
**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 June 2022

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 June 1, 2022, ProQR Therapeutics N.V. issued a press release announcing its 2022 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. The press release also provided leadership updates.

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: June 1, 2022

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

INDEX TO EXHIBITS

Number	Description
99.1	Press Release of ProQR Therapeutics N.V. dated June 1, 2022.
99.2	Notice of the 2022 Annual General Meeting of Shareholders
99.3	Explanatory Notes to the Agenda of the 2022 Annual General Meeting of Shareholders
99.4	Proxy Form

ProQR Announces Annual General Meeting of Shareholders and Provides Leadership Updates

- Annual General Meeting of Shareholders to be held on June 30, 2022
- René Beukema joins management team as Chief Corporate Development Officer and General Counsel and is nominated to Management Board
- Gerard Platenburg to assume Chief Scientific Officer role, with leadership oversight of Axiomer[®] RNA-editing platform technology
- John Maraganore, PhD, former Founding CEO of Alnylam Pharmaceuticals, extends commitment as a strategic advisor to the Supervisory Board
- Smital Shah, Chief Business and Financial Officer, to leave the Company as part of planned transition at the end of 2022; search has been initiated for a new Chief Financial Officer

LEIDEN, Netherlands & CAMBRIDGE, Mass., June 1, 2022 -- ProQR Therapeutics N.V. (Nasdaq: PRQR) (the "Company"), a company dedicated to changing lives through the creation of transformative RNA therapies, today announced that its 2022 Annual General Meeting of Shareholders will take place on Thursday, June 30, 2022 at 14:00 CET (08:00 EDT) via videoconference (the "AGM").

The Company also announced the following updates to its leadership.

- ProQR has appointed René Beukema as a member of the management team in the role of Chief Corporate Development Officer and General Counsel. Mr. Beukema is also nominated to join the Management Board, subject to approval by shareholders at the AGM. Mr. Beukema is a seasoned M&A and equity capital markets executive and an experienced corporate lawyer who previously served as the Company's Chief Corporate Development Officer and General Counsel from September 2013 to December 2018. Most recently, he has been General Counsel & Chief Corporate Development at Frame Cancer Therapeutics. Prior to his initial tenure at the Company, Mr. Beukema served as General Counsel and Corporate Secretary of Crucell N.V. for twelve years, following his positions as Senior Legal Counsel at GE Capital / TIP Europe and Legal Counsel at TNT Express Worldwide. Mr. Beukema was also a venture partner of Aescap Venture, a life sciences venture capital firm from 2011 to 2012 and is co-founder and advisor of Mytomorrows N.V., a Dutch life sciences company. He holds a post-doctoral degree in corporate law from the University of Nijmegen in co-operation with the Dutch Association of In-house Counsel (Nederlands Genootschap van Bedrijfsjuristen) and a master's degree in Dutch law from the University of Amsterdam.
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- Gerard Platenburg has assumed the role of Chief Scientific Officer, where he will continue to provide strategic oversight of ProQR's proprietary Axiomer RNA-editing platform technology. He is the scientific co-founder of ProQR and previously served as ProQR's Chief Innovation Officer from 2014 to 2022.
- John Maraganore, PhD, a biopharma industry leader and the former founding CEO of Alnylam Pharmaceuticals, will extend his commitment as a strategic advisor to the Supervisory Board. Dr. Maraganore previously joined the Company in March 2022 as a strategic advisor to help it define an updated strategic focus. Going forward, Dr. Maraganore will join all Supervisory Board meetings to guide the Company in rolling out the new strategy, including further building out the Company's Axiomer RNA-editing technology as a value-generating platform.
- Smital Shah, Chief Business and Financial Officer, will be leaving the Company and a search has been initiated for a Chief Financial Officer. As part of the planned transition, Ms. Shah will depart ProQR at the end of 2022.

