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**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 2024**

**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):

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On April 23, 2024, ProQR Therapeutics N.V. issued a press release titled “ProQR Nominates Martin Maier, PhD to Board and Announces Annual Meeting of Shareholders to be Held May 22, 2024” 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.

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**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 23, 2024

By: /s/ René Beukema  
René Beukema  
Chief Corporate Development Officer and General Counsel

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## INDEX TO EXHIBITS

<b>Number</b>	<b>Description</b>
<a href="#">99.1</a>	<a href="#">Press Release of ProQR Therapeutics N.V. dated April 23, 2024.</a>
<a href="#">99.2</a>	<a href="#">Notice of the 2024 Annual General Meeting of Shareholders</a>
<a href="#">99.3</a>	<a href="#">Explanatory Notes to the Agenda of the 2024 Annual General Meeting of Shareholders</a>
<a href="#">99.4</a>	<a href="#">Proxy Form</a>

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**ProQR Nominates Martin Maier, PhD to Board and Announces Annual Meeting of Shareholders to be Held May 22, 2024**

LEIDEN, Netherlands & CAMBRIDGE, Mass., April 23, 2024 – 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 22, 2024 at 1630 CET (10:30am 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](http://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](http://www.sec.gov). Shareholders that wish to attend should register as described in the notice and agenda.

As part of the AGM, Martin Maier, PhD, is nominated for appointment as a non-executive Board Member for a period of four years. Dr. Maier is Senior Vice President Research heading the Oncology group at Alnylam Pharmaceuticals. Since joining Alnylam in 2006, Dr. Maier has contributed to the development of lipid nanoparticles and GalNAc conjugates, two clinically validated platforms for siRNA delivery, as well as the advancement of multiple therapeutic programs to development, which has resulted in the approval of five RNAi therapeutics to date, including the approval of ONPATRO™, the first-ever RNAi therapeutic and GIVLAARI™, the first GalNAc conjugate. He received his PhD in Organic Chemistry in 1997 from University of Tübingen, Germany with Professor Ernst Bayer. After his postdoctoral research at Isis (now Ionis) Pharmaceuticals, he assumed a permanent position working on novel chemistries and delivery systems for antisense oligonucleotides. Dr. Maier has more than 25 years of experience in the field of oligonucleotide therapeutics in both, ASO and RNAi platforms and authored more than 90 peer-reviewed scientific publications, reviews and book chapters and is the inventor on more than 40 issued patents. Dr. Maier is a current member of ProQR’s Scientific Advisory Board.

“We’re very pleased to nominate Martin Maier to our Board” said Daniel A. de Boer, Founder and CEO. “Martin’s significant knowledge in the field of RNA platforms, delivery technology, and involvement in multiple RNA product approvals over the course of his tenure with Alnylam, will be important perspective in guiding the Company in the translation of Axiomer, our leading RNA editing platform technology, to the clinic. His expertise is highly complementary to our other Board members, and particularly important as we prepare for our first editing oligonucleotide programs to enter the clinic.”

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Additionally, the Company intends to change the Board structure from a two-tier structure to a one-tier Board, which is more common in the biotechnology industry, particularly amongst US and NASDAQ-listed companies.

Having chaired our Board for the past 10 years, and in view of his tenure ending at the AGM 2026 Dinko Valerio, PhD, has elected to step down as chairperson and continue as a regular Board member. The Board will appoint James Shannon, MD, as chairperson of the Board as of the AGM.

“We have been fortunate to have our co-founder Dinko chair our Board since our inception and are pleased that he will stay on the Board following his re-appointment. Given his profound understanding of the industry, our Company, and science, Dinko’s voice on the Board will continue to be instrumental,” said Mr. De Boer.

The anticipated Board composition following the AGM is:

- James Shannon, MD, Chairperson (non-executive)
- René Beukema, Chief Corporate Development Officer and General Counsel (executive)
- Daniel de Boer, Founder and Chief Executive Officer (executive)
- Begoña Carreño, PhD (non-executive)
- Bart Filius (non-executive)
- Theresa Heggie (non-executive)
- Alison Lawton (non-executive)
- Martin Maier, PhD (non-executive)
- Gerard Platenburg, Chief Scientific Officer (executive)
- Dinko Valerio, PhD (non-executive)

### **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.

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## **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](http://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, including the continued development and advancement of our Axiomer platform, the therapeutic potential of our Axiomer RNA editing oligonucleotides, and the potential of our technologies and product candidates. 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 shortage and pressure on supply and logistics on the global market; 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; general business, operational, financial and accounting risks, and risks related to litigation and disputes with third parties; and risks related to macroeconomic conditions and market volatility resulting from global economic developments, geopolitical instability and conflicts. 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.

