



# **2023 ANNUAL GENERAL MEETING OF SHAREHOLDERS PROQR THERAPEUTICS N.V.**

*Minutes*



Date: 17 May 2023

Location: Offices of Allen & Overy LLP, Apollolaan 15, 1077 AB Amsterdam

## **1. Opening of the AGM and welcoming of the shareholders**

Dinko Valerio, the chairman of the Supervisory Board of ProQR, acted as chairman of the General Meeting.

Furthermore, Daniel de Boer, ProQR's CEO, was present as well as Pieter Erik de Ridders, VP Legal. Also present was Sophie Roozendaal, the company's civil law notary from Allen & Overy, who acted as secretary of the meeting. No shareholders attended the meeting in person.

The total number of shares outstanding as per the record date amounted to 70,752,685 ordinary shares. According to the attendance list, 38,593,722 ordinary shares were present or represented at this meeting.

## **2. Report of the Management Board for the financial year 2022 (discussion item)**

This agenda item concerns presentation of the Company's performance in 2022.

No questions were asked about this agenda item.

## **3. Adoption of the annual accounts for the financial year 2022 (voting item)**

This agenda item concerns the adoption of ProQR's annual accounts for the financial year 2022.

No questions were asked about this agenda item.

*The required majority voted in favor of this agenda item.*

## **4. Release from liability of the members of the Management Board with respect to the performance of their management during the financial year 2022 (voting item)**

This agenda item concerns the granting of release from liability of the Management Board for the performance of their duties during 2022.

No questions were asked about this agenda item.

*The required majority voted in favor of this agenda item.*

## **5. Release from liability of the members of the Supervisory Board with respect to the performance of their supervision during the financial year 2022 (voting item)**

This agenda item concerns the granting of release from liability of the Supervisory Board for the performance of their supervision during 2022.

No questions were asked about this agenda item.

*The required majority voted in favor of this agenda item.*

## **6. Re-appointment of Bart Filius as Supervisory Board member (voting item)**

This agenda item concerns the re-appointment of Bart Filius as Supervisory Board member.

*No questions were asked about this agenda item.*

The required majority voted in favor of this agenda item.

## **7. Appointment of Theresa Heggie as Supervisory Board member (voting item)**

This agenda item concerns the appointment of Theresa Heggie as Supervisory Board member.

No questions were asked about this agenda item.

*The required majority voted in favor of this agenda item.*

## **8. Appointment of Begoña Carreño as Supervisory Board member (voting item)**

This agenda item concerns the appointment of Begoña Carreño as Supervisory Board member.

No questions were asked about this agenda item.

*The required majority voted in favor of this agenda item.*

## **9. Appointment KPMG Accountants N.V. as the Company's external auditor for the financial year 2024 (voting item)**

This agenda item concerns the appointment of KPMG Accountants N.V. as the Company's external auditor for the financial year 2024.

No questions were asked about this agenda item.

*The required majority has voted in favor of this agenda item.*

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

This agenda item concerns the authorization of the Management Board to issue ordinary shares in the capital of the Company as explained in the explanatory notes.

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 General Meeting has granted a similar authorization in the annual general meeting held in 2022.

No questions were asked about this agenda item.

*The required majority voted in favor of this agenda item.*

## **11. Authorization of the Management Board to acquire ordinary shares in the capital of the Company (voting item)**

This agenda item concerns the authorization of the Management Board to issue ordinary shares in the capital of the Company as explained in the explanatory notes.

The General Meeting has granted the same authorization in the annual general meeting held in 2022.

No questions were asked about this agenda item.

*The required majority voted in favor of this agenda item.*

## **12. Closing**

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