



PROQR THERAPEUTICS N.V.

RESEARCH & DEVELOPMENT COMMITTEE CHARTER

I. Introduction

The Research & Development Committee established by the Supervisory Board (the "R&D Committee") of **ProQR Therapeutics N.V.** (the "Company"), has been allocated certain tasks, duties and powers in connection with the Company's product pipeline and research and development strategy. This Charter specifies the tasks, duties and powers of, as well as the composition of and decision-making by, the R&D Committee.

This Charter shall be posted on the Company's website.

II. Composition

The members of the R&D Committee shall consist of Supervisory Board members and shall be appointed by the Supervisory Board on the basis of a recommendation by the Compensation Nomination and Corporate Governance Committee, subject to the provisions below.

The number of individuals serving on the R&D Committee shall be fixed by the Supervisory Board from time to time but shall consist of no fewer than two members. More than half of the members of the R&D Committee shall satisfy the independence standards established pursuant to Rule 5605(a)(2) of the Market Rules of the NASDAQ Stock Market LLC (the "NASDAQ Rules"), subject to any applicable exceptions contained in those NASDAQ Rules as well as the independence criteria under the Dutch Corporate Governance Code.

The Supervisory Board may replace or remove any member of the R&D Committee at any time, with or without cause. Resignation, suspension or removal of a member of the Supervisory Board who is also a member of the R&D Committee shall automatically constitute his or her resignation, suspension or removal, as applicable, from the R&D Committee. Any vacancy on the R&D Committee, occurring for whatever reason, may be filled only by the Supervisory Board.

The Supervisory Board shall designate one member of the R&D Committee to serve as Chairman of the R&D Committee.

III. Meetings and Decision-Making

The R&D Committee shall meet as often as it determines is appropriate to carry out its responsibilities, but not less frequently than annually. These meetings may be in person or by conference telephone or other communications equipment by means of which all persons participating in the meeting can hear each other, provided that none of the members of the R&D Committee object to this decision-making process. The R&D Committee may pass all resolutions by simple majority of the votes cast. In lieu of a meeting, the R&D Committee may pass resolutions in writing, by simple majority, provided that all members of the R&D Committee are familiar with the resolutions to be passed in this manner and that none of them objects to this decision-making process.

The Chairman of the R&D Committee, in consultation with the other committee members, may determine the frequency and length of the committee meetings and the meetings of the Company's Scientific

Advisory Board and may set meeting agendas consistent with this Charter. Meetings of the R&D Committee shall be convened by the Chairman of the R&D Committee, at his or her own initiative or at the request of one or more other members of the R&D Committee, with due observance of a reasonable notice period.

The R&D Committee shall have the authority to request that any Management Board member, Supervisory Board member, officer or employee of the Company, the Company's outside legal counsel, the Company's independent or internal auditors, or any other professional retained by the Company to render advice to the Company, attend a meeting of the R&D Committee or meet with any members of or advisers to the R&D Committee of the Company's Scientific Advisory Board.

IV. Purpose and Responsibilities

The R&D Committee's purpose and responsibilities shall be to do the following:

- Review the Company's research and development strategy, including the long term strategy goals and objectives;
- Review and assess quality of the research and development programs;
- Review the progress of the product pipeline, including a review and analysis of the progress and results of pre-clinical studies and clinical trials;
- Review and advise the Management Board about strategic opportunities to enhance innovation and development;
- Review and assess scientific activities critical to the success of the Company's research and development strategy;
- Organize and chair meetings with the Company's Scientific Advisory Board for supporting its review and assessment the Company's research and development strategy.

V. General

The R&D Committee may establish and delegate tasks, duties and powers to one or more subcommittees consisting of one or more of its members, when the R&D Committee deems it appropriate to do so in order to carry out its responsibilities.

In carrying out its responsibilities, subject to its general fiduciary duties under applicable law, the R&D Committee shall be entitled to rely upon advice and information that it receives in its discussions and communications with members of the Management Board or members of the Supervisory Board, officers and such experts, advisers and professionals with whom the R&D Committee may consult.

The R&D Committee may perform such other functions as may be requested by the Supervisory Board from time to time.

The R&D Committee is authorized to incur such ordinary administrative expenses as are necessary or appropriate in carrying out its duties, which shall be paid by the Company.

Subject to mandatory provisions of applicable law, the R&D Committee may deviate (temporarily) from the provisions of this Charter with the prior approval of the Supervisory Board.



Any changes to this Charter shall be resolved upon by the Supervisory Board, irrespective of whether such changes are proposed by the R&D Committee.

ADOPTED BY THE SUPERVISORY BOARD: November 18, 2020.