



**2021 ANNUAL GENERAL MEETING
OF SHAREHOLDERS
PROQR THERAPEUTICS N.V.
-
MINUTES**

Date: 19 May 2021
Via: Video conference

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
- Smital Shah, Chief Business and Financial Officer

The chairman subsequently welcomed the following other members of the Supervisory Board present at the meeting:

- Antoine Papiernik
- Alison Lawton
- James Shannon
- Bart Filius
- Theresa Heggie

The chairman also welcomed Louise Zwama and Tom Bourgonje from Deloitte, the auditor for the 2020 financial year. The chairman also noted that Frederik Croiset van Uchelen and Emmy van Diepen from KPMG, the Company's auditor for the 2021 financial year, were present.

Finally, the chairman informed the meeting that Sophie Roozendaal, the company's civil law notary from Allen & Overy, was present and that she will act 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, which was organized as a virtual meeting only, 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 67,006,068 ordinary shares. According to the attendance list, 42,753,760 ordinary shares were present or represented at this meeting. The chairman informed the meeting that the votes casted by way of the proxies granted by the shareholders have been shared with the secretary and Ian Logan, VP, Head of Legal of ProQR, prior to the start of this meeting to enable them to inform the meeting on the outcome of the voting and the voting results.

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

2. Report of the Management Board for the financial year 2020 (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 2020.

Daniel de Boer walked the general meeting by means of slides through the Company's progress in 2020 and this year to date.

After that **Daniel de Boer** gave the floor to **Smital Shah**, the Company's CBO and CFO.

Smital Shah explained the financial highlights for the financial year 2020.

Smital Shah then gave the floor to the chairman.

The chairman gave the floor to **Louise Zwama** from Deloitte. **Louise Zwama** explained the audit process related to the annual report 2020 of ProQR.

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

3. Disclosure of remuneration in the annual accounts for the financial year 2020 (discussion item)

The chairman noted that this item concerns the report on the remuneration of the Management Board and Supervisory Board in 2020.

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

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

4. Adoption of the annual accounts, including the appropriation of net result, for the financial year 2020 (voting item)

The chairman proposed to the meeting to adopt ProQR's annual accounts for the financial year 2020.

No questions were asked in advance of the meeting about this agenda item.

The chairman asked the secretary to announce the voting results 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 2020 (voting item)

The chairman proposed to the meeting to grant discharge from liability of the Management Board for the performance of their duties during 2020.

No questions were asked in advance of the meeting about this agenda item.

The chairman asked the secretary to announce the voting results 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 2020 (voting item)

The chairman proposed to the meeting to grant discharge from liability of the Supervisory Board for the performance of their supervision during 2020.

No questions were asked in advance of the meeting about this agenda item.

The chairman asked the secretary to announce the voting results and informed the meeting that the proposal was adopted.

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

7. Re-appointment of Supervisory Board member Antoine Papiernik (voting item)

The chairman explained to the meeting that this item of the agenda relates to the re-appointment of Antoine Papiernik as member of the Supervisory Board for a four-year term.

No questions were asked in advance of the meeting about this agenda item.

The chairman asked the secretary to announce the voting results and informed the meeting that the proposal was adopted.

The chairman then proceeded with the next item of the agenda

8. Appointment KPMG as the Company's external auditor for the financial year 2022 (voting item)

The chairman informed the meeting that this item of the agenda relates to the appointment of KPMG Accountants N.V. as the Company's external auditor for the financial year 2022.

No questions were asked in advance of the meeting about this agenda item.

The chairman asked the secretary to announce the voting results and informed the meeting that the proposal was adopted.

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

9. First amendment of the Articles of Association of the Company (voting item)

The chairman informed the meeting that this item of the agenda concerns the amendment of the Company's articles of association in order to combine the existing compensation committee and nominating and corporate governance committee into one committee, to be named the

compensation, nominating and corporate governance committee. In addition, the Supervisory Board wishes to establish a new research and development committee.

No questions were asked in advance of the meeting about this agenda item.

The chairman asked the secretary to announce the voting results and informed the meeting that the proposal was adopted.

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

10. **Second amendment of the Articles of Association of the Company (voting item)**

The chairman informed the meeting that this item of the agenda concerns the amendment of the Company's articles of association in order to increase the authorized share capital for ordinary shares to a maximum of 170,000,000 ordinary shares.

No questions were asked in advance of the meeting about this agenda item.

The chairman asked the secretary to announce the voting results and informed the meeting that the proposal was adopted.

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

11. **Amendment of the Compensation Principles for the 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 amendment.

No questions were asked in advance of the meeting about this agenda item.

The chairman asked the secretary to announce the voting results and informed the meeting that the proposal was adopted.

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

12. **Authorization of the Management Board to issue ordinary shares (voting item)**

The chairman proposed to the meeting to authorize the Management Board to issue ordinary shares in the capital of the Company.

The chairman explained that the proposed authorization is similar to that generally afforded in the U.S. to the boards of directors of public companies organized under the laws of the U.S. The chairman noted that the General Meeting has granted a similar authorization in the AGM held in 2020.

For a description of the authorization in detail, the chairman referred to the explanatory notes for the meeting. The chairman explained that, in short, it is an authorization:

(a) to issue up to 100% of the authorized share capital for general purposes, and up to 15% of the

issued share capital for the Company's equity incentive or stock option plans, subject to the approval of the Supervisory Board;

(b) to grant rights to subscribe for ordinary shares as described under (a); and

(c) to limit or exclude the pre-emptive rights of holders of ordinary shares, which delegation shall include the authority to determine the price and further terms and conditions of any such share issuance or grant.

No questions were asked in advance of the meeting about this agenda item.

The chairman asked the secretary to announce the voting results and informed the meeting that the proposal was adopted.

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

13. 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 acquire ordinary shares in the capital of the Company.

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 2020.

No questions were asked in advance of the meeting about this agenda item.

The chairman asked the secretary to announce the voting results and informed the meeting that the proposal was adopted.

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

14. Closing

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