



**Notice to Convene the Annual General Meeting of Shareholders  
of  
Amsterdam Molecular Therapeutics (AMT) Holding N.V.**

To be held at and organized by Amsterdam Molecular Therapeutics (AMT) Holding N.V., having its address at Meibergdreef 61, 1105 BA Amsterdam Zuidoost, the Netherlands (the "Company"), at 14.00 hrs on May 3, 2011 .

**AGENDA**

**Opening and Announcements**

1. Business presentation, including:
  - a. Annual report for 2010;
  - b. Application of the corporate governance code.
2. Adoption of the annual accounts 2010 (voting item).
3. Discharge members of the Management Board for their management in the financial year 2010 (voting item).
4. Discharge members of the Supervisory Board for their supervision of management in the financial year 2010 (voting item).
5. Appointment of Auditor (voting item).
6. Delegation to the Management Board of the authority to issue shares and exclude or limit pre-emptive rights (voting item).
7. Designation of the Management Board as the company body authorized to repurchase shares (voting item).
8. Amendment of the Articles of Association to authorize the increase of the authorized capital of the Company and to effect the amendment of the Articles of Association for such increase (voting item).
9. Any other business.

**Closing**

The explanatory notes to the agenda and other information are available for inspection as of the date hereof. These items can be obtained free of charge at the office address of the Company mentioned above and at the Company's website ([www.amtbiopharma.com](http://www.amtbiopharma.com)).

**Record Time and relevant register**

For this meeting, those entitled to vote and/or attend the meeting are those who:

- (i) on April 5, 2011, after processing of all debit entries and transfers, are registered in one of the designated (sub) registers (the "Record Time"). Designated as (sub)register for holders of shares traded through the administration/records of Euroclear Nederland ("Traded Shares") and other shares (Non-Traded Shares") are respectively the administration of the Intermediaries of Euroclear Nederland ("Intermediaries") and the registration in the shareholders' register of the Company, all as per the Record Time; and
- (ii) have duly registered for participation in the meeting.

**Participation in the shareholders meeting**

A shareholder holding Traded Shares and who chooses to participate in the meeting may apply via his bank in writing until 15.00 hrs on April 26, 2011, to Kempen & Co N.V., Beethovenstraat 300, 1077 WZ Amsterdam, The Netherlands at which application a confirmation must be submitted from the Intermediaries in whose administration that holder of shares is registered, that the shares concerned were registered in the name of that holder on the Record Time. The acknowledgement of receipt provided will be valid as an attendance card to the meeting. Kempen & Co N.V. shall arrange for deposit of these applications at the office address of the Company.



Shareholders holding Non-Traded Shares may apply to the Company (telefax number: +31 (0) 20 566 9272) in writing until 15.00 hrs on April 26, 2011, provided that the shares concerned were registered in the name of that holder on the Record Time.

**Proxy and Instruction to Vote**

A shareholder who chooses to have himself represented at the meeting by a third party must – in addition to the application requirements stated above – provide the Company with a proxy to that effect. For the granting of a proxy, shareholders are required to use a form, which can be obtained via Kempen & Co N.V., (telefax number: +31 (0)20 3489549 or e-mail address: [proxyvoting@kempen.nl](mailto:proxyvoting@kempen.nl)) or from the Company (telephone number: +31 (0)20 566 7394; telefax number: +31 (0)20 566 9272) and can also be downloaded from the Company's website ([www.amtbiopharma.com](http://www.amtbiopharma.com) – [Investors – Shareholder Information – Annual General Meeting 2011]). The completed form, duly completed by the shareholder, must have been received by Kempen & Co N.V or by the Company by 15.00 hrs April 29, 2011 ultimately. Receipt of proxy forms can be rejected after this time deadline.

Participation in the meeting can be made dependant on identification of the participants.

Amsterdam, the Netherlands, March 16, 2011

Amsterdam Molecular Therapeutics (AMT) Holding N.V.