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**For ProQR Therapeutics N.V.**

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**2024 ANNUAL GENERAL MEETING  
OF SHAREHOLDERS  
PROQR THERAPEUTICS N.V.  
-  
NOTICE AND AGENDA**

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

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#### Notice for the AGM

The 2024 annual general meeting of shareholders of ProQR Therapeutics N.V. (the "**Company**") will take place on Wednesday May 22, 2024, at 16:30 hours CEST (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 2023 (discussion item)
3. Adoption of the annual accounts, including the appropriation of net result, for the financial year 2023 (*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 2023 (*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 2023 (*voting item*)
6. Appointment of Gerard Platenburg as Management Board member (*voting item*)
7. Appointment of Martin Maier, PhD, as Supervisory Board member (*voting item*)
8. Re-appointment of Dinko Valerio, PhD, as Supervisory Board member (*voting item*)
9. Re-appointment of James Shannon, MD, as Supervisory Board member (*voting item*)
10. Appointment of KPMG Accountants N.V. as the Company's external auditor for the financial year 2025 (*voting item*)
11. Authorization of the Management Board to issue ordinary shares (*voting item*)
12. Authorization of the Management Board to acquire ordinary shares in the capital of the Company (*voting item*)
13. Change of the board structure (*voting item*)
14. Closing of the AGM

#### Availability of AGM Materials

Copies of (i) this notice including the agenda for the AGM, (ii) the explanatory notes to the agenda for the AGM, (iii) the annual report of the Company, which includes the annual accounts for the financial year 2023, the report of the Management Board and Supervisory Board for the financial year 2023, and related information as required by law, (iv) the proposed deed of amendment of the articles of association of the Company and ancillary documentation related to agenda item 13, and (v) a template of the proxy form for registered shareholders (collectively, the "**AGM Materials**") are available on the Company's website ([www.proqr.com](http://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](http://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.

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#### Attendance and voting

Only shareholders as of the close of business on April 24, 2024 (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 the Company'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 AGM in person 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](mailto:legal@proqr.com) no later than on May 15, 2024, 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](mailto:legal@proqr.com) no later than May 15, 2024.

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 23, 2024

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2024 ANNUAL GENERAL MEETING OF SHAREHOLDERS PROQR THERAPEUTICS N.V.

*Explanatory Notes to the Agenda*

ProQR Therapeutics N.V. | Zernikedreef 9 | 2333 CK Leiden | The Netherlands | +31 88 166 7000 | [www.proqr.com](http://www.proqr.com)

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Explanatory notes to the agenda for the 2024 annual general meeting of shareholders of ProQR Therapeutics N.V. (the "**General Meeting**"; the "**Company**") taking place on Wednesday May 22, 2024, at 16:30 hours CEST, 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 2023 (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 3 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 2023 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 2023 (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 2023 (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 2023. A copy of the Annual Accounts is available at the website of the Company ([www.proqr.com](http://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 2023 (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 2023 as appears from the Annual Accounts or otherwise disclosed prior to adoption of the Annual Accounts.

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**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 2023 (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 2023 as appears from the Annual Accounts or otherwise disclosed prior to adoption of the Annual Accounts.

**Agenda item 6:**

Appointment of Gerard Platenburg as Management Board member (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 the Company, to appoint Mr. Gerard Platenburg as a 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 annual general meeting of shareholders in 2028.

Mr. Platenburg (age: 60) is a co-founder and has served as our Chief Scientific Officer since 2022, following his tenure as Chief Innovation Officer from 2014 to 2022. Mr. Platenburg has an extensive background in RNA modulation and orphan drug discovery and development and currently oversees our Innovation and Research & Development activities. Mr. Platenburg has more than twenty-five years of senior managerial experience in growing biotech companies. Prior to joining our company, Mr. Platenburg worked at Isa Pharmaceuticals as its Chief Executive Officer. He co-founded Prosensa, growing it to become a well-known clinical stage RNA modulation company, and held various positions including Chief Executive Officer and Chief Development Officer. Mr. Platenburg also worked at Pharming. He is regarded as a pioneer in oligonucleotide based drug development. Mr. Platenburg has a master's degree in chemistry and molecular biology from Leiden University in 1987. Mr. Platenburg beneficially owns 818,885 ordinary shares in the Company, holds 1,011,270 options to acquire ordinary shares and has 9,879 restricted stock units in the Company.

In view of Mr. Platenburg's experience as set out above and his in-depth knowledge of both the Company and the science, the Supervisory Board believes Mr. Platenburg to be a very valuable addition to the Company's Management Board and proposes to appoint Mr. Platenburg as a member of the Management Board.

