
**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 2023

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 18, 2023, ProQR Therapeutics N.V. issued a press release announcing its 2023 annual general meeting of shareholders 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 18, 2023

By: /s/ René Beukema

René Beukema

Chief Corporate Development Officer and General Counsel

INDEX TO EXHIBITS

Number	Description
99.1	Press Release of ProQR Therapeutics N.V. dated April 18, 2023.
99.2	Notice of the 2023 Annual General Meeting of Shareholders
99.3	Explanatory Notes to the Agenda of the 2023 Annual General Meeting of Shareholders
99.4	Proxy Form

ProQR Announces Annual Meeting of Shareholders to be Held May 17, 2023

LEIDEN, Netherlands & CAMBRIDGE, Mass., April 18, 2023 – ProQR Therapeutics NV. (Nasdaq: PRQR) (ProQR), a company dedicated to changing lives through transformative RNA therapies based on its proprietary Axiomer® RNA editing technology platform, today announced the Annual General Meeting (AGM) of Shareholders will take place on Wednesday, May 17, 2023 at 16:00 CET (10:00am EDT) at the offices of Allen & Overy LLP, in Amsterdam, the Netherlands.

All relevant documents and information for the meeting, including the notice and agenda and explanatory notes, are or will be made available in the “Investors & Media” section of ProQR’s website (www.proqr.com) under “Financials and filings” and then “Shareholder meeting”. The documents will also be made available on the SEC’s website at www.sec.gov. Shareholders that wish to attend should register as described in the notice and agenda.

As part of the AGM, the Company highlights the following Supervisory Board updates:

- Begoña Carreño, PhD, is nominated for election to the Supervisory Board. Dr. Carreño was most recently Global Business Development & Licensing Head (BD&L) in the Ophthalmology franchise at Novartis Pharma, AG, based in Basel, Switzerland. She has more than 20 years of pharmaceutical development and strategy leadership, having led BD&L efforts at Novartis across five different therapeutic franchises, as well as a proven track record in licensing deals and M&A. Before joining Novartis, she was the Head of External Pharmaceutical projects at Almirall (Barcelona, Spain). Dr. Carreño holds a PhD in Drug Delivery from the London School of Pharmacy (UK) and a BSc in Biochemistry from Keele University (UK).
 - Theresa Heggie is nominated for election to the Supervisory Board. In light of her anticipated re-election to the Supervisory Board, Ms. Heggie departed from the Management Team at the end of October 2022, where she served as the Chief Operating Officer, after originally joining the Management Team in 2021 as the Chief Commercial Officer. Prior to ProQR, she served as Chief Executive Officer of Freeline Therapeutics. She had senior commercial and operating roles at Alnylam Pharmaceuticals as Senior Vice President, Head of CEMEA and Shire where she built the EMEA rare disease business. Earlier in her career, Ms. Heggie held increasingly senior positions in the commercial organizations at Janssen Pharmaceuticals and Baxter Healthcare. She previously served on the ProQR Supervisory Board from 2019-2021.
 - Bart Filius is being nominated for re-election to the Supervisory Board. Mr. Filius has served on ProQR’s Supervisory Board since 2019. He joined Galapagos in 2014 as Chief Financial Officer and added the role of Chief Operating Officer in 2017, he was promoted to President and Chief Operating Officer in 2021. Prior to joining Galapagos, Mr. Filius held a variety of executive
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positions at Sanofi, where he was Vice President, Chief Financial Officer Europe, Country manager for The Netherlands and Vice President for Mergers & Acquisitions. Prior to joining Sanofi, Mr. Filius was a strategy consultant at Arthur D. Little. Mr. Filius has an MBA degree from INSEAD and a bachelor's degree in business from Nyenrode University.

Antoine Papiernik, Chairman and Managing Partner at Sofinnova Partners, has indicated his planned rotation off the ProQR Supervisory Board at the upcoming AGM. He has served on ProQR's Supervisory Board since 2014.

About Axiomer®

ProQR is pioneering a next-generation RNA base editing technology called Axiomer®, which could potentially yield a new class of medicines for diverse types of diseases. Axiomer® "Editing Oligonucleotides", or EONs, mediate single nucleotide changes to RNA in a highly specific and targeted way using molecular machinery that is present in human cells called ADAR (Adenosine Deaminase Acting on RNA). Axiomer® EONs are designed to recruit and direct endogenously expressed ADARs to change an Adenosine (A) to an Inosine (I) in the RNA – an Inosine is translated as a Guanosine (G) – correcting an RNA with a disease-causing mutation back to a normal (wild type) RNA, modulating protein expression, or altering a protein so that it will have a new function that helps prevent or treat disease.