"I am pleased to be working alongside René, Gerard, and with John in these capacities to execute on the strategy we set forth in April," said Daniel A. de Boer, Founder and CEO of ProQR Therapeutics. "With the benefit of the collective experience from this team, including René's corporate development focus, Gerard's scientific leadership and RNA expertise, and leveraging John's experience in building Alnylam, we are driving our strategy of accelerating our Axiomer RNA-base editing platform technology, and also focusing on a select pipeline of RNA therapies for inherited retinal diseases."

De Boer added, "We are extremely grateful for the leadership Smital has provided to put us in a strong financial position to deliver on our commitment to advance RNA therapies for diseases with high unmet need. I am pleased to continue working with her as she moves to transition from the Company at the end of 2022 and I want to thank her for her tremendous contributions toward our mission during her tenure."

Annual General Meeting of Shareholders

All relevant documents and information for the AGM, 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. ProQR is pioneering a next-generation RNA technology called Axiomer®, which uses a cell's own editing machinery called ADAR (adenosine deaminase acting on RNA) to make specific single nucleotide edits in RNA to reverse a mutation or modulate protein expression and could potentially yield a new class of medicines for genetic diseases. 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.

FORWARD-LOOKING STATEMENTS

This press release contains forward-looking statements. All statements other than statements of historical fact are forward-looking statements, which are often indicated by terms such as "anticipate," "believe," "could," "estimate," "expect," "goal," "intend," "look forward to", "may," "plan," "potential," "predict," "project," "should," "will," "would" and similar expressions. Such forward-looking statements include, but are not limited to, statements regarding the potential of our technologies and platforms (including Axiomer®) statements regarding our pipeline of programs targeting inherited retinal dystrophies and our updated strategic plans and the intended benefits thereof. Forward-looking statements are based on management's beliefs and assumptions and on information available to management only as of the date of this press release. Our actual results could differ materially from those anticipated in these forward-looking statements for many reasons, including, without limitation, the risks, uncertainties and other factors in our filings made with the Securities and Exchange Commission, including certain sections of our annual report filed on Form 20-F. These risks and uncertainties include, among others, the cost, timing and results of preclinical studies and clinical trials and other development activities by us and our collaborative partners whose operations and activities may be slowed or halted by the ongoing COVID-19 pandemic; the likelihood of our clinical programs being executed on timelines provided and reliance on our contract research organizations and predictability of timely enrollment of subjects and patients to advance our clinical trials and maintain their own operations; our reliance on contract manufacturers to supply materials for research and development and the risk of supply interruption from a contract manufacturer; the potential for later data to alter initial and preliminary results of early-stage clinical trials, including as a result of differences in the trial designs and protocols across different trials; the unpredictability of the duration and results of the regulatory review of applications or clearances that are necessary to initiate and continue to advance and progress our clinical programs; the outcomes of our planned interactions with regulatory authorities; the ability to secure, maintain and realize the intended benefits of collaborations with partners; the possible impairment of, inability to obtain, and costs to obtain intellectual property rights; possible safety or efficacy concerns that could emerge as new data are generated in research and development; our ability to maintain and service our loan facility with Pontifax and Kreos; general business, operational, financial and accounting risks; and risks related to litigation and disputes with third parties. Given these risks, uncertainties and other factors, you should not place undue reliance on these forward-looking statements, and we assume no obligation to update these forward-looking statements, even if new information becomes available in the future, except as required by law.

ProQR Therapeutics N.V.

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**2022 ANNUAL GENERAL MEETING
OF SHAREHOLDERS
PROQR THERAPEUTICS N.V.
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NOTICE AND AGENDA**