**Agenda item 7:**

Appointment of Martin Maier, PhD, 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 Dr. Martin Maier as a member of the Supervisory Board, with effect from the date of this General Meeting for a term of 4 years until the close of the annual general meeting of shareholders in 2028.



Dr. Maier (age: 58) is Senior Vice President Research, heading the Oncology group at Alnylam Pharmaceuticals. Since joining Alnylam in 2006, Dr. Maier has contributed to the development of lipid nanoparticles and GalNAc conjugates, two clinically validated platforms for siRNA delivery, as well as the advancement of multiple therapeutic programs to development, which has resulted in the approval of five RNAi therapeutics to date including the approval of ONPATTRO™, the first-ever RNAi therapeutic and GIVLAARI™, the first GalNAc conjugate. He received his PhD in Organic Chemistry in 1997 from University of Tübingen, Germany with Professor Ernst Bayer. After his postdoctoral research at Isis (now Ionis) Pharmaceuticals, he assumed a permanent position working on novel chemistries and delivery systems for antisense oligonucleotides. Dr. Maier has more than 25 years of experience in the field of oligonucleotide therapeutics in both ASO and RNAi platforms and authored more than 90 peer-reviewed scientific publications, reviews and book chapters and is the inventor on more than 40 issued patents. Dr. Maier is a current member of ProQR's scientific advisory board. Dr. Maier holds 1,500 options to acquire ordinary shares in the Company.

The Company believes that Dr. Maier's significant and expert knowledge in the field of RNA platforms, delivery technologies, and involvement in multiple RNA product approvals is of great value to the Company. His experience and contributions to the Company's scientific advisory board have been instrumental to the Company's progress to date, and as we progress our first EON programs to clinical stage, Dr. Maier's experience and depth of knowledge will enhance and complement our Supervisory Board and we therefore are nominating him for appointment to the Supervisory Board.

Agenda item 8:

Re-appointment of Dinko Valerio, PhD, 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 Dinko Valerio, PhD, as a member of the Supervisory Board, with effect from the date of this General Meeting for a term of two years until the close of the annual general meeting of shareholders in 2026.

Dr. Valerio (age: 67) is one of our founders and part of our Supervisory Board since 2014. As a scientist and an experienced biotech entrepreneur Dr. Valerio is founder and former CEO of Crucell, and one of the founders of its spinout, Galapagos Genomics. Furthermore, he was co-founder and former general partner of Aescap Venture, a life sciences venture capital firm and co-founder and current board member of Leyden Laboratories. He served as professor of gene therapy at the University of Leiden, received his Master's degree in Biology from the University of Amsterdam and completed his PhD. in Molecular Genetics with Honors at the University of Leiden. Dr. Valerio was a visiting scientific specialist at Genentech, and a postdoctoral fellow at the Salk Institute. He is an author on more than 100 articles in peer-reviewed journals and an inventor on 11 patent-families. Mr. Valerio beneficially owns 725,692 ordinary shares in the Company and holds 216,453 options to acquire ordinary shares in the Company.

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The Company believes that Dr. Valerio's experience as an entrepreneur in the Dutch Biotech industry, being founder of Crucell and Galapagos Genomics, 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 be a member of our Supervisory Board. Dr. Valerio has served on the Supervisory Board of the Company as from 2014, hence for ten years in total now. In view of the way Dr. 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 Dr. 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 another 2 years.

Agenda item 9:

Re-appointment of James Shannon, MD, 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 James Shannon, MD, as a member of the Supervisory Board, with effect from the date of this General Meeting for a term of two years until the close of the annual general meeting of shareholders in 2026. If reappointed by the general meeting, James Shannon will take over the role of chairperson of the Supervisory Board.

Dr. Shannon (age: 67) has served on our Supervisory Board since June 2016 and has been chair of our scientific advisory board since 2020. Dr. Shannon has had an extensive career in drug development and pharma. From 2012 until his retirement in 2015, he 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 has previously held board positions at companies including Biotie, Circassia, Crucell, Endocyte and Cerimon Pharmaceuticals. Dr. Shannon currently is chairman of the board at Mannkind Corp and Kyowa Kirin and holds board positions at myTomorrows and Leyden Laboratories. He received his undergraduate and postgraduate degrees at Queen's University of Belfast and is a member of the Royal College of Physicians. Dr. Shannon beneficially owns 61.538 shares in the capital of the Company, and holds 225,533 options to acquire ordinary shares in the Company.

Dr. Shannon has served on our Supervisory Board since June 2016. The Company believes his 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, justifying a reappointment for another 2 years.

