal was adopted.

The chairman then proceeded with the next item of the agenda.

11. Authorization of the Management Board to acquire ordinary shares in the capital of the Company (voting item)

The chairman proposed to the meeting to authorize the Management Board to perform acquisitions by the Company of ordinary shares.

The chairman explained that this authorization concerns acquisitions of up to 10% of the issued share capital of the Company, plus, in case of a material reorganization of the capital structure of the Company an additional 10%. The acquisitions can take place by any means, for example through derivative products, purchases on any stock exchange, through any private purchase, or through a block trade. The price per share in case of such acquisitions must be between one US Dollar cent and an amount which is not higher than 110% of the average market price of such ordinary shares on NASDAQ. The authorization will be in effect for a period of eighteen (18) months as from today.

The chairman noted that the General Meeting has granted the same authorization in the AGM held in 2018.



No questions were asked about this agenda item.

The chairman put the proposal to a vote and informed the meeting that the proposal was adopted.

The chairman then proceeded with the next item of the agenda.

12. Questions

The chairman gave the floor to the persons present to ask questions.

The chairman then allowed shareholders to raise questions which were then discussed during the meeting.

12. Closing

The chairman thanked all persons present for their participation and then declared the meeting closed.