Notice for the AGM

The 2022 annual general meeting of shareholders of ProQR Therapeutics N.V. (the "**Company**") will take place on Tuesday June 30, 2022, at 14:00 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 2021 (discussion item)
3. Disclosure of remuneration in the annual accounts for the financial year 2021 (discussion item)
4. Adoption of the annual accounts, including the appropriation of net result, for the financial year 2021 (*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 2021 (*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 2021 (*voting item*)
7. Re-appointment of Supervisory Board member Alison Lawton (*voting item*)
8. Re-appointment of Management Board member Daniel de Boer (*voting item*)
9. Appointment of Management Board member Rene Beukema (*voting item*)
10. Appointment of KPMG Accountants N.V. as the Company's external auditor for the financial year 2023 (*voting item*)
11. Amendment of the Compensation Principles for the Supervisory Board (*voting item*)
12. Amendment of the Compensation Policy for the Management Board (*voting item*)
13. Reverse Stock Split and amendment of the Articles of Association of the Company (*voting item*)
14. Authorization of the Management Board to issue ordinary shares (*voting item*)
15. Authorization of the Management Board to acquire ordinary shares in the capital of the Company (*voting item*)
16. 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 2021, the report of the Management Board and Supervisory Board for the financial year 2021, and related information as required by law, (iv) the proposed compensation principles for the Supervisory Board, (v) the proposed compensation policy for the Management Board, (vi) the proposed deed of amendment of the articles of association of the Company, and (vii) a template of the proxy form for registered shareholders (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.



Attendance and voting

Only shareholders as of the close of business on June 2, 2022 (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 shareholder 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 Holders). 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 June 23, 2022 and (ii) submit with their registration a statement confirming their shareholding at the record date, as received from their financial intermediary.
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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 AST 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 June 23, 2022.

The Management Board and the Supervisory Board
June 1, 2022



**2022 ANNUAL GENERAL MEETING
OF SHAREHOLDERS OF
PROQR THERAPEUTICS N.V.**

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**EXPLANATORY NOTES TO THE
AGENDA**



Explanatory notes to the agenda for the 2022 annual general meeting of shareholders of ProQR Therapeutics N.V. (the "**Company**") taking place on Tuesday June 30, 2022, at 14:00 hours CET, via videoconference (the "**AGM**").

Agenda item 2: Report of the Management Board for the financial year 2021 (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 2021 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 2021 (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 2021 (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 2021 (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 2021. 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 2021 (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 2021 as appears from the Annual Accounts or otherwise disclosed prior to adoption of the Annual Accounts.

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 2021 (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 2021 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 Alison Lawton (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 Ms. Alison Lawton 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 2026.

Alison Lawton (age: 60) has served on our Supervisory Board since September 2014. Ms. Lawton is an executive leader with more than 30 years of experience in the biopharmaceutical industry. Most recently, she served as President and CEO of Kaleido Biosciences Inc. Ms. Lawton previously served as Chief Operating Officer of Aura Biosciences, OvaScience and X4 Pharmaceuticals. She worked at various positions of increasing responsibility at Genzyme, and subsequently at Sanofi-Aventis, including as head of Genzyme Biosurgery and Global Market Access. Ms. Lawton currently serves on the board of directors of public biopharmaceutical companies Aeglea Biotherapeutics, X4 Pharmaceuticals, and Magenta Therapeutics, and the private companies AgBiome and SwanBio. She previously served on the boards of Verastem, CoLucid until its acquisition by Eli Lilly and Cubist Pharmaceuticals until its acquisition by Merck & Co. Ms. Lawton is past President and Chair of the Board of Regulatory Affairs Professional Society and past FDA Advisory Committee member for Cell and Gene Therapy Committee. She earned her BSc in Pharmacology, with honors, from King's College London. Ms. Lawton holds 183,176 options to acquire ordinary shares in the Company.

In view of the way Ms. Lawton has performed her tasks in the Supervisory Board until now, and further taking into account her significant international experience in the biopharmaceutical industry, particularly within companies focusing on rare diseases, and experience serving on the boards of directors of a number of life science companies, the Supervisory Board believes that Ms. Lawton continues to be a very valuable addition to the Supervisory Board.

Agenda item 8: Re-appointment of Management Board member Daniel de Boer (voting item)

It is proposed on the basis of the nomination by the Supervisory Board, within the meaning of article 15.4 of the articles of association of ProQR, to reappoint Daniel Anton de Boer as member of the Management Board, with effect from the date of this General Meeting for a term of 4 years until the close of the AGM 2026.



