
**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 2026

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 4, 2026, ProQR Therapeutics N.V. issued a press release titled “ProQR Announces Annual General Meeting of Shareholders to be Held June 2, 2026” 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: May 4, 2026

By: /s/ Dennis Hom

Dennis Hom
Chief Financial Officer

INDEX TO EXHIBITS

Number	Description
99.1	Press Release of ProQR Therapeutics N.V. dated May 4, 2026.
99.2	Notice of the 2026 Annual General Meeting of Shareholders.
99.3	Explanatory Notes to the Agenda of the 2026 Annual General Meeting of Shareholders.
99.4	Proposed Form of Deed of Amendment of Articles of Association (Dutch Original).
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99.6	Proxy Form.

ProQR Announces Annual General Meeting of Shareholders to be Held June 2, 2026

LEIDEN, Netherlands & CAMBRIDGE, Mass., May 4, 2026 – ProQR Therapeutics N.V. (Nasdaq: PRQR) (ProQR), a clinical-stage 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 Tuesday, June 2, 2026 at 1500 CEST at the offices of Allen Overy Shearman Sterling 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.

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 the location and time of the AGM and the availability of all relevant documents and information, our business, technology, strategy, our Axiomer platform and pipeline, including the continued development and advancement of our Axiomer platform and pipeline, 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 most recent 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, economic sanctions and international tariffs; 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 events and conflicts, high inflation, rising interest rates, tariffs and potential for significant changes in U.S. policies and regulatory environment. 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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2026 ANNUAL GENERAL MEETING OF SHAREHOLDERS PROQR THERAPEUTICS N.V.

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NOTICE AND AGENDA

ProQR Therapeutics N.V. | Zernikedreef 9 | 2333 CK Leiden | The Netherlands | +31 88 166 7000 | www.proqr.com



Notice for the AGM

The 2026 annual general meeting of shareholders of ProQR Therapeutics N.V. (the “**Company**”) will take place on Tuesday June 2, 2026, at 15:00 hours CEST (the “**AGM**”). The AGM will be held at the offices of Allen Overy Shearman Sterling LLP, Apollolaan 15, 1077 AB in Amsterdam, the Netherlands.

Agenda for the AGM

The agenda for the AGM, as proposed by the board of directors of the Company (the “**Board**”) is as follows:

1. Opening of the AGM
2. Report of the Board for the financial year 2025 (*discussion item*)
3. Adoption of the annual accounts, including the appropriation of net result, for the financial year 2025 (*voting item*)
4. Release from liability of each member of the Board with respect to the performance of their duties during the financial year 2025 (*voting item*)
5. Board Composition
 - a. Appointment of Dr. Lykke Hinsch Gylvin as non-executive member of the Board (*voting item*)
6. Appointment of KPMG Accountants N.V. as the Company’s external auditor for the financial year 2027 (*voting item*)
7. Amendment of Articles of Association regarding increase of authorized capital (*voting item*)
8. Authorization of the Board to issue ordinary shares (*voting item*)
9. Authorization of the Board to acquire ordinary shares in the capital of the Company (*voting item*)
10. 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 2025, the report of the Board for the financial year 2025, and related information as required by law, (iv) the proposed deed of amendment of the articles of association of the Company in relation to agenda item 7, and (v) a template of the proxy form for registered shareholders (collectively, the “**AGM Materials**”) will be made 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 5, 2026 (the “**Record Date**”) are entitled to attend and/or and vote at the AGM. Each ordinary 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 no later than on May 26, 2026, 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 Equiniti Trust Company, LLC (formerly known as American Stock Transfer & Trust Company, LLC) are regarded as “**Registered Shareholders**”.

- **Proxy voting:** Registered Shareholders who wish to vote by proxy may do so by using the template proxy form that has been made available on the Website as part of the AGM Materials.
- **Attendance:** Registered Shareholders who wish to attend the 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 May 26, 2026.