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 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 both rare and prevalent diseases with unmet need. 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 our business, technology, strategy, our Axiomer platform, and our product candidates and their therapeutic potential. 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; the likelihood of our preclinical and clinical programs being initiated and 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 future data to alter initial and preliminary results of early-stage clinical 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 ability to secure, maintain and realize the intended benefits of collaborations with partners, including the collaboration with Lilly; 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; and 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.

For ProQR Therapeutics N.V.

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

Notice and Agenda



Notice for the AGM

The 2023 annual general meeting of shareholders of ProQR Therapeutics N.V. (the "**Company**") will take place on Wednesday May 17, 2023, at 16:00 hours CET (the "**AGM**"). The AGM will be held at the offices of Allen & Overy LLP, Apollolaan 15, 1077 AB in Amsterdam, the Netherlands.

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 2022 (discussion item)
3. Adoption of the annual accounts, including the appropriation of net result, for the financial year 2022 (voting item)
4. Release from liability of the members of the Management Board with respect to the performance of their management during the financial year 2022 (voting item)
5. Release from liability of the members of the Supervisory Board with respect to the performance of their supervision during the financial year 2022 (voting item)
6. Re-appointment of Bart Filius as Supervisory Board member (voting item)
7. Appointment of Theresa Heggie as Supervisory Board member (voting item)
8. Appointment of Begoña Carreño as Supervisory Board member (voting item)
9. Appointment of KPMG Accountants N.V. as the Company's external auditor for the financial year 2024 (voting item)
10. Authorization of the Management Board to issue ordinary shares (voting item)
11. Authorization of the Management Board to acquire ordinary shares in the capital of the Company (voting item)
12. 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 2022, the report of the Management Board and Supervisory Board for the financial year 2022, and related information as required by law, and (iv) 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 April 19, 2023 (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.

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 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 10, 2023, 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 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 AGM in person 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 10, 2023.

Persons entitled to attend the meeting may be asked for identification prior to being admitted and are therefore asked to carry a valid identity document (such as a passport or identity card).

The Management Board and the Supervisory Board
April 18, 2023



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

Explanatory Notes to the Agenda



Explanatory notes to the agenda for the 2023 annual general meeting of shareholders of ProQR Therapeutics N.V. (the "**General Meeting**"; the "**Company**") taking place on Wednesday May 17, 2023, at 16:00 hours CET, at the offices of Allen & Overy LLP, Apollolaan 15, 1077 AB in Amsterdam, the Netherlands (the "**AGM**").

Agenda item 2: Report of the Management Board for the financial year 2022 (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 2022 was included in the Annual Accounts and will be discussed at the AGM.

Agenda item 3: Adoption of the annual accounts for the financial year 2022 (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 2022 (the "**Annual Accounts**"), which Annual Accounts were signed by all members of the Management Board and by all members of the supervisory board of the Company (the "**Supervisory Board**"). The Annual Accounts also reflect the appropriation of the net result for the financial year 2022. 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 4: Release from liability of the members of the Management Board with respect to the performance of their management during the financial year 2022 (voting item)

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 2022 as appears from the Annual Accounts or otherwise disclosed prior to adoption of the Annual Accounts.



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

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 2022 as appears from the Annual Accounts or otherwise disclosed prior to adoption of the Annual Accounts.

Agenda item 6: Re-appointment of Bart Filius as Supervisory Board member (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 Bart Filius 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 2027.

Bart Filius currently serves as President, COO and CFO of Galapagos. He joined Galapagos in 2014 as CFO and added the role of COO in 2017. Prior to joining Galapagos, Mr. Filius held a variety of executive positions at Sanofi, where he was Vice President, CFO Europe, Country manager for The Netherlands and Vice President for Mergers & Acquisitions. Prior to joining Sanofi, Mr. Filius was a strategy consultant at Arthur D. Little. Mr. Filius has an MBA degree from INSEAD and a bachelor's degree in business from Nyenrode University. Mr. Filius was born on July 5, 1970.