Mr. de Boer has been the Company's founding Chief Executive Officer since its incorporation in 2012. He is a driven entrepreneur and passionate advocate for rare disease patients, who has assembled an experienced team of successful biotech executives as co-founders, board members and executive team members. Mr. de Boer is responsible for the overall strategy and general business of the Company. Under his leadership, ProQR developed a platform that has yielded a diversified pipeline of potential treatments for rare diseases. In addition, Mr. de Boer is a strategic advisor at Hybridize Therapeutics, Frame Therapeutics, Meatable, Algramo, Xinvento and a member of the advisory board at the Termeer Foundation. Before founding ProQR, he was founder and Chief Executive Officer of several technology companies, leading them through phases of growth, initiating development and launching several IT related products in several European countries. In 2018 Mr. de Boer was named "Emerging Entrepreneur of the Year" by EY. In 2019 he was selected for the Young Global Leader program at the World Economic Forum.

In view of the way Mr. De Boer has performed his tasks as a CEO until now, the Supervisory Board proposes to reappoint Mr. De Boer as member of the Management Board.

The Supervisory Board will grant Mr. de Boer an extraordinary award in the form of an LTI award consisting of options to purchase 1,200,000 ordinary shares as a retention bonus.

Agenda Item 9: Appointment of Management Board member Rene Beukema (*voting item*)

It is proposed on the basis of the nomination by the Supervisory Board, within the meaning of article 15.4 of the articles of association of ProQR, to appoint Reinder Klaas Beukema as member of the Management Board, with effect from the date of this General Meeting for a term of 4 years until the close of the AGM 2026.

Mr. Beukema is a seasoned M&A and equity capital markets executive and experienced corporate lawyer who previously served as the Company's Chief Corporate Development Officer and General Counsel from September 2013 to December 2018. Most recently he has been General Counsel & Chief Corporate Development at Frame Cancer Therapeutics. Prior to his initial tenure at the Company, Mr. Beukema served as General Counsel and Corporate Secretary of Crucell N.V. for twelve years, following his experience as a Senior Legal Counsel at GE Capital / TIP Europe and Legal Counsel at TNT Express Worldwide. Mr. Beukema was also a venture partner of Aescap Venture, a life sciences venture capital firm. Mr. Beukema is co-founder and advisor of Mytomorrows N.V., a Dutch life sciences company. He holds a post-doctoral degree in corporate law from the University of Nijmegen in cooperation with the Dutch Association of In-house Counsel (Nederlands Genootschap van Bedrijfsjuristen) and a master's degree in Dutch law from the University of Amsterdam. Mr. Beukema was born on March 26, 1964 and holds 460,000 shares in ProQR Therapeutics N.V.

In view of Mr. Beukema's experience as set out above, including his prior service to the Company, the Supervisory Board believes that Mr. Beukema to be a very valuable addition to the Management Board, and proposes to appoint Mr. Beukema as a member of the Management Board.



Agenda Item 10: Appointment KPMG Accountants N.V. as the Company's external auditor for the financial year 2023 (voting item)

At the annual general meeting of shareholders held on May 19, 2021 (the "**2021 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 2022. 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 2023.

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 in 2021, including a benchmarking exercise conducted by Korn Ferry, and upon the recommendation of the Compensation, Nominating and Corporate Governance Committee (the "**Compensation Committee**"), the Supervisory Board proposes to make the following amendments to the compensation principles: update the fee levels table to reflect median levels compared to the Company's peer group for Supervisory Board membership and committee membership and delete text that suggests that equity compensation grants can be subject to performance conditions. The proposed compensation principles are available on the website of the Company (www.proqr.com).

