



Agenda for the extraordinary general meeting of shareholders ("Extraordinary General Meeting") of Amsterdam Molecular Therapeutics (AMT) Holding N.V. ("AMT") to be held on Friday 30 March 2012 at 11:00 CET at Academisch Medisch Centrum, College Zaal 2, Meibergdreef 9, 1105 AZ Amsterdam, the Netherlands

AGENDA

1. Opening and announcements
2. To approve the disposal of AMT's business (i) to uniQure B.V. ("uniQure") or (ii) pursuant to an Alternative Offer, in each case in view of section 2:107(a) of the Dutch Civil Code and section 20.1 of AMT's articles of association (**voting item**)
3. To dissolve and liquidate AMT in accordance with section 47.1 of its articles of association with the members of the Executive Board becoming the liquidators of AMT's dissolved property, subject to and with effect from the completion of the disposal of AMT's business to uniQure referred to in agenda item 2 (if applicable) (**voting item**);
4. To approve the advance distribution(s) to be made by the liquidators, subject to and with effect from the completion of the disposal of AMT's business to uniQure referred to in agenda item 2 (if applicable) (**voting item**)
5. To approve AMT's delisting from NYSE Euronext in Amsterdam, subject to and with effect from the completion of the disposal of AMT's business to uniQure referred to in agenda item 2 (if applicable) (**voting item**)
6. To appoint Amsterdam Molecular Therapeutic (AMT) B.V. as the custodian (*bewaarder*) of AMT's books and records pursuant to section 2:24 of the Dutch Civil Code, subject to and with effect from the completion of the disposal of AMT's business to uniQure referred to in agenda item 2 (if applicable) (**voting item**)
7. To amend AMT's articles of association, increasing the authorised share capital from EUR 1,600,000, divided into 40,000,000 shares with a nominal value of EUR 0.04 each, to EUR 3,200,000, divided into 80,000,000 shares with a nominal value of EUR 0.04 each, and to authorise each member of the Executive Board severally, to have the notarial deed containing the proposed amendments to the articles of association executed should the proposed amendments to the articles of association, in the absolute discretion of the Executive Board, be implemented (**voting item**)
8. To discharge (*decharge verlenen aan*) (i) the members of the Supervisory Board and (ii) the members of the Executive Board (**voting item**)
9. To confirm in view of a (potential) conflict of interest between AMT and members of the Executive Board that the shareholders meeting shall not make an appointment as referred to in clause 19.3 of AMT's articles of association (**voting item**)

10. Any other business

11. Closing



Explanatory notes to the agenda of the extraordinary general meeting of shareholders ("Extraordinary General Meeting") of Amsterdam Molecular Therapeutics (AMT) Holding N.V. ("AMT") of Friday 30 March 2012

These explanatory notes and other information are available for inspection as of the date hereof. These items can be obtained free of charge at AMT's office address and at its website (www.amtbiopharma.com).

Re 2 – To approve the disposal of AMT's business to (i) uniQure or (ii) pursuant to an Alternative Offer, in each case in view of section 2:107(a) of the Dutch Civil Code and section 20.1 of AMT's articles of association

In view of section 2:107(a) of the Dutch Civil Code and section 20.1 of AMT's articles of association, the Executive Board and the Supervisory Board request the Extraordinary General Meeting to approve:

- (a) the disposal of AMT's entire business and all its historic, actual and future assets and liabilities to uniQure, or
- (b) the disposal of AMT's entire business and all its historic, actual and future assets and liabilities pursuant to an Alternative Offer.

Disposal to uniQure

The disposal of AMT's business to uniQure is an element of a more encompassing public-to-private and financing transaction (the "Transaction"), the terms and conditions and further details of which are set out in the Shareholders Circular that AMT has made generally available through its website (www.amtbiopharma.com) on the date of convocation of the Extraordinary General Meeting (the "Shareholders Circular").

