



**PROQR THERAPEUTICS N.V.**

# **2024 ANNUAL GENERAL MEETING OF SHAREHOLDERS PROQR THERAPEUTICS N.V.**

*Minutes*



Date: 22 May 2024  
Location: Offices of A&O Shearman, 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.

The chairman noted that on behalf of ProQR, the following members of the Management Team were present:

- Daniel de Boer, Chief Executive Officer;
- René Beukema, Chief Corporate Development Officer and General Counsel;
- Jurriaan Dekkers, Chief Financial Officer

And then continued to inform the meeting that the following members of the Supervisory Board were present:

- Alison Lawton;
- James Shannon;
- Begoña Carreño; and
- Theresa Heggie.

The chairman then noted that Bas Geerling from KPMG was also present.

Lastly, the chairman informed the meeting that Sophie Roozendaal, civil law notary, from A&O Shearman was also present, who acted as secretary of the meeting.

Subsequently the chairman made some personal remarks about (i) important progress made in advancing the development of ProQR's proprietary Axiomer® RNA editing technology platform, (ii) end of his tenure as chairman of the Supervisory Board, and (iii) the transition to a one tier board system.

The chairman then continued to walk through the formal and procedural points of the meeting and in that respect noted that the meeting 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 and the number of shares represented at this meeting. The chairman explained that each share entitles the holder to one vote and that all resolutions on this meeting may be passed by an absolute majority of the votes cast. The chairman informed the meeting that the votes casted by way of the proxies granted by the shareholders have been shared by Pieter Erik de Ridders, VP Legal of ProQR, with the secretary and himself prior to the start of this meeting to enable them to inform the meeting on the outcome of the voting and the voting results.

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

## 2. Report of the Management Board for the financial year 2023 (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 2023.

**Daniel de Boer** walked the general meeting by means of slides through the Company's progress in 2023. The slides are available on the Company's website.

After that **Daniel de Boer** gave the floor to **Jurriaan Dekkers**, the Company's CFO.

**Jurriaan Dekkers** gave a summary of the Company's financial performance with an illustration on slides.

**Jurriaan Dekkers** then gave the floor to the chairman.

The chairman gave the floor to **Bas Geerling** from KPMG. **Bas Geerling** explained the audit process related to the annual report 2023 of ProQR and discussed the unqualified auditor's report issued by KPMG.

Any questions raised by shareholders were addressed adequately.

The chairman proceeded with the next item of the agenda.

## 3. Adoption of the annual accounts for the financial year 2023 (voting item)

The chairman proposed to the meeting to adopt ProQR's annual accounts for the financial year 2023.

No questions were asked 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.

## **4. Release from liability of the members of the Management Board with respect to the performance of their management during the financial year 2023 (voting item)**

The chairman proposed to the meeting to grant discharge from liability of the Management Board for the performance of their duties during 2023.

No questions were asked 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 Supervisory Board with respect to the performance of their supervision during the financial year 2023 (voting item)**

The chairman proposed to the meeting to grant discharge from liability of the Supervisory Board for the performance of their supervision during 2023.

No questions were asked 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. Appointment of Gerard Platenburg as Management Board member (voting item)**

The chairman informed the meeting that this item of the agenda relates to the appointment of Gerard Platenburg as Management Board member.

No questions were asked 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. Appointment of Martin Maier as Supervisory Board member (voting item)

The chairman informed the meeting that this item of the agenda relates to the appointment of Martin Maier as Supervisory Board member.

No questions were asked 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. Re-appointment of Dinko Valerio as Supervisory Board member (voting item)

The chairman introduced agenda item 8 and gave the floor to **James Shannon**, another member of the Supervisory Board.

**James Shannon** informed the meeting that this item of the agenda relates to the re-appointment of Dinko Valerio as member of the Supervisory Board for a two-year term.

No questions were asked about this agenda item.

**James Shannon** 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. Re-appointment of James Shannon as Supervisory Board member (voting item)

The chairman informed the meeting that this item of the agenda relates to the re-appointment of James Shannon as member of the Supervisory Board for a two-year term.

No questions were asked 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. Appointment KPMG Accountants N.V. as the Company's external auditor for the financial year 2025 (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 2025.

No questions were asked 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. 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.

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.

No questions were asked 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 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 the scope of the authorization as explained in the explanatory notes and further noted that the General Meeting has granted the same authorization in the AGM held in 2023.

No questions were asked 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.

The required majority voted in favor of this agenda item.

### **13. Change of the board structure (voting item)**

The chairman proposed to the meeting to approve the transition from a two-tier board system to a one-tier board system, and the amendment of the Company's articles of association, as explained in more detail in our explanatory notes for this General Meeting.

No questions were asked 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.