Agenda item 12: Amendment of the Compensation Policy for the Management Board (voting item)

It is proposed to amend the Compensation Policy for the members of the Management Board, as adopted by the General Meeting held on June 23, 2020. In line with the practice of regularly reviewing the Compensation Policy, the Compensation Committee has evaluated and reviewed the Compensation Policy. Based on the outcomes of the review, including a benchmarking exercise conducted by Korn Ferry, and upon recommendation of the Compensation Committee, the Supervisory Board proposes to amend the compensation policy to (i) clarify the Supervisory Board's discretion in setting the vesting schedule of option grants and RSU grants, (ii) adjust the annual maximum short-term incentive percentage and the maximum percentage for the value of long-term incentive awards for Management Board members other than the CEO, (iii) clarify the discretion of the Supervisory Board in determining the amount, date and number of LTI awards within a certain year, which awards may be backward- or forward-looking, and (iv) authorize the Supervisory Board, in its discretion, to grant extraordinary awards in the form of additional STI or LTI awards. The proposed compensation policy is available on the website of the Company (www.proqr.com).

Agenda item 13: Reverse stock split and amendment of the articles of association (voting item)

Under this agenda item it is proposed to authorize the Management Board, in its discretion, to execute a reverse stock split with a range between 2:1 and 10:1, with the final ratio subject to approval by the Supervisory Board.



The primary purpose for effecting the reverse stock split would be to increase the per-share trading price of the Company's ordinary shares to maintain their listing on the Nasdaq Stock Market. The Nasdaq Listing Rules require that listed securities maintain a minimum bid price of \$1.00 per share (the "Minimum Price Requirement"). As previously reported, on May 3, 2022, the Company received a deficiency letter from the Listing Qualifications Department of Nasdaq notifying the Company that, for the last 30 consecutive business days, the bid price for its ordinary shares had closed below the Minimum Price Requirement. The Company has been provided an initial period of 180 calendar days, or until October 31, 2022 (the "Compliance Date"), to regain compliance with the Minimum Bid Price Requirement. If, at any time during this 180-day period, the closing bid price for the Company's ordinary shares closes at \$1.00 or more per share for a minimum of 10 consecutive business days, the Nasdaq Listing Qualifications Department (the "Staff") will provide written notification to the Company that it complies with the Minimum Bid Price Requirement and the ordinary shares will continue to be eligible for listing on The Nasdaq Global Market. In the event the Company does not regain compliance with the Minimum Bid Price Requirement by the Compliance Date, the Company may be eligible for an additional 180 calendar day compliance period by transferring from The Nasdaq Global Market to The Nasdaq Capital Market, subject to meeting the continued listing requirement and all other initial listing standards of The Nasdaq Capital Market, except for the Minimum Bid Price Requirement, and providing written notice to the Staff. By granting the Company the flexibility to effect a reverse stock split, the Company will have a contingency plan to increase the share price of the ordinary shares above the Minimum Bid Price Requirement in the event that it does not regain compliance with the Minimum Bid Price Requirement prior to the Compliance Date or, if secured, within a second period of 180 days. For the 30 trading days during the period April 19, 2022 to May 31, 2022 prior to the publication of these Explanatory Notes, the closing bid price of the Company's ordinary shares has ranged from \$0.56 to \$0.77, with an average closing bid price of \$0.6754.

The Supervisory Board has considered the potential harm to the Company and its shareholders should Nasdaq delist the Company's ordinary shares. Delisting could adversely affect the liquidity of the Company's ordinary shares since alternatives, such as the OTC Bulletin Board and the pink sheets, are generally considered to be less liquid markets. An investor likely would find it less convenient to sell, or to obtain accurate quotations in seeking to buy, the Company's ordinary shares on an over-the-counter market. Further, many investors likely would not buy or sell the Company's ordinary shares due to difficulty in accessing over-the-counter markets, policies preventing them from trading in securities not listed on a national exchange or for other reasons. In addition, pursuant to the Company's agreements with lenders and strategic partners that hold ordinary shares in the Company, the Company is required to maintain the listing of the Company's ordinary shares on The Nasdaq Stock Market.

The Supervisory Board believes that the proposed reverse stock split provides a contingency plan that is designed to help the Company to regain and maintain compliance with the Minimum Bid Price Requirement in the event that the Company's ordinary shares do not regain such compliance on its own prior to the Compliance Date (as may be extended by a transfer to The Nasdaq Capital Market).

