
**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

FORM 6-K

**Report of Foreign Private Issuer
Pursuant to Rule 13a-16 or 15d-16 of
the Securities Exchange Act of 1934**

For the month of April 2021

Commission File Number: 001-36622

PROQR THERAPEUTICS N.V.

**Zernikedreef 9
2333 CK Leiden
The Netherlands
Tel: +31 88 166 7000**

(Address, Including Zip Code, and Telephone Number,
Including Area Code, of Registrant's Principal Executive Offices)

Indicate by check mark whether the registrant files or will file annual reports under cover of Form 20-F or Form 40-F.

Form 20-F Form 40-F

Indicate by check mark if the registrant is submitting the Form 6-K in paper as permitted by Regulation S-T Rule 101(b)(1):

Indicate by check mark if the registrant is submitting the Form 6-K in paper as permitted by Regulation S-T Rule 101(b)(7):

On April 20, 2021, ProQR Therapeutics N.V. issued a press release announcing its 2021 annual general meeting of shareholders, which will be held virtually via videoconference, and made available to its shareholders certain other materials in connection with such meeting.

Such materials are attached as exhibits to this Report of Foreign Private Issuer on Form 6-K and are incorporated by reference herein.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

PROQR THERAPEUTICS N.V.

Date: April 20, 2021

By: /s/ Smital Shah
Smital Shah
Chief Financial Officer

INDEX TO EXHIBITS

<u>Number</u>	<u>Description</u>
<u>99.1</u>	<u>Press Release of ProQR Therapeutics N.V. dated April 20, 2021.</u>
<u>99.2</u>	<u>Notice of the 2021 Annual General Meeting of Shareholders</u>
<u>99.3</u>	<u>Explanatory Notes to the Agenda of the 2021 Annual General Meeting of Shareholders</u>
<u>99.4</u>	<u>Proxy Form</u>

ProQR Announces Annual Meeting of Shareholders

LEIDEN, Netherlands & CAMBRIDGE, Mass., April 20, 2021 -- ProQR Therapeutics N.V. (Nasdaq: PRQR) (the “Company”), a company dedicated to changing lives through the creation of transformative RNA therapies for inherited retinal diseases (IRDs), today announced the Annual General Meeting of Shareholders will take place on Wednesday, May 19, 2021 at 16:00 CET (10:00am EDT) via videoconference.

All relevant documents and information for the meeting, including the notice and agenda, are or will be made available in the “Investors & Media” section of ProQR’s website (www.proqr.com) under “Financial Information”. The documents will also be made available on the SEC’s website at www.sec.gov. Shareholders that wish to attend the videoconference should register as described in the notice and agenda, after which they will receive login details for the videoconference.

About ProQR

ProQR Therapeutics is dedicated to changing lives through the creation of transformative RNA therapies for the treatment of severe genetic rare diseases such as Leber congenital amaurosis 10, Usher syndrome and retinitis pigmentosa. Based on our unique proprietary RNA repair platform technologies we are growing our pipeline with patients and loved ones in mind.

Learn more about ProQR at www.proqr.com.

ProQR Therapeutics N.V.**Investor Contact:**

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2021 ANNUAL GENERAL MEETING OF SHAREHOLDERS PROQR THERAPEUTICS N.V. – NOTICE AND AGENDA



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

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NOTICE AND AGENDA

PROQR THERAPEUTICS | ZERNIKEDREEF 9 | 2333 CK LEIDEN | THE NETHERLANDS | +31 88 166 7000 | WWW.PROQR.COM



2021 ANNUAL GENERAL MEETING OF SHAREHOLDERS OF PROQR THERAPEUTICS N.V. – NOTICE AND AGENDA

Notice for the AGM

The 2021 annual general meeting of shareholders of ProQR Therapeutics N.V. (the "**Company**") will take place on Wednesday, May 19, 2021, at 16:00 hours CET (the "**AGM**"). The AGM will formally be held at the offices of the Company (Zernikedreef 9, 2333 CK Leiden, The Netherlands), but due to the COVID-19 pandemic, shareholders can only participate virtually, all in accordance with the Temporary Act COVID-19 Justice and Safety.