In view of the way Mr. Filius has performed his tasks in the Supervisory Board -including as chairman of the Board Audit Committee- until now, and further taking into account his significant financial and business leadership experience in the biopharmaceutical industry, the Supervisory Board believes that Mr. Filius continues to be a very valuable addition to the Supervisory Board.

Agenda item 7: Appointment of Theresa Heggie as Supervisory Board member (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 appoint Theresa Heggie 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 2027.

Theresa Heggie served on the Supervisory Board from May 2019 until October 2021, when she joined the Company in an executive capacity as Chief Commercial Officer and subsequently served as Chief Operating Officer (COO). Following the restructuring of the Company in August 2022, Ms. Heggie stepped down as COO. Prior to joining the Company, Ms. Heggie served as Senior Vice



President, Head of CEMEA at Alnylam Pharmaceuticals. She previously served in senior commercial and operating roles at Shire where she built the EMEA rare disease business and led the Global Commercial Operations and, following Shire's acquisition of Jerini, served as its Chief Executive Officer. Earlier in her career, Ms. Heggie held increasingly senior positions in the commercial organizations at Janssen Pharmaceuticals and Baxter Healthcare. Ms. Heggie has also been a board member at SOBI (Swedish Orphan Biovitrum) and currently serves on the board of BioCryst. She received a BSc from Cornell University. Ms. Heggie was born on November 17, 1960.

In view of the way Ms. Heggie has performed her tasks both in non-executive and executive capacity until now, and further taking into account her extensive experience in the biotech and pharmaceutical industry, the Supervisory Board is pleased to nominate Ms. Heggie - again- for appointment on the Supervisory Board.

Agenda Item 8: Appointment of Begoña Carreño as Supervisory Board member (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 appoint Begoña Carreño 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 2027.

Ms. Carreño has recently been appointed chief business development officer at Vectura Fertin Pharma. Prior to that she was Global Business Development & Licensing Head (BD&L) in the ophthalmology franchise at Novartis Pharma, AG, based in Basel. She has more than 20 years of pharmaceutical development and strategy leadership, having led BD&L efforts at Novartis across five different therapeutic franchises (respiratory, cardiovascular, metabolism, arthritis, bone and musculoskeletal diseases), as well as a proven track record in licensing deals and M&A. Before joining Novartis, she was the Head of External Pharmaceutical projects at Almirall (Barcelona, Spain). Ms. Carreño holds a PhD in Drug Delivery from the London School of Pharmacy, a 3-year Postdoctoral Research fellow at the Centre for Polymer Therapeutics (London School of Pharmacy, UK) and a BSc in Biochemistry from Keele University (UK). Ms. Carreño was born on December 13, 1971.

In view of Ms. Carreño extensive experience in the pharmaceutical industry, with a strong focus on partnerships, the Supervisory Board believes that Ms. Carreño will be a very valuable addition to the Supervisory Board.

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

At the annual general meeting of shareholders held on June 30, 2022 (the "2022 AGM"), the general meeting of shareholders appointed KPMG Accountants N.V. as the external independent auditor for



the audit of the annual accounts for the financial year 2023. 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 2024.

Agenda item 10:

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 2022 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 2022 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 2022 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 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 2022 AGM will remain in force.

Agenda item 11: 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 2022 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 2022 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 2022 AGM will remain in force.

The Management Board and the Supervisory Board
April 18, 2023

POWER OF ATTORNEY
AGM PROQR THERAPEUTICS N.V.
MAY 17, 2023

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 Pieter Erik de Ridders, VP 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 17, 2023, at 16:00 hrs. ("CET") at the offices of Allen & Overy LLP, Apollolaan 15, 1077 AB in Amsterdam, the Netherlands (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 19, 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 3 Adoption of the annual accounts, including the appropriation of net result, for the financial year 2022

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

Agenda item 4 Release from liability of the members of the Management Board with respect to the performance of their management during the financial year 2022

# 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 Supervisory Board with respect to the performance of their supervision during the financial year 2022

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

Agenda item 6 Re-appointment of Bart Filius as Supervisory Board member

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

Agenda item 7 Appointment of Theresa Heggie as Supervisory Board member

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

Agenda item 8 Appointment of Begoña Carreño as Supervisory Board member

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

Agenda item 9 Appointment of KPMG Accountants N.V. as the Company's external auditor for the financial year 2024

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

Agenda item 10 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 11 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 _____, 2023.

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*
