

**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 jeopardizing 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 THE ARTICLES OF ASSOCIATION**

*(Amsterdam Molecular Therapeutics (AMT) Holding N.V.)*

This [=] day of [=] two thousand eleven, there appeared before me Dominique François Margaretha Maria Zaman, civil law notary in Rotterdam, the Netherlands: [=].

The person appearing declared that on the [third day of May two thousand eleven] the general meeting of shareholders of **Amsterdam Molecular Therapeutics (AMT) Holding N.V.**, a public company under Dutch law ("naamloze vennootschap"), having its official seat in Amsterdam, the Netherlands and its office address at Meibergdreef 61, 1105 BA Amsterdam, the Netherlands (the "**Company**"), resolved to partially amend the Articles of Association of the Company, as well as to authorize the person appearing to have this deed executed. The adoption of such resolutions is evidenced by an extract of the minutes of the general meeting of shareholders attached to this deed (Annex).

The Articles of Association of the Company were last amended by a deed, executed on the twentieth-ninth day of September two thousand ten, before a deputy of D.F.M.M. Zaman, aforementioned, with respect to which a ministerial Statement of No Objections was granted on the twenty-third day of September two thousand ten, under number N.V. 618.996.

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

**Article 4, paragraph 1 and 2** are amended and shall read as follows:

"4.1 The authorized capital of the Company equals one million six hundred thousand euro (EUR 1,600,000).

4.2 The authorized capital is divided into forty million (40,000,000) Shares with a nominal value of four euro cents (EUR 0.04) each."

**Finally, the person appearing has declared that:**

- as per the execution of this deed of amendment of the Articles of Association, the issued capital of the Company equals [=] euro and [=] euro cents (EUR [=]), divided into [=] ([=]) shares with a nominal value of four euro cents (EUR 0.04) each; and
- the draft of the amendment of the Articles of Association of the Company as laid down in this notarial deed has been notified to the Netherlands Authority for the Financial Markets (*Autoriteit Financiële Markten*) and Euronext Amsterdam, in conformity with the provisions of article 5:25n of the Act on Financial Supervision (*Wet op het financieel toezicht*), as appears from two copies of e-mails, which have been attached to this deed (Annex).

**Statement of No Objections.**

With respect to the foregoing amendment of the Articles of Association, a ministerial Statement of No Objections of the Dutch Ministry of Justice was granted on the [=] day of [=] two thousand eleven, under number N.V. 618.996, which is evidenced by a written statement from the Dutch Ministry of Justice attached to this deed (Annex).

**End**

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

This deed was executed in Rotterdam, the Netherlands on the date stated in the first paragraph of this deed. The contents of the deed have been stated and clarified to the persons appearing. The person appearing has declared not to wish the deed to be fully read out, to have noted the contents of the deed timely before its execution and to agree with the contents. After limited reading, this deed was signed first by the persons appearing and thereafter by me, civil law notary.