

PROPOSAL TO AMEND THE ARTICLES OF ASSOCIATION

of

ProQR Therapeutics N.V.

with official seat in Leiden, the Netherlands.

The proposal below contains two columns. The text of the current Articles of Association is stated in the first column. The text of the proposed new text is stated in the second column.

The text of the proposal below is an English translation of a proposal prepared in Dutch. In preparing the text below, an attempt has been made to translate as literally as possible without jeopardising the overall continuity of the text. Inevitably, however, differences may occur in translation and if they do, the Dutch text will govern by law. In this translation, Dutch legal concepts are expressed in English terms. The concepts concerned may not be identical to concepts described by the English terms as such terms may be understood under the laws of other jurisdictions.

CURRENT TEXT:*Article 25.3:*

General Meetings must be held in the place where the Company has its corporate seat or in Amsterdam, Rotterdam, Schiphol Airport (municipality Haarlemmermeer) or The Hague.

*Title Article 31:***REPORTING – FINANCIAL YEAR, ANNUAL ACCOUNTS AND ANNUAL REPORT***Article 31.2:*

Annually, within the relevant statutory period, the Management Board shall prepare the annual accounts and the annual report and deposit them at the Company's office for inspection by the shareholders.

Article 31.4:

The Company shall ensure that the annual accounts,

PROPOSED NEW TEXT:*Article 25.3:*

General Meetings must be held in the place where the Company has its corporate seat in Amsterdam, Rotterdam, Schiphol Airport (municipality Haarlemmermeer), The Hague, Oegstgeest, Leidschendam, Katwijk, Noordwijk or Wassenaar.

*Title Article 31:***REPORTING – FINANCIAL YEAR, ANNUAL ACCOUNTS AND REPORT OF THE MANAGEMENT BOARD***Article 31.2:*

Annually, within the relevant statutory period, the Management Board shall prepare the annual accounts and the report of the Management Board and deposit them at the Company's office for inspection by the shareholders.

Article 31.4:

The Company shall ensure that the annual accounts,

the annual report and the particulars to be added pursuant to Section 2:392(1) DCC shall be available at its offices as from the convening of the General Meeting at which they are to be discussed. Persons with Meeting Rights are entitled to inspect such documents at that location and to obtain a copy at no cost.

the report of the Management Board and the particulars to be added pursuant to Section 2:392(1) DCC shall be available at its offices as from the convening of the General Meeting at which they are to be discussed. Persons with Meeting Rights are entitled to inspect such documents at that location and to obtain a copy at no cost.