



PROQR THERAPEUTICS N.V.

AUDIT COMMITTEE COMPLAINT PROCEDURES

“Whistleblower’s procedure”

I. Introduction

This policy outlines the procedures that the Supervisory **Board of ProQR Therapeutics N.V.** (the “Company”) has established with respect to the receipt, treatment and retention of complaints received by the Company regarding (1) actual or suspected Misconduct (as defined in the Company's Code of Business Conduct and Ethics (the “Code of Conduct”)) that relates to, or any concerns or questions regarding, any potential violations of the Code of Conduct, any policy or procedure or applicable law, rules or regulations that involves accounting, internal accounting controls or auditing matters, including the confidential, anonymous submission by Employees or Officers (as defined in the Code of Conduct) of concerns regarding questionable accounting or auditing matters, or (2) potential violations of applicable securities laws, including the U.S. Foreign Corrupt Practices Act (the “FCPA”) and any rules and regulations thereunder (collectively, “Complaints”).

II. Procedures for Receiving Complaints

Complaints may be submitted to the Company by means of a confidential memorandum to the Chairman of the Company's Audit Committee (the “Audit Committee”) or to the Company's Compliance Officer. The Company has also set up an “Employee Reporting Line,” for an off-site Confidential and Anonymous Financial Concern Hotline account operated by an independent third party that can be used by a complaining party to submit Complaints to the Company, also anonymously. A link to this reporting line has been published on the Company's website.

When submitting a Complaint, the complaining party should identify the subject matter thereof and the practices that are alleged to have led to the Complaint being made, providing as much detail as possible.

All Employees and Officers (as defined in the Code of Conduct) will be instructed through postings and the Code of Conduct that any and all Complaints may be made anonymously and in a confidential manner in accordance with the procedures set forth above. If Employees and Officers (as defined in the Code of Conduct) do not feel comfortable submitting a Complaint in accordance with these procedures or if they feel that a previously submitted Complaint was not adequately addressed, they may contact the Chairman or any other member of the Audit Committee directly by mail. The Company will provide notice on a current basis through postings, the Code of Conduct and/or such other manner as is determined by the Audit Committee from time to time of the names, phone numbers and addresses of the designated recipients to whom Complaints may be submitted.

Any Complaint received in accordance with the procedures set forth above will be forwarded in a confidential manner to the Chairman of the Audit Committee as soon as reasonably practicable following

receipt of such Complaint. In addition, management will be informed that any Complaint received outside of these procedures should likewise be forwarded in a confidential manner to the Chairman of the Audit Committee as soon as reasonably practicable following receipt of such Complaint. The Company will not make any attempts to identify the anonymous person who makes the Complaint.

To ensure that the Complaint procedure is not inadvertently or improperly screening out Complaints that should be viewed by the Audit Committee, the Company's Compliance Officer will be charged with preparing and submitting to the Chairman of the Audit Committee prior to each regularly scheduled meeting of the Audit Committee, a table or other report detailing the time, date, nature and disposition of each complaint received by the Compliance Officer (and/or through the use of the Employee Reporting Line, if and when set up) since the date of the prior report. The table or other report will be reviewed by the Audit Committee at its next regularly-scheduled meeting.

III. Procedures for Treating Complaints

Following receipt of a Complaint, the Chairman of the Audit Committee will promptly begin to conduct an initial evaluation of the Complaint. The Chairman may delegate this authority to another member of the Audit Committee. In connection with the initial evaluation, the Chairman or his or her designee will make a determination of:

- whether the Complaint requires immediate investigation;
- whether it can be held for discussion at the next regularly-scheduled meeting of the Audit Committee or whether a special meeting of the Audit Committee should be called; or
- whether it does not relate to accounting, internal accounting controls or auditing matters or potential violations of any applicable securities laws (including the FCPA) and any rules and regulations thereunder, and should therefore be reviewed by a party other than the Audit Committee in accordance with the Code of Conduct.

In any event, each Complaint will be discussed at the next meeting of the Audit Committee. At that meeting, the Audit Committee will make a determination as to whether and how such Complaint will be investigated, or if the investigation has commenced, how to proceed with such investigation. The Audit Committee may elect among the following options or may investigate the Complaint in another manner determined by the Audit Committee:

- The Audit Committee may choose to investigate the Complaint on its own.
- The Audit Committee may select a responsible designee within the Company or its subsidiaries to investigate the Complaint. Under no circumstances should a member of the division of the Company or its subsidiaries that is the source of the Complaint be charged with its investigation. If the Complaint was not made on an anonymous basis, the Audit Committee will determine whether it is appropriate to provide the designee with the identity of the complaining party.
- The Audit Committee may retain an outside party (other than the Company's independent auditor) to investigate the Complaint and assist in the Complaint's evaluation.
- The Audit Committee may retain outside counsel to initiate an investigation and work either with internal parties or an outside financial/forensic auditing company to assist in such investigation.

The investigating party designated by the Audit Committee will be permitted reasonable access to the Company, its subsidiaries and their respective documents and computer systems for purposes of conducting the investigation. At the conclusion of its investigation, the investigating party will be responsible for making a full report to the Audit Committee with respect to the Complaint and, if requested by the Audit Committee, to make recommendations for corrective actions, if any, to be taken by the Company.

The Audit Committee will consider, if applicable, the recommendations of the investigating party and determine whether any corrective actions should be taken. The Audit Committee will report to the Supervisory Board not later than its next regularly-scheduled meeting with respect to the Complaint for which such investigation has been completed and, if applicable, any recommended corrective actions. In the event that the Complaint involves any member of the Supervisory Board or the Management Board (whether in his or her role as such or otherwise), the Audit Committee will make its report to the Supervisory Board without the presence of the member of the Supervisory Board or the Management Board involved in such Complaint.

IV. Procedures for Retaining Records Regarding Complaints

The Audit Committee will seek to ensure that all Complaints received by the Audit Committee, together with all documents pertaining to the Audit Committee's or its designee's investigation and treatment of any such Complaint, are retained in a secure location. If a Complaint becomes the subject of a criminal investigation or civil litigation, all documents related to that Complaint will be retained until such investigation or litigation is resolved, including all appeals. The Audit Committee may delegate this record retention obligation to an independent advisor or entity or the Company's Compliance Officer.

V. Protection for Whistleblowers

At no time will there be any retaliation by the Company or at its direction against any person for making a reasonable Complaint, in good faith, pursuant to the procedures described herein and in the Code of Conduct.

VI. Disciplinary Action

Nothing in these procedures shall limit the Company or the Supervisory Board or a committee or designee thereof in taking such disciplinary or other action under the Code of Conduct or other applicable policies of the Company as may be appropriate with respect to any matter that is the subject of a Complaint.

VII. Periodic Review of Procedures

The Audit Committee will review the procedures outlined above and consider changes to such procedures periodically. Any such changes require the approval of the Supervisory Board.

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

Contact information

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Chairman audit committee: Bart Filius, auditcommittee@proqr.com