Disposal pursuant to an Alternative Offer

If in the period starting on the date of the convocation of the Extraordinary General Meeting and ending on 14 March 2012 (such period the "Alternative Offer Period") AMT receives one or more written bona fide unconditional offers by any third party for AMT or its business or a significant part thereof that may be a realistic and credible alternative to the Transaction for AMT's shareholders and other stakeholders (each such offer an "Alternative Offer"), the Company will as soon as possible publicly announce that the Alternative Offer was made and the terms and conditions thereof (the "Alternative Offer Announcement").

If an Alternative Offer is made and announced by way of the Alternative Offer Announcement, the Extraordinary General Meeting shall be proposed to vote both on the disposal to uniQure, as well as on the Alternative Offer.

As further set out in the Shareholders Circular, if an Alternative Offer is in the reasonable opinion of the Special Committee acting in good faith better than the Transaction, the Special Committee may withdraw or amend its recommendation for the Transaction. If an

Alternative Offer is made, uniQure may in its sole discretion amend and improve the terms of its offer.

If the Extraordinary General Meeting disapproves the disposal to uniQure but approves the Alternative Offer, AMT shall pursue the Alternative Offer. If it approves the disposal to uniQure as well as the Alternative Offer, AMT shall pursue the transaction in favour of which the highest majority of the votes were cast.

Voting by proxy

A person that is entitled to vote at the Extraordinary General Meeting may choose to have himself represented at the meeting by a third party by means of a proxy to that effect. For the granting of a proxy, a form shall be made available from 15 March 2012, being the first business day following the lapse of the Alternative Offer Period, as further set out below under "Proxy and Instruction to Vote". The proxy shall include the possibility to give specific voting instructions on the proposal to dispose AMT's business to uniQure and any Alternative Offer that may have been made.

Section 2:108a of the Dutch Civil Code

The Extraordinary General Meeting also serves as the general meeting of shareholders that AMT is required to convene in view of its negative equity position pursuant to section 2:108a of the Dutch Civil Code. The Transaction is the measure that AMT proposes to be taken to address such equity position.

Re 3– To dissolve and liquidate AMT in accordance with section 47.1 of its articles of association with the members of the Executive Board becoming the liquidators of AMT's dissolved property, subject to and with effect from the completion of the disposal of AMT's business to uniQure referred to in agenda item 2 (if applicable)

It is proposed to the Extraordinary General Meeting to resolve to dissolve and liquidate AMT, subject to and with effect from the completion of the disposal of AMT's business to uniQure. The Shareholder Circular sets out the background to and further details of the dissolution and liquidation of AMT (in the Shareholders Circular referred to as the "Dissolution").

As the proposed resolution is subject to the subject to the disposal of the business to uniQure, it shall be without effect if as a result of the outcome of the voting on agenda item 2 AMT shall pursue an Alternative Offer instead of a disposal to uniQure.

Re 4– To approve the advance distribution(s) to be made by the liquidators, subject to and with effect from the completion of the disposal of AMT's business to uniQure referred to in agenda item 2 (if applicable)

It is proposed to the Extraordinary General Meeting to approve the advance liquidation distribution(s) to be made by the liquidators to all shareholders of AMT within the meaning of section 2:23b of the Dutch Civil Code, subject to and with effect from the completion of the disposal of AMT's business to uniQure. The Shareholder Circular sets out the background to and further details of the advance liquidation distribution(s) (in the Shareholders Circular referred to as the "Advance Distribution").

As the proposed resolution is subject to the subject to the disposal of the business to uniQure, it shall be without effect if as a result of the outcome of the voting on agenda item 2 AMT shall pursue an Alternative Offer instead of a disposal to uniQure.

Re 5– To approve AMT's delisting from NYSE Euronext in Amsterdam, subject to and with effect from the completion of the disposal of AMT's business to uniQure referred to in agenda item 2 (if applicable)

When the liquidation ends AMT shall cease to exist. This shall effectively also result in AMT's delisting, to the extent the delisting cannot be achieved at an earlier date in consultation with Euronext Amsterdam and subject to such conditions as Euronext Amsterdam may propose.

It is proposed to the Extraordinary General Meeting to approve AMT's delisting from NYSE Euronext in Amsterdam, subject to and with effect from the completion of the disposal of AMT's business to uniQure. The Shareholder Circular sets out the background to