Agenda for the AGM

The agenda for the AGM, as proposed by the Company's Management Board (the "**Management Board**") and the Company's Supervisory Board (the "**Supervisory Board**"), is as follows:

1. Opening of the AGM
2. Report of the Management Board for the financial year 2020 (discussion item)
3. Disclosure of remuneration in the annual accounts for the financial year 2020 (discussion item)
4. Adoption of the annual accounts, including the appropriation of net result, for the financial year 2020 (*voting item*)
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*)
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*)
7. Re-appointment of Supervisory Board member Antoine Papiernik (*voting item*)
8. Appointment of KPMG Accountants N.V. as the Company's external auditor for the financial year 2022 (*voting item*)
9. First amendment of the Articles of Association of the Company (*voting item*)
10. Second amendment of the Articles of Association of the Company (*voting item*)
11. Amendment of the Compensation Principles for the Supervisory Board (*voting item*)
12. Authorization of the Management Board to issue ordinary shares (*voting item*)
13. Authorization of the Management Board to acquire ordinary shares in the capital of the Company (*voting item*)
14. Closing of the AGM

Availability of AGM Materials

Copies of (i) this notice including the agenda for the AGM, (ii) the explanatory notes to the agenda for the AGM, (iii) the annual report of the Company, which includes the annual accounts for the financial year 2020, the report of the Management Board and Supervisory Board for the financial year 2020, and related information as required by law, (iv) the proposed compensation principles for the Supervisory Board, (v) the proposed deeds of amendment of the articles of association of the Company, and (vi) a template of the proxy form for Registered Shareholders (as defined below) (collectively, the "**AGM Materials**") are available on the Company's website (www.proqr.com) (the "**Website**") and can be obtained free of charge at the office of the Company (Zernikedreef 9, 2333 CK Leiden). The relevant AGM Materials will also be furnished to the U.S. Securities and Exchange Commission (the "**SEC**") under cover of a Form 6-K and will be available on the SEC's website (www.sec.gov). The Company will ensure that the relevant AGM Materials are also disseminated and/or made available for inspection, as appropriate, to the shareholders.



2021 ANNUAL GENERAL MEETING OF SHAREHOLDERS OF PROQR THERAPEUTICS N.V. – NOTICE AND AGENDA

Attendance and voting

Only shareholders as of the close of business on April 21, 2021 (the "**Record Date**") are entitled to attend and/or and vote at the AGM. Each share outstanding on the Record Date is entitled to one vote on each voting item.

In view of the COVID-19 pandemic, the Company is taking special measures in relation to the AGM to avoid further spread and unnecessary infections as much as possible. Hence, the meeting is now organized as virtual meeting only, and shareholders may attend the AGM online through videoconference. Shareholders that wish to attend the videoconference should register for attendance as described below, after which they will receive login details for the videoconference.

Questions that a shareholder would like to see addressed at the AGM may be submitted at least seventy-two (72) hours in advance of the meeting, via e-mail to legal@proqr.com, along with evidence of shareholding as provided by the bank or broker involved (except for Registered Shareholders). It will not be possible to vote during the meeting, so all shareholders who wish to vote on any of the voting items on the agenda should follow the procedure for proxy voting as set out below. In case of questions about any of the foregoing, please contact the Company's legal department via legal@proqr.com.

The procedure for voting and attendance depends on the way you hold your shares in the Company:

Beneficial Owners: persons who hold their ordinary shares in the capital of the Company through a bank, broker or other nominee (through Cede & Co., as nominee for the Depository Trust Company) are regarded as "**Beneficial Owners**". This applies to the majority of ProQR's shareholders.

