
**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 May 2020

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 May 25, 2020, ProQR Therapeutics N.V. issued a press release announcing its 2020 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 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: May 26, 2020

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

INDEX TO EXHIBITS

Number	Description
99.1	Press Release of ProQR Therapeutics N.V. dated May 25, 2020.
99.2	Notice of the 2020 Annual General Meeting of Shareholders
99.3	Explanatory Notes to the Agenda of the 2020 Annual General Meeting of Shareholders
99.4	Proxy Form

ProQR Announces Annual Meeting of Shareholders

LEIDEN, Netherlands & CAMBRIDGE, Mass., May 25, 2020 — ProQR Therapeutics N.V. (Nasdaq: PRQR) (the “Company”), a company dedicated to changing lives through the creation of transformative RNA therapies for severe genetic rare diseases, today announced that the Annual General Meeting of Shareholders will take place on Tuesday, June 23, 2020 at 15:00 CET, via videoconference.

All relevant documents and information for the meeting, including the notice and agenda, are or will be made available in the “Investors” 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 for attendance as described in the notice and agenda, after which they will receive login details for the videoconference.

About ProQR

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

Since 2012

ProQR Therapeutics N.V.

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**2020 ANNUAL GENERAL MEETING
OF SHAREHOLDERS
PROQR THERAPEUTICS N.V.
-
NOTICE AND AGENDA**



Notice for the AGM

The 2020 annual general meeting of shareholders of ProQR Therapeutics N.V. (the "Company") will take place on Tuesday June 23, 2020, at 15:00 hours CET, via videoconference (the "AGM").

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 2019 (discussion item)
3. Disclosure of remuneration in the annual accounts for the financial year 2019 (discussion item)
4. Adoption of the annual accounts, including the appropriation of net result, for the financial year 2019 (*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 2019 (*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 2019 (*voting item*)
7. Re-appointment of supervisory board member Dinko Valerio (*voting item*)
8. Re-appointment of supervisory board member James Shannon (*voting item*)
9. Appointment KPMG as the Company's external auditor for the financial year 2021 (*voting item*)
10. Amendment of the Company's Equity Incentive Plan (*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. Authorization of the Management Board to issue ordinary shares (*voting item*)
14. Authorization of the Management Board to acquire ordinary shares in the capital of the Company (*voting item*)
15. 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 2019, the report of the Management Board and Supervisory Board for the financial year 2019, and related information as required by law, (iv) the proposal for the amended Equity Incentive Plan, (v) the proposed compensation principles for the Supervisory Board and the compensation policy for the Management Board and (vi) a template of the proxy form for registered shareholders, (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 May 26, 2020 (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 depend 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 "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 16th, 2020 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 "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 16th, 2020; and

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
May 25, 2020



**2020 ANNUAL GENERAL MEETING
OF SHAREHOLDERS
PROQR THERAPEUTICS N.V.
-
EXPLANATORY NOTES TO THE
AGENDA**

Explanatory notes to the agenda for the 2020 annual general meeting of shareholders of ProQR Therapeutics N.V. (the "Company") taking place on Tuesday June 23rd, 2020 at 15:00 hours CET, via videoconference (the "AGM").

Agenda item 2: Report of the Management Board for the financial year 2019 (discussion item)

The management board of the Company (the "**Management Board**") must prepare a report, which must give 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 2019 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 2019 (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 2019 (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 Board has drawn up such annual accounts for the financial year 2019 (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 2019. 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 2019 (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 2019 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 2019 (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 2019 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 Dinko Valerio (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 ProQR, to reappoint Domenico Valerio as 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 AGM 2024.

