



**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