Persons entitled to attend the AGM 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 Board
May 4, 2026



2026 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



Explanatory notes to the agenda for the 2026 annual general meeting of shareholders of ProQR Therapeutics N.V. (the "**General Meeting**"; the "**Company**") taking place on Tuesday June 2, 2026, at 15:00 hours CEST, at the offices of Allen Overy Shearman Sterling LLP, Apollolaan 15, 1077 AB in Amsterdam, the Netherlands (the "**AGM**").

Agenda item 2:

Report of the Board for the financial year 2025 (discussion item)

The board of directors of the Company (the "**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 Board for 2025 was included in the Annual Accounts and will be discussed at the AGM.

Agenda item 3:

Adoption of the annual accounts, including the appropriation of net result, for the financial year 2025 (voting item)

The 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 2025 (the "**Annual Accounts**"), which Annual Accounts were signed by all members of the Board. The Annual Accounts also reflect the appropriation of the net result for the financial year 2025. 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 each member of the Board with respect to the performance of their duties during the financial year 2025 (voting item)

It is proposed to the General Meeting to release the members of the Board from liability with respect to the performance of their duties during the financial year 2025 as appears from the Annual Accounts or otherwise disclosed prior to adoption of the Annual Accounts.

**Agenda item 5:****Board Composition**

Per the AGM 2026, Dinko Valerio and Alison Lawton will retire from the Board. The Board continuously considers the right composition of the Board, including to secure continuity and refreshment as appropriate to maintain the governance fitting the Company and its journey to sustainable success. To ensure a proper and balanced composition of the Board going forward, the Board has deemed it in the best interest of the company to nominate one additional member to the Board at this stage, as set forth under agenda item 5a. The Board has considered that the nominee should have a skillset and expertise that complements the skills and experience of the current Board members.

Agenda item 5a:**Appointment of Dr. Lykke Hinsch Gylvin as non-executive member of the Board**

It is proposed on the basis of the nomination by the Board, within the meaning of article 15.4 of the articles of association of the Company, to appoint Lykke Hinsch Gylvin, MD, EMBA, as a non-executive member of the 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 2030.

Dr. Hinsch Gylvin (age: 52; Danish nationality) is a seasoned pharmaceutical executive with more than 20 years of global leadership experience spanning all phases of drug development. She currently serves as Chief Medical Officer and Head of Global Medicine at Boehringer Ingelheim, where she leads the global medical and clinical development organization across a broad range of therapeutic areas, including oncology, cardiometabolic diseases, immunology, CNS, and rare diseases.

Prior to joining Boehringer Ingelheim, Dr. Hinsch Gylvin held senior leadership roles at Novartis and AstraZeneca, where she led global medical and development strategies across multiple therapeutic areas. Earlier in her career, she held roles of increasing responsibility at Roche, Novo Nordisk and Lundbeck, gaining extensive experience in clinical development, regulatory strategy and global medical affairs.

Dr. Hinsch Gylvin holds an MD from the University of Copenhagen and an Executive MBA from SBS Swiss Business School.

Dr. Hinsch Gylvin holds no shares in the Company. The Board has determined that she is independent both under the Dutch Corporate Governance Code and under the relevant Nasdaq Rules. She does not hold any other non-executive board positions.

The Company believes that Dr. Hinsch Gylvin's extensive experience in global clinical development, regulatory affairs and medical strategy, combined with her leadership of large-scale R&D organizations and broad therapeutic expertise, will be of significant value to the Company. Her experience across multiple disease areas, including rare diseases, and her track record in advancing innovative therapies will strengthen and complement the Board, and the Board therefore nominates her for appointment on the Board as non-executive director.

**Agenda item 6:****Appointment KPMG Accountants N.V. as the Company's external auditor for the financial year 2027 (voting item)**

At the annual general meeting of shareholders held in 2025 (the “**2025 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 2026. In line with the advice from the audit committee of the Board, the Board proposes to appoint KPMG Accountants N.V. as the Company's external independent auditor for the audit of the Company's annual accounts for the financial year 2027.