Dinko Valerio (age: 59) is one of our founders and currently serves as the chairman of our supervisory board. Mr. Valerio has served on our supervisory board since January 2014. Mr. Valerio is a scientist and an experienced biotech entrepreneur with experience in both public and private companies as CEO and board member. Mr. Valerio is founder and former CEO of Crucell N.V., a Dutch biotech company, and founder and general partner of Aescap Venture, a life sciences venture capital firm. In 1999, Mr. Valerio was one of the founders of Galapagos Genomics N.V., a spinout from Crucell N.V. which develops novel mode of action medicines. In 2017 Mr. Valerio became a board member of Amylon Therapeutics B.V., an 80% owned affiliate of ProQR Therapeutics N.V. Adding to his corporate experience, Mr. Valerio is a professor in the field of gene therapy of the hematopoietic system at the University of Leiden. He received his Master of Science degree in Biology from the University of Amsterdam in 1982 and completed his Ph.D. in Molecular Genetics with Honors at the University of Leiden in 1986. Mr. Valerio also was a visiting scientific specialist at Genentech Inc., San Francisco in 1985 and a postdoctoral fellow at the Salk Institute, San Diego from 1986 to 1987. He is an author on more than 100 articles in peer-reviewed journals and an inventor on 11 patent-families. Mr. Valerio beneficially owns 693.420 ordinary shares in the Company and holds 155.458 options to acquire ordinary shares in the Company.

The Company believes that Mr. Valerio's experience as an entrepreneur in the Dutch Biotech industry, being founder of Crucell N.V. and Galapagos Genomics N.V., as well as his experience in the venture capital industry, particularly with biopharmaceutical companies, and his experience serving on the boards of directors of a number of biopharmaceutical companies provide him with the qualifications and skills to serve as chairman of our supervisory board. Mr. Valerio has served on the Supervisory Board of the Company as from 2014, hence for six years in total now. In view of the way Mr Valerio has performed his tasks as chairman of the Supervisory Board until now, and further taking into account his past experience in the Dutch biotech industry as well as his in-depth knowledge, the Supervisory Board believes that Mr. Valerio can play an important role for the sustainable success of the Company as a member of the Supervisory Board, which justifies a reappointment for four years.

Agenda item 8: Re-appointment of supervisory board member James Shannon (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 ProQR, to reappoint James Shannon, as a new member of the Supervisory Board, with effect from the date of this AGM for a term of four years until the close of the AGM 2024.

James Shannon, MD (age: 59) brings significant experience to the Supervisory Board through his extensive career in drug development and pharma. From 2012 until his retirement in 2015, Mr. Shannon was Chief Medical Officer at GlaxoSmithKline. Prior to that he was Global Head of Pharma Development at Novartis and Senior Vice-President, Clinical Development at Sterling Winthrop Pharmaceuticals. He held board positions at companies including Biotie, Circassia, Crucell, Endocyte, MannKind and Cerimon Pharmaceuticals. In 2017 he joined the board of directors of Horizon Pharma. He received his undergraduate and postgraduate degrees at Queen's University of Belfast and is a Member of the Royal College of Physicians (UK). Mr. Shannon currently is Chairman of the Board at myTomorrows (NL) and Kyowa Kirin NA (USA) and holds board positions at Mannkind Corp (USA), Horizon Pharma (Ire) and Immodulon (UK). Mr. Shannon beneficially owns 61.538 shares in the capital of the Company, and holds 132.266 options to acquire ordinary shares in the Company.

James has served on our Supervisory Board since June 2016. The Company believes James' broad knowledge and significant international experience in drug development and pharma are of significant value to the Supervisory Board and that he has the qualifications and skills to continue to 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 2020 (voting item)

On the basis of a careful evaluation and selection procedure, the Audit Committee recommends to appoint KPMG Accountants N.V. as the external independent auditor of the Company. 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 2021.

Agenda item 10: Amendment of the Company's Equity Incentive Plan (voting item)

As part of its compensation package for employees, the Company, next to base salary, short term incentive in the form of cash bonus and pension plan, currently grants stock options as long term incentive. In view of the next phase in the Company's growth and maturity, the Company's Management Board and Supervisory Board believe it is desirable and in the best interest of the Company to have the possibility to grant, instead of stock options, restricted stock units to all, or certain groups of, employees and/or members of the management and supervisory boards. In view thereof, the Management and Supervisory boards propose to the general meeting to adopt a revised Equity Incentive Plan, in the form as published as part of the AGM Materials (the "Equity Incentive Plan").

The Equity Incentive Plan allows for grants of both stock options (“Options”) as restricted stock units (“RSUs”). With respect to Options, the Equity Plan is similar to the Employee Stock Option Plan adopted at the Extraordinary General Meeting of the Company held on September 15, 2014, as amended from time to time in accordance with the provisions of said plan, with the exception of limited textual revision and updates in view of current legislation.