Agenda Item 10:

Appointment KPMG Accountants N.V. as the Company's external auditor for the financial year 2025 (voting item)

At the annual general meeting of shareholders held in 2023 (the "2023 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 2024. 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 2025.





## Agenda item 11:

## 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 2023 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 2023 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 2023 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 (or one-tier board in case agenda item 13 would be approved) 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 2023 AGM will remain in force.

Agenda item 12: 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 2023 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 2023 AGM.

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It is now proposed to authorize the Management Board (or one-tier board in case agenda item 13 would be approved) 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 2023 AGM will remain in force.

Agenda item 13: Change of the board structure (voting item)

The current board structure of the Company, is characterized by a two-tier system. This system comprises a Supervisory Board and a Management Board. Under this agenda item it is proposed to change this two-tier system to a one tier board system consisting of a unitary board comprising both executive and non-executive directors (the “**Board**”).

In the proposed one-tier board system, the Board as a collective (i.e., the executive directors and the non-executive directors) is responsible for the management of the Company. The executive directors would manage the day-to-day business and operations of the Company and would implement the Company's strategy. The non-executive directors would focus on the supervision of the policy and functioning of the performance of the duties of all directors and the Company's general state of affairs.

#### **Rationale for change of the board structure.**

The proposal to transition from a two-tier board system to a one-tier board system is driven by several considerations:

- **Streamlined Decision-Making:** A one-tier board can potentially make decisions more swiftly as it combines both executive and non-executive directors on a single board. This can lead to more efficient governance and quicker responses to market changes or strategic opportunities.
- **Enhanced Collaboration:** With a one-tier board, the distinction between directors who manage the Company's daily operations and those who provide oversight is less pronounced. This can foster a more collaborative environment and facilitate the sharing of information.
- **Alignment with International Practices:** Many international investors and stakeholders are more familiar with the one-tier board structure, which is typically more common in the United States and other jurisdictions. Adopting this structure can make the Company’s governance more understandable and attractive to a broader range of investors.

To the extent necessary, the approval of this agenda item by the AGM will include all necessary changes to be made to the governance set up to give full effect to the introduction of the one-tier system, which includes, among other things, the following items:

- The designation of the current members of the Management Board as the executive directors.
- The designation of all current members of the Supervisory Board (including the individuals (re-) appointed during the AGM) as the non-executive directors of the Board.



- Any existing authorizations granted to the Management Board by the general meeting of shareholders to issue shares, limit or exclude statutory pre-emption rights and repurchase shares will be vested in the Board.
- A new compensation policy for the Board which combines that content from the existing policies for the Management Board and the Supervisory Board. No (material) changes have been made to the compensation principles. This compensation policy has been made available on the Company's website.
- A revised equity incentive plan in order to reflect the change to the Board. No other or material changes were made. This revised draft of the equity incentive plan as well as a redline against the current stock option plan have been made available on the Company's website.

The aforesaid changes will take place from the moment the one tier system comes into effect.

In view of the foregoing it is proposed to approve (i) the transition from a two-tier board system to a one-tier board system, and (ii) the amendment of the Company's articles of association in order to introduce the one-tier board system. For the avoidance of doubt the approval of this agenda item will include a redline showing the proposed changes to the Company's articles of association in order to give effect to the change of the board structure has been made available on the Company's website (<http://www.proqr.com>) and at the Company's office address. Adoption of this proposal by the AGM includes the authorization of each executive director of the Company and also each civil law notary, deputy civil law notary and notarial assistant of Allen & Overy LLP, each of them severally, to have the deed of amendment of the articles of association of the Company executed.

The Management Board and the Supervisory Board  
April 23, 2024

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POWER OF ATTORNEY  
 AGM PROQR THERAPEUTICS N.V.  
 MAY 22, 2024

**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 22, 2024, at 16:30 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 24, 2024, 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 2023**

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

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**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 2023**

# 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 2023**

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

**Agenda item 6**                    **Appointment of Gerard Platenburg as Management Board member**

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

**Agenda item 7**                    **Appointment of Martin Maier, PhD, as Supervisory Board member**

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

**Agenda item 8**                    **Re-appointment of Dinko Valerio, PhD, as Supervisory Board member**

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

**Agenda item 9**                    **Re-appointment of James Shannon, MD, as Supervisory Board member**

# 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 2025**

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

**Agenda item 11**                    **Authorization of the Management Board to issue ordinary shares**

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

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**Agenda item 12 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"/>

**Agenda item 13 Change of the board structure**

# 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 \_\_\_\_\_, 2024.

**Please email a copy to:**  
ProQR Therapeutics N.V.  
Attn. Legal Department  
email: [legal@proqr.com](mailto: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