- **Proxy voting:** Beneficial Owners who wish to vote by proxy should follow the instructions and use the voting instrument provided by the bank, financial institution, account holder or other financial intermediary through which they hold their beneficial ownership of shares. Beneficial Owners who have any questions in respect of the above procedure are recommended to contact their bank or broker for further information.
- **Attendance:** Beneficial Owners who wish to attend the videoconference must have their financial intermediary or their agent with whom the shares are on deposit issue a written statement to them which confirms their position at the Record Date. These Beneficial Owners must (i) notify the Company of their intention to attend by submitting their name and number of shares beneficially owned through the Company's e-mail address legal@proqr.com no later than on May 12, 2021 and (ii) submit with their registration a statement confirming their shareholding at the Record Date, as received from their financial intermediary.

Registered Shareholders: shareholders who are not holding their shares through a bank, broker or other nominee and are registered directly with the Company's transfer agent, American Stock Transfer & Trust Company, LLC, are regarded as "**Registered Shareholders**".

- **Proxy voting:** Registered Shareholders who wish to vote by proxy may do so by using the template proxy form that has been made available on the Website as part of the AGM Materials.
- **Attendance:** Registered Shareholders who wish to attend the videoconference must notify the Company by submitting their name and number of registered shares through the Company's e-mail address legal@proqr.com no later than on May 12, 2021.

The Management Board and the Supervisory Board
April 20, 2021



2021 ANNUAL GENERAL MEETING OF SHAREHOLDERS OF PROQR THERAPEUTICS N.V. – EXPLANATORY NOTES



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

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**EXPLANATORY NOTES TO
THE AGENDA**

PROQR THERAPEUTICS | ZERNIKEDREEF 9 | 2333 CK LEIDEN | THE NETHERLANDS | +31 88 166 7000 | WWW.PROQR.COM



2021 ANNUAL GENERAL MEETING OF SHAREHOLDERS OF PROQR THERAPEUTICS N.V. – EXPLANATORY NOTES

Explanatory notes to the agenda for the 2021 annual general meeting of shareholders of ProQR Therapeutics N.V. (the "**Company**") taking place on Wednesday, May 19, 2021, at 16:00 hours CET, via videoconference (the "**AGM**" or "**General Meeting**").

Agenda item 2: Report of the Management Board for the financial year 2020 (discussion item)

The management board of the Company (the "**Management Board**") must prepare a report that gives a true and fair view of the position on the balance sheet date of the Annual Accounts (as defined in the explanatory notes to agenda item 4 below), the developments during the financial year and the results of the Company and its group companies of which the financial information has been included in the Annual Accounts. The report of the Management Board for 2020 was included in the Annual Accounts and will be discussed at the AGM.

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

Discussion of the statements made in the remuneration report as included in the Annual Accounts (as defined under the explanatory notes to agenda item 4 below), regarding the remuneration of the members of the Management Board and the supervisory board of the Company (the "**Supervisory Board**"), is a separate item on the agenda for the AGM. For purposes of such discussion, reference is made to the relevant paragraphs of the remuneration report included in the Annual Accounts (as defined under the explanatory notes to agenda item 4 below).

Agenda item 4: Adoption of the annual accounts for the financial year 2020 (*voting item*)

The Management Board must prepare annual accounts, consisting of a balance sheet and a profit and loss account with respect to the preceding financial year, as well as consolidated accounts and explanatory notes thereto. The Management Board has drawn up such annual accounts for the financial year 2020 (the "**Annual Accounts**"), which Annual Accounts were signed by all members of the Management Board and by all members of the Supervisory Board. The Annual Accounts also reflect the appropriation of the net result for the financial year 2020. A copy of the Annual Accounts is available at the website of the Company (www.proqr.com).

It is proposed to the General Meeting to adopt the Annual Accounts.

Agenda item 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*)

It is proposed to the General Meeting to release the members of the Management Board from liability with respect to the performance of their duties during the financial year 2020 as appears from the Annual Accounts or otherwise disclosed prior to adoption of the Annual Accounts.



2021 ANNUAL GENERAL MEETING OF SHAREHOLDERS OF PROQR THERAPEUTICS N.V. – EXPLANATORY NOTES

Agenda item 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*)

It is proposed to the General Meeting to release the members of the Supervisory Board from liability with respect to the performance of their supervision during the financial year 2020 as appears from the Annual Accounts or otherwise disclosed prior to adoption of the Annual Accounts.