The Equity Incentive Plan now also allows for the grant of restricted stock units, at the discretionary of the Supervisory Board. For details of the plan, reference is made to the Equity Incentive Plan as made available on the Company’s website together with the AGM Materials.

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 outcomes of this review and upon the recommendation of the Compensation Committee, the Supervisory Board proposes to make the following amendment to the compensation principles: to allow for an alternative grant of RSUs instead of options, for a total fair value not to exceed the fee levels for options grants approved at the 2019 AGM. The proposed compensation principles are available on the website of ProQR (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 May 21, 2019. 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, the Compensation Committee proposed to the Supervisory Board to make the following amendment to the Compensation Policy: to ensure the Management Board is rewarded fairly in line with the principles of the Compensation Policy, it is proposed to give the Supervisory Board the discretionary power to grant the Management Board RSUs instead of options, provided that the total fair value of the equity grant shall not exceed the fair value of an option-only equity grant as approved at the 2019 AGM. Further to the proposal of the Compensation Committee, the Supervisory Board proposes this change to the Compensation Policy, and recommends the General Meeting to adopt these amendments. The proposed Compensation Policy is available on the website of ProQR (www.proqr.com)

The actual cash bonus and amount of options and/or RSUs to be granted as an LTI to the members of the Management Board will be determined annually by the Supervisory Board depending on the contribution to the strategy, the long term development of ProQR, the individual performance of the members of the Management Board and taking into account the aimed alignment of the compensation level with the median of the compensation reference group.



Agenda item 13: 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.

The authorized share capital of the Company now consists of 90,000,000 Ordinary Shares, each with a nominal value per share of €0.04. Of this authorized share capital, currently 54,029,546 shares have been issued, including treasury shares and shares held by the foundation "Stichting Bewaarneming Aandelen ProQR" for the administration of option exercises under our equity incentive plans. At the annual general meeting of shareholders held on May 16, 2018 ("2018 AGM") shareholders of the Company approved the authority of the Company's Management 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 2018 AGM 2018: (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 stock option plans with the proviso that the issuances under stock option plans is limited to 15% of the Company's issued share capital (minus any treasury shares) at the date of the 2018 AGM (which issued share capital amounted to 31.921.865);

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 Company's equity incentive plans for officers, employees and other individuals working on a permanent basis for the Company. The Management and Supervisory Boards believe 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 shares 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 and management boards 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 2018 AGM will remain in force.

Agenda item 14: 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.

The General Meeting has granted the abovementioned authorization in the 2019 AGM, which authorization was effective as of, and for a period of eighteen months from the date of the 2019 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 2019 AGM will remain in force.

The Management Board and the Supervisory Board
May 25, 2020

POWER OF ATTORNEY
AGM PROQR THERAPEUTICS N.V.
JUNE 23, 2020

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 Paul van Dongen, General Counsel of **ProQR Therapeutics N.V.**, a limited liability company (*naamloze vennootschap*) organized and existing under the laws of the Netherlands with address Zernikedreef 9, 2333CK Leiden, The Netherlands ("**ProQR**") to represent the Grantor, as shareholder of **ProQR**, at the Annual General Meeting of Shareholders of ProQR to be held on June 23, 2020 at 15:00 hrs. (CET) via videoconference (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, May 26, 2020 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 2019

# Shares	For	# Shares	Against	# Shares	Abstain
	□		□		□

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 2019

# 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 2019

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

Agenda item 7 Re-appointment of supervisory board member Dinko Valerio

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

Agenda item 8 Re-appointment of supervisory board member James Shannon

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

Agenda item 9 Appointment KPMG Accountants N.V. as the Company's external auditor for the financial year 2021

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

Agenda item 10 Amendment of the Company's Equity Incentive Plan

# 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 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 14 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 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 _____, 2020.

Please email a copy to:

ProQR Therapeutics N.V.

Attn. Legal dept.

email: legal@proqr.com

Please mail the original power of attorney to:

ProQR Therapeutics N.V.

Attn. Legal dept.

*Zernikedreef 9
2333 CK Leiden
The Netherlands*