Agenda item 7:**Amendment of the Articles of Association regarding increase of authorized capital (voting item)**

It is proposed to amend the Company's articles of association (the “**Articles of Association**”) to increase the authorized share capital of the Company in accordance with the proposed amendment, to allow for the issuances of ordinary shares in the capital of the Company to raise sufficient capital for the Company to fund its activities. The proposed amendment envisages an increase of the authorized share capital of each of the ordinary and the preferred shares to 270,000,000. As the Company continues to expand and advance a pipeline of drugs in development, it is important that the Company maintains adequate authorized share capital available for business opportunities when they arise. With this increase, the Company can respond promptly to business opportunities, including equity financings, acquisitions, and partnerships at the best possible moment. The increase is considered necessary to ensure the Company's continued, sufficient and efficient access to the capital market. The Board will only issue shares if and when in the best interest of the Company. The verbatim text of the proposed amendment to the Articles of Association (in Dutch with English translation) is part of the meeting documents. The proposed amendment to the Articles of Association also includes authorizing every member of the Board and each (deputy) civil law notary and notarial assistant at Allen Overy Shearman LLP, attorneys at law, civil law notaries and tax consultants, in Amsterdam, to have the deed of amendment to the Articles of Association executed.

Agenda item 8:**Authorization of the 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 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 2025 AGM, shareholders of the Company approved the authority of the Board to resolve, in accordance with applicable laws and Nasdaq listing rules and for a period of 5 years from the date of the resolution of the 2025 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 2025 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 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 Board believes 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 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 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 Board the authority to resolve 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 2025 AGM will remain in force.

**Agenda item 9: Authorization of the 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 2025 AGM, The General Meeting granted authorization to the 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 2025 AGM.

It is now proposed to authorize the 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 2025 AGM will remain in force.

The Board
May 4, 2026

Allen Overy Shearman Sterling LLP
ProQR Therapeutics N.V./akte STW partiel
SR/AB/0117407-0000002
[•]
Akte van statutenwijziging

AKTE VAN STATUTENWIJZIGING

(ProQR Therapeutics N.V.)

Op [•] tweeduizend zesentwintig is voor mij, mr. Sophie Clare Roozendaal, notaris te Amsterdam, verschenen:

[•].

De comparant heeft het volgende verklaard:

Tijdens de algemene vergadering van aandeelhouders van na te noemen vennootschap, is besloten de statuten van ProQR Therapeutics N.V., een naamloze vennootschap, gevestigd te Leiden, kantoorhoudende te Zernikedreef 9, 2333 CK Leiden en ingeschreven in het handelsregister onder nummer 54600790 (de **vennootschap**) partiel te wijzigen, alsmede om de comparant te machtigen deze akte te doen passeren. Van deze besluitvorming blijkt uit een exemplaar van de notulen van de hiervoor bedoelde vergadering dat aan deze akte is gehecht (Bijlage).

De statuten van de vennootschap zijn laatstelijk gewijzigd bij akte verleden voor mr. S.C. Roozendaal, notaris te Amsterdam, op drieëntwintig mei tweeduizend vierentwintig.

Ter uitvoering van voormeld besluit tot statutenwijziging worden de statuten van de vennootschap hierbij gewijzigd als volgt.

Wijziging.

Artikelen 4.1 en 4.2 worden gewijzigd en luiden voortaan als volgt:

- “4.1 Het maatschappelijk kapitaal van de Vennootschap bedraagt eenentwintig miljoen zeshonderd duizend euro (EUR 21.600,000).
- 4.2 Het maatschappelijk kapitaal is verdeeld in:
- a. tweehonderd zeventig miljoen (270.000.000) gewone aandelen; en
 - b. tweehonderd zeventig miljoen (270.000.000) preferente aandelen, elk met een nominale waarde van vier eurocent (EUR 0,04).”

Slot.

De comparant is mij, notaris, bekend.

Waarvan akte, verleden te Amsterdam op de datum in het hoofd van deze akte vermeld. Alvorens tot voorlezing is overgegaan, is de inhoud van deze akte zakelijk aan de comparant opgegeven en toegelicht. De comparant heeft daarna verklaard van de inhoud van deze akte te hebben kennisgenomen, daarmee in te stemmen en op volledige voorlezing daarvan geen prijs te stellen. Onmiddellijk na beperkte voorlezing van deze akte is zij door de comparant en mij, notaris, ondertekend.