Agenda item 7: Re-appointment of Supervisory Board member Antoine Papiernik (*voting item*)

It is proposed on the basis of the nomination by the Supervisory Board, within the meaning of article 20.4 of the articles of association of the Company, to reappoint Mr. Antoine Benjamin Papiernik as a member of the Supervisory Board, with effect from the date of this General Meeting for a term of four years until the close of the annual general meeting of shareholders in 2025.

Antoine Papiernik (age: 54) has served on our Supervisory Board since January 2014. Mr. Papiernik is chairman and managing partner at Sofinnova Partners, which he joined in 1997. He has been an initial investor and active board member in public companies like Actelion, Shockwave Medical, NovusPharma (sold to CTI), Movetis (sold to Shire), Mainstay, Pixium Vision and Stentys, which went public respectively on the Zürich stock exchange, the NASDAQ, the Milan Nuovo Mercato, the Belgium Stock Exchange and the EuroNext Paris, in Cotherix (initially NASDAQ listed, then sold to Actelion), CoreValve (sold to Medtronic), Fovea (sold to Sanofi Aventis), Ethical Oncology Science (EOS, sold to Clovis Oncology) and Recor Medical (sold to Otsuka). Mr. Papiernik has also invested in and is a board member of private companies such as Reflexion Medical, Tissium, Pi-Cardia, SafeHeal, Mnemo Therapeutics, Ablacare, Noema Pharma, Highlife, and Rgenix. He has an MBA from the Wharton School of Business, University of Pennsylvania. Mr. Papiernik has been selected twice for the Forbes Midas List, an annual ranking recognizing the world's top venture capital investors. He is one of the few Europeans and life science investors to have been named to the prestigious list.

Mr. Papiernik does not hold any shares or options in the Company. As a managing partner of Sofinnova Partners SAS, the management company of Sofinnova Capital VII FCPR, which is a holder of 2,764,194 ordinary shares in the Company, Mr. Papiernik may be deemed to have shared voting and investment power with respect to such ordinary shares.

In view of the way Mr. Papiernik has performed his tasks in the Supervisory Board until now, and further taking into account his significant international experience as a life science investor and experience serving on the boards of directors of a number of life science companies, the Supervisory Board believes Mr. Papiernik continues to be a very valuable addition to the Supervisory Board.

Agenda item 8: Appointment KPMG Accountants N.V. as the Company's external auditor for the financial year 2022 (*voting item*)

At the annual general meeting of shareholders held on June 23, 2020 (the “**2020 AGM**”), the General Meeting appointed KPMG Accountants N.V. as the external independent auditor for the audit of the annual accounts for the financial year 2021 on the recommendation of the Audit Committee following a careful evaluation and selection procedure. In line with the advice from the audit committee, the Supervisory Board proposes to appoint KPMG Accountants N.V. as the external independent auditor for the audit of the Company's annual accounts for the financial year 2022.



2021 ANNUAL GENERAL MEETING OF SHAREHOLDERS OF PROQR THERAPEUTICS N.V. – EXPLANATORY NOTES

Agenda item 9: First amendment of the Articles of Association of the Company (*voting item*)

It is proposed to amend the articles of association of the Company. The Supervisory Board wishes 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, and to establish a new research and development committee. To allow for these changes, the Supervisory Board proposes an amendment to article 21.4 of the articles of association of Company and recommends the General Meeting to adopt these amendments.

The proposed first deed of amendment of the articles of association of the Company is available on the website of the Company (www.proqr.com).

Approval of the amendment of the Company's Articles of Association includes the authorization of each managing director of the Company and also each civil law notary, deputy civil law notary and notarial assistant of Allen & Overy LLP, each of them severally, to have the deed of amendment of the Company's Articles of Association executed.

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

It is also proposed to amend the authorized share capital of the Company. The current authorized share capital allows the issuance of a maximum of 90,000,000 ordinary shares. As a result of share issuances, convertible financings, employee grants, and other strategic partnerships, less than 3 million authorized ordinary shares are available for future purposes. It is therefore proposed to increase the authorized share capital for ordinary shares as reflected in the second deed of amendment of the Company's Articles of Association. This will allow the Company to have the flexibility to execute its long-term strategy and will also bring the Company's authorized share capital in line with U.S peer companies.

The proposed second deed of amendment of the articles of association of the Company is available on the website of the Company (www.proqr.com).

Approval of the amendment of the Company's Articles of Association includes the authorization of each managing director of the Company and also each civil law notary, deputy civil law notary and notarial assistant of Allen & Overy LLP, each of them severally, to have the deed of amendment of the Company's Articles of Association executed.

Agenda item 11: Amendment of the Compensation Principles for the Supervisory Board (*voting item*)

It is proposed to the General Meeting to amend the compensation principles for the Supervisory Board. As part of the compensation principles, the compensation structure for the members of the Supervisory Board is reviewed on an annual basis. Based on the outcome of this review and upon the recommendation of the Compensation Committee, the Supervisory Board proposes to make the following amendment to the compensation principles in light of the proposal to establish the research and development committee and form the compensation, nominating and corporate governance committee through the merger of the compensation committee and the nominating and corporate governance committee as proposed under the explanatory notes to agenda item 9 above: to update the fee levels table to include the fee levels for the research and development committee that it wishes to establish and reflect that the fee levels for the compensation, nominating and corporate governance committee that it wishes to form through the merger of the compensation committee and the nominating and corporate governance committee will be the fee levels previously set for the compensation committee. The proposed compensation principles are available on the website of the Company (www.proqr.com).



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

Under Dutch law and our articles of association, we are required to seek the approval of our shareholders each time we wish to issue shares of our authorized ordinary share capital unless our shareholders have authorized our Management Board to issue shares. Such authorization may not continue for more than five years, but may be given on a rolling basis. This Dutch legal requirement to obtain shareholder approval deviates from the legal practice in the state laws applicable to most companies in the U.S., where it is customary that boards of directors may issue up to the authorized share capital as set forth in the issuer's certificate of incorporation.

At the 2020 AGM, shareholders of the Company approved the authority of the Management Board to resolve, subject to approval of the Supervisory Board, to, in accordance with applicable laws and Nasdaq listing rules and for a period of five years from the date of the resolution of the 2020 AGM: (a) issue ordinary shares up to 100% of the Company's authorized share capital for general purposes as reflected in the explanatory notes to the 2020 AGM and issuances under Company's equity incentive or stock option plans with the proviso that the issuances under equity incentive or stock option plans are limited to 15% of the Company's issued share capital from time-to-time (minus any treasury shares); (b) grant rights to subscribe for ordinary shares as described under (a); and (c) 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.

In order to enable the Company to execute its long-term strategy, the Management Board is seeking, in line with U.S. practice, a renewed authorization from the shareholders to issue ordinary shares, or grant rights to subscribe for ordinary shares, for (i) general purposes, including but not limited to (public) offerings and/or for mergers, demergers, acquisitions and other strategic transactions and alliances (or a combination thereof) and (ii) issuances under the Company's equity incentive plans for officers, employees and other individuals working on a permanent basis for the Company. The Management Board and Supervisory Board believe that it is a matter of good corporate housekeeping and in the best interest of the Company to renew the authorization to issue ordinary shares and to align the available shares for issuances under the Company's equity incentive plan with the growth of the Company's issued share capital from time to time. The Management Board believes that having the flexibility to issue ordinary shares without first obtaining specific shareholder approval is important to our continued growth. Specifically, the authorized shares will be available for issuance from time to time to enable us to respond to future business opportunities requiring the issuance of shares, including dividends in ordinary shares, the consummation of equity-linked financings involving ordinary shares or securities convertible into or exercisable for ordinary share including re-financings of future indebtedness involving the issuance of ordinary shares or ordinary share derivatives, acquisition or strategic joint venture transactions involving the issuance of ordinary shares or ordinary share derivatives, grants of ordinary shares and ordinary share derivatives to the Company's current and future employees and consultants, or for other general purposes that the Company and its Supervisory Board and Management Board may deem advisable from time to time. The authority to issue shares as currently proposed 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.



It is therefore proposed to delegate to the Management Board the authority to resolve, subject to approval of the Supervisory Board, to, in accordance with applicable laws and Nasdaq listing rules and for a period of five years from the date of the resolution of the AGM: (a) issue ordinary shares up to 100% of the Company's authorized share capital for general purposes as reflected above and issuances under Company's equity incentive or stock option plans with the proviso that the issuances under equity incentive or stock option plans are limited to 15% of the Company's issued share capital from time-to-time (minus any treasury shares); (b) grant rights to subscribe for ordinary shares as described under (a); and (c) 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. In case the AGM does not approve the proposed renewed authorization, the authorization granted by the shareholders in the 2020 AGM will remain in force.

Agenda item 13: Authorization of the Management Board to acquire ordinary shares in the capital of the Company (*voting item*)

Under article 10 of the articles of association of the Company and Dutch law, the Company may, subject to certain statutory Dutch law provisions, acquire for consideration and hold, hold as pledgee and/or hold through its subsidiaries, up to fifty percent (50%) of the Company's issued share capital. Any acquisition of shares in the Company's own capital for consideration is subject to the authorization of the General Meeting, which authorization shall be valid for no more than eighteen (18) months.

At the 2020 AGM, the General Meeting granted authorization to the Management Board to perform acquisitions by the Company of (i) 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, (ii) an additional 10% of the issued share capital of the Company, by any means, including through derivative products, purchases on any stock exchange, through any private purchase or block trade, or otherwise, for a price that is between 0.01 US Dollar and an amount which is not higher than 110% of the average market price of such ordinary shares on NASDAQ (with the market price deemed to be the average of the closing price on each of the five consecutive days of trading preceding the three trading days prior to the date of acquisition), which authorization was effective as of, and for a period of eighteen months from the date of the 2020 AGM.

It is now proposed to authorize the Management Board to perform acquisitions by the Company of (i) 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, (ii) an additional 10% of the issued share capital of the Company, by any means, including through derivative products, purchases on any stock exchange, through any private purchase or block trade, or otherwise, for a price that is between 0.01 US Dollar and an amount which is not higher than 110% of the average market price of such ordinary shares on NASDAQ (with the market price deemed to be the average of the closing price on each of the five consecutive days of trading preceding the three trading days prior to the date of acquisition), for a period of eighteen (18) months with effect from the AGM.



The words “**issued share capital**” means the Company’s issued share capital from time to time. For the avoidance of doubt, the issued share capital includes treasury shares.

In case the AGM does not approve the proposed authorization, the authorization granted by the General Meeting in the 2020 AGM will remain in force.

The Management Board and the Supervisory Board
April 20, 2021

POWER OF ATTORNEY
 AGM PROQR THERAPEUTICS N.V.
 MAY 19, 2021

Note: If you hold your shares through a bank, a financial institution, or other financial intermediary, you are considered a "beneficial owner" and you should follow the instructions and use the voting instrument provided by the bank or intermediary, financial institution, account holder or other financial intermediary that holds your shares. Please do not use this form in case you are a beneficial owner.

Company: _____ (full name)
 a legal entity organized and existing under the laws of: _____ (country)
 with its corporate seat in: _____ (city)
 having its offices in: _____ (address)

OR

Natural Person: _____ (full name)
 having his or her address at _____ (address)
 in: _____ (city, country)

(the "Grantor") herewith grants a power of attorney to Ian Logan, VP, Head of Legal of **ProQR Therapeutics N.V.**, a limited liability company (*naamloze vennootschap*) organized and existing under the laws of the Netherlands with its address at Zernikedreef 9, 2333 CK Leiden, The Netherlands ("ProQR" or the "Company"), to represent the Grantor, as shareholder of **ProQR**, at the Annual General Meeting of Shareholders of ProQR to be held on May 19, 2021, at 16:00 hrs. (CET) via videoconference (the "AGM" or the "General Meeting"), and (i) to exercise in the name of the Grantor at the General Meeting any and all meeting and voting rights attached to the shares in the capital of ProQR which were held by the Grantor at the record date for the AGM, April 21, 2021, and (ii) to vote on all shares held at the record date in favor of the proposals as stated in the agenda for the General Meeting unless stated otherwise below:

Agenda item 4 Adoption of the annual accounts, including the appropriation of net result, for the financial year 2020

# Shares	For	# Shares	Against	# Shares	Abstain
	<input type="checkbox"/>		<input type="checkbox"/>		<input type="checkbox"/>

Agenda item 5 Release from liability of the members of the Management Board with respect to the performance of their management during the financial year 2020

# Shares	For	# Shares	Against	# Shares	Abstain
	<input type="checkbox"/>		<input type="checkbox"/>		<input type="checkbox"/>

Agenda item 6 **Release from liability of the members of the Supervisory Board with respect to the performance of their supervision during the financial year 2020**

# Shares	For	# Shares	Against	# Shares	Abstain
	<input type="checkbox"/>		<input type="checkbox"/>		<input type="checkbox"/>

Agenda item 7 **Re-appointment of Supervisory Board member Antoine Papiernik**

# Shares	For	# Shares	Against	# Shares	Abstain
	<input type="checkbox"/>		<input type="checkbox"/>		<input type="checkbox"/>

Agenda item 8 **Appointment of KPMG Accountants N.V. as the Company's external auditor for the financial year 2022**

# Shares	For	# Shares	Against	# Shares	Abstain
	<input type="checkbox"/>		<input type="checkbox"/>		<input type="checkbox"/>

Agenda item 9 **First amendment of the Articles of Association of the Company**

# Shares	For	# Shares	Against	# Shares	Abstain
	<input type="checkbox"/>		<input type="checkbox"/>		<input type="checkbox"/>

Agenda item 10 **Second amendment of the Articles of Association of the Company**

# Shares	For	# Shares	Against	# Shares	Abstain
	<input type="checkbox"/>		<input type="checkbox"/>		<input type="checkbox"/>

Agenda item 11 **Amendment of the Compensation Principles for the Supervisory Board**

# Shares	For	# Shares	Against	# Shares	Abstain
	<input type="checkbox"/>		<input type="checkbox"/>		<input type="checkbox"/>

Agenda item 12 **Authorization of the Management Board to issue ordinary shares**

# Shares	For	# Shares	Against	# Shares	Abstain
	<input type="checkbox"/>		<input type="checkbox"/>		<input type="checkbox"/>

Agenda item 13 **Authorization of the Management Board to acquire ordinary shares in the capital of the Company**

# Shares	For	# Shares	Against	# Shares	Abstain
	<input type="checkbox"/>		<input type="checkbox"/>		<input type="checkbox"/>

The person granted a power of attorney above is hereinafter referred to as the “**Attorney**”.

The Attorney, if authorized pursuant to this power of attorney, may grant a power of attorney to another person employed by ProQR to perform, directly or indirectly, acts in the Grantor’s name within the limits of this power of attorney. The other person shall (also) be an Attorney for the purposes of this power of attorney.

The Grantor undertakes to ratify or confirm anything which the Attorney shall do or lawfully purport to do by virtue of this instrument and shall indemnify the Attorney and keep the Attorney indemnified against and shall reimburse the Attorney for any costs, losses, suits, claims, demands, obligations, liabilities and damages which he may suffer or incur arising out of the exercise of his powers pursuant to this instrument.

Finally, the undersigned hereby represents and warrants having full power and authority to execute this instrument on behalf of the Grantor, and that pursuant to this instrument the Attorney can validly represent the Grantor.

This power of attorney shall be governed by the laws of the Netherlands.

Signed in _____ on _____, 2021.

Please email a copy to:
ProQR Therapeutics N.V.
Attn. Legal Department
email: legal@proqr.com

Please mail the original power of attorney to:
ProQR Therapeutics N.V.
Attn. Legal Department
Zernikedreef 9
2333 CK Leiden
The Netherlands