If and when the Management Board determines, subject to the approval of the Supervisory Board, to implement the reverse stock split, the reverse stock split ratio will be at a ratio between 2:1 and 10:1 (the **Split Ratio Range**) with the proviso that that the reverse stock split will be implemented in such a way that it does not entail a share capital reduction. The Management Board is authorized to do whatever is necessary to avoid a share capital reduction. If the reverse stock split is implemented, the reverse stock split ratio as established by the Company will be announced in accordance with applicable laws.



With the approval from the AGM to execute the reverse stock split, the Management Board will have the sole authority to elect, at any time prior to the first anniversary of the date of the resolution of the AGM, whether or not to effect a reverse stock split. The Management Board will have the flexibility to decide whether or not a reverse stock split (and at what ratio within the Split Ratio Range) is in the Company's best interests.

Upon effectiveness of the reverse stock split, each shareholder will own a reduced number of ordinary shares. However, the Company expects that the market price of the ordinary shares immediately after the reverse stock split will increase above the market price of the ordinary shares immediately prior to the reverse stock split, which is designed to help the Company to regain and maintain compliance with the Minimum Bid Price Requirement. The proposed reverse stock split will be effected simultaneously for all of the ordinary shares, and the ratio for the reverse stock split, once determined, will be the same for all of the ordinary shares. The reverse stock split will affect all shareholders uniformly and will not affect any shareholder's percentage ownership interest in the Company (except to the extent that the reverse stock split would result in any of the shareholders owning a fractional interest as described below). Likewise, the reverse stock split will affect all holders of outstanding equity awards under the Company's equity incentive plans substantially the same (except to the extent that the reverse stock split would result in a fractional interest as described below). Proportionate voting rights and other rights and preferences of the holders of ordinary shares will not be affected by the proposed reverse stock split (except to the extent that the reverse stock split would result in any shareholders owning a fractional interest as described below). For example, a holder of 2% of the voting power of the outstanding ordinary shares immediately prior to the reverse stock split would continue to hold approximately 2% of the voting power of the outstanding ordinary shares immediately after the reverse stock split. The number of shareholders of record also will not be affected by the proposed reverse stock split (except to the extent that the reverse stock split would result in any shareholders owning only a fractional interest as described below).

The nominal value per ordinary share would be adjusted from €0.04 per share before the reverse stock split to a proportionately increased nominal value per share (based on the final split ratio) after the reverse stock split, as described further below.

The ordinary shares are currently registered under Section 12(b) of the U.S. Securities and Exchange Act of 1934 (the "Exchange Act"), and the Company is subject to the periodic reporting and other requirements of the Exchange Act. The reverse stock split will not affect the registration of the ordinary shares under the Exchange Act.

For shareholders who hold a number of shares resulting into fractional entitlements the following will apply. No fractional shares will be issued. Fractional entitlements are rounded downwards against a proportionate cash payment by the Company. In this respect the closing bid price of the ordinary shares after close of business on the day the reverse stock split will become effective will be decisive for the cash payment to shareholders (the **Reference Price**). The execution of the reverse stock split will not change the amount of the issued share capital. All fractional entitlements will be aggregated into whole number of shares and acquired by the Company and continued to be held as treasury stock. For this purpose, approval of the reverse stock split will also include the authorization of the Management Board perform this share acquisition. This authorization is limited to the acquisition of shares resulting from the fractional entitlements against payment of the Reference Price.



For shareholders the reverse stock split will be processed by the bank or broker where the shares are registered. In principle, shareholders shall not be required to pay any fee or commission for the execution of the reverse stock split. Shareholders should be aware that, under the escheat laws of the various jurisdictions where shareholders reside, where the Company domiciled and where the funds will be deposited, sums due for fractional interests that are not timely claimed after the effectiveness of the reverse stock split may be required to be paid to the designated agent for each such jurisdiction. Thereafter, shareholders otherwise entitled to receive such funds may have to seek to obtain them directly from the state to which they were paid.