ALLEN & OVERY

Allen Overy Shearman Sterling LLP

ProQR Therapeutics N.V. - Deed of amendment of articles of association

SR/AB/0117407-0000002

[•]

English translation deed of amendment of articles of association

NOTE ABOUT TRANSLATION:

This document is an English translation of a document prepared in Dutch. In preparing this document, an attempt has been made to translate as literally as possible without jeopardising the overall continuity of the text. Inevitably, however, differences may occur in translation and if they do, the Dutch text will govern by law.

In this translation, Dutch legal concepts are expressed in English terms and not in their original Dutch terms. The concepts concerned may not be identical to concepts described by the English terms as such terms may be understood under the laws of other jurisdictions.

DEED OF AMENDMENT OF ARTICLES OF ASSOCIATION

(ProQR Therapeutics N.V.)

This [•] day of [•] two thousand and twenty-six, there appeared before me, Sophie Clare Roozendaal, civil law notary in Amsterdam, the Netherlands:

[•].

The person appearing declared the following:

At the general meeting of shareholders of the Company, as defined hereinafter, it was resolved to partially amend the Articles of Association of ProQR Therapeutics N.V., a public company under Dutch law (*naamloze vennootschap*), having its official seat in Leiden, the Netherlands, its office address at Zernikedreef 9, 2333 CK Leiden, the Netherlands, and registered in the Commercial Register under number 54600790 (the **Company**), as well as to authorise the person appearing to have this deed executed. The adoption of such resolutions is evidenced by a copy of the minutes of the aforementioned meeting attached to this deed (Annex).

The Articles of Association of the Company were last amended by a deed, executed before a deputy of P.C. Cramer-de Jong, civil law notary in Amsterdam, the Netherlands, on the twenty-third day of May two thousand and twenty-four.

In implementing the aforementioned resolution, the Articles of Association of the Company are hereby amended as follows.

Amendment.

Articles 4.1 and 4.2 are amended and shall forthwith read as follows:

- “4.1 The Company’s authorised share capital amounts to twenty-one million six hundred thousand euro (EUR 21,600,000).
- 4.2 The authorised share capital is divided into:
- a. two hundred and seventy million (270,000,000) ordinary shares; and
 - b. two hundred and seventy million (270,000,000) preferred shares, each having a nominal value of four eurocents (EUR 0.04).”

Close.

The person appearing is known to me, civil law notary.

This deed was executed in Amsterdam, the Netherlands, on the date first above written. Before reading out, a concise summary and an explanation of the contents of this deed were given to the person appearing. The person appearing then declared that he had taken note of and agreed to the contents of this deed and did not want the complete deed to be read to him. Thereupon, after limited reading, this deed was signed by the person appearing and by me, civil law notary.

POWER OF ATTORNEY
 AGM PROQR THERAPEUTICS N.V.
 JUNE 2, 2026

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 Zemikedreef 9, 2333 CK Leiden, The Netherlands (“**ProQR**” or the “**Company**”), to represent the Grantor, as shareholder of **ProQR**, at the Annual General Meeting of Shareholders of ProQR to be held on June 2, 2026, at 15:00 hrs. (CEST) at the offices of Allen Overy Shearman Sterling 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, May 5, 2025, 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 2025

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

Agenda item 4 Release from liability of each member of the Board with respect to the performance of their duties during the financial year 2025

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

Agenda item 5a Board Composition - Appointment of Dr. Lykke Hinsch Gylvin as non-executive member of the Board

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

Agenda item 6 Appointment of KPMG Accountants N.V. as the Company's external auditor for the financial year 2027

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

Agenda item 7 Amendment of Articles of Association regarding increase of authorized capital

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

Agenda item 8 Authorization of the Board to issue ordinary shares

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

Agenda item 9 Authorization of the 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 _____, 2026.

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
