



## PROQR THERAPEUTICS N.V.

# BOARD PROFILE

## 1. Introduction

### Article 1

- 1.1 This profile sets out the general principles applicable to the size, composition and independence of the Board.
- 1.2 This profile shall be posted on the Website.

## 2. Definitions and interpretation

### Article 2

- 2.1 Unless otherwise defined in these rules, capitalised terms shall have the meanings ascribed to them in the Board Rules.
- 2.2 Without prejudice to Article 2.1, in these rules the following definitions shall apply:

<b>Article</b>	An article of this profile.
<b>Board</b>	The board of directors of ProQR Therapeutics N.V.
<b>Board Rules</b>	The internal rules of the Board, as in effect from time to time and as published on the Website.
<b>Shareholder Affiliate</b>	A Non-Executive Director who (himself or through any of their Family Members):
	a. holds 10% or more of the Company's issued share capital, individually or together with other shareholders on the basis of an express or tacit, verbal or written agreement; or
	b. is a managing director, supervisory director, executive director, non-executive director or other representative of a shareholder which (i) holds 10% or more of the Company's issued share capital and (ii) is not a group company of the Company.

- 2.3 Terms that are defined in the singular have a corresponding meaning in the plural.

## 3. Composition

### Article 3

- 3.1 The Board comprises up to seven Non-Executive Directors.
- 3.2 In order to ensure that the Board is properly composed, nominations for the appointment of a Non-Executive Director shall be made taking into account the general principles described below in this Article 3.
- 3.3 Each Non-Executive Director should be capable of assessing the broad outline of the Company's overall management and strategy. In addition, the Board shall be composed of individuals who are knowledgeable and have relevant experience and expertise in one or more of the following areas:
- a. the industry in which the Company operates;
  - b. general management;
  - c. finance, administration and accounting;
  - d. strategy;
  - e. manufacturing and production;
  - f. marketing and sales;
  - g. drug development and commercialisation
  - h. Business Development
  - i. innovation, research and development;
  - j. regulatory affairs, pharmacovigilance and drug safety;
  - k. human resources, personnel and organisation;
  - l. data and information technology, including Machine Learning and Artificial intelligence ; and/or
  - m. legal, risk management and intellectual property.
- 3.4 Each Non-Executive Director shall be expected to have the following competences and qualities:
- a. integrity;
  - b. the ability to think and act critically and independently;
  - c. the ability to promote and protect the interests of the Company, its business and its stakeholders;
  - d. awareness of international trends in society, economy and politics;
  - e. a track record of proven success;
  - f. analytical, critical and solution-oriented;
  - g. having sufficient time at their disposal to perform their duties properly;
  - h. willingness to follow induction and training programmes and to be periodically evaluated;
  - i. ambition for continuous improvement; and
  - j. willingness to be appointed as a member of one or more Committees.
- 3.5 The Board shall consider relevant independence recommendations and requirements of Nasdaq and SEC rules and the Dutch Corporate Governance Code in connection with the composition of the Board.

## 4. Amendments and deviations

### Article 4

Pursuant to a resolution to that effect, the Board may amend or supplement this profile and allow temporary deviations from this profile, subject to ongoing compliance with applicable law and stock exchange requirements.

## 5. Governing law and jurisdiction

### Article 5

This profile shall be governed by and shall be construed in accordance with the laws of the Netherlands. Any dispute arising in connection with this profile shall be submitted to the exclusive jurisdiction of the competent court in Amsterdam, the Netherlands.