Registered shareholders may hold some or all of their shares electronically in book-entry form under the direct registration system for securities. These shareholders will not have stock certificates evidencing their ownership of the ordinary shares. They are, however, provided with a statement reflecting the number of shares registered in their accounts. If you hold shares in a book-entry form, you do not need to take any action to receive your post-split shares or your cash payment in lieu of any fractional share interest, if applicable. If you are entitled to post-split shares, a transaction statement will automatically be sent to your address of record indicating the number of shares you hold. If you are entitled to a payment in lieu of any fractional share interest, a check will be mailed to you at your registered address as soon as practicable after the Company's transfer agent completes the reverse stock split. By signing and cashing this check, you will warrant that you owned the shares for which you receive a cash payment.

Shareholders holding ordinary shares through a bank, broker or other nominee should note that such banks, brokers or other nominees may have different procedures for processing the reverse stock split than those that would be put in place by the Company for registered stockholders that hold such shares directly, and their procedures may result, for example, in differences in the precise cash amounts being paid by such nominees in lieu of a fractional share. If you hold your shares with such a bank, broker or other nominee and if you have questions in this regard, you are encouraged to contact your bank, broker or nominee.

Amendment of the articles of association

For the purpose of the reverse stock split the authorization by the AGM to execute the reverse stock split will also include an approval to amend article 4.2 of the Company's articles of association as follows:

Current text:

Article 4.2
4.2 The authorised share capital is divided into:

1. one hundred and seventy million

Proposed new text:

Article 4.2
4.2 The authorised share capital is divided into:

3. 1(1)ordinary shares¹;and

¹ The authorised number of ordinary shares will be derived from the reverse stock split ratio as determined by the Company under the condition that it will not be more than 5 times the issued share capital as prescribed by Dutch company law.



- (170,000,000) ordinary shares; and
2. one hundred and seventy million (170,000,000) preferred shares, each having a nominal value of four eurocents (EUR 0.04).
 4. 1(1) preferred shares², each having a nominal value of 1 eurocent (EUR 1).³

The approval by the AGM of this agenda item will also include the authorization of the Management Board 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 articles of association executed.

The proposed amendment to the articles of association will not change the terms of the ordinary shares. After the reverse stock split, the ordinary shares will have the same voting rights and rights to dividends and distributions and will be identical in all other respects to the ordinary shares now authorised. Each shareholder's percentage ownership of the new ordinary shares will not be altered except for the effect of eliminating fractional shares (which was discussed in more detail above). The ordinary shares issued pursuant to the reverse stock split will remain fully paid and nonassessable. Following the reverse stock split, the Company will continue to be subject to the periodic reporting requirements of the Exchange Act.

Agenda item 14: 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 2021 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 5 years from the date of the resolution of the 2021 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 2021 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

² The number of preferred shares will be equal to the number of ordinary shares in the authorised share capital. There are no preferred shares outstanding at the moment.

³ The new nominal value of the shares will be determined on the basis of reverse stock split ratio. For example, a reverse stock split ratio of 5 old shares for 1 new share will entail a new nominal value of EUR 0.20.



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 5 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 2021 AGM will remain in force.

Agenda item 15: 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 2021 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 2021 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 2021 AGM will remain in force.

The Management Board and the Supervisory Board
June 1, 2022

POWER OF ATTORNEY
 AGM PROQR THERAPEUTICS N.V.
 JUNE 30, 2022

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 June 30, 2022, at 14:00 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, June 2, 2022, 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 2021

# 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 2021

# 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 2021

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

Agenda item 7 Re-appointment of Supervisory Board member Alison Lawton

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

Agenda item 8 Re-appointment of Management Board member Daniel de Boer

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

Agenda item 9 Appointment of Management Board member Rene Beukema

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

Agenda item 10 Appointment of KPMG Accountants N.V. as the Company's external auditor for the financial year 2023

# 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 Amendment of the Compensation Policy for the Management Board

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

Agenda item 13 Reverse Stock Split and 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 14 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 15 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 _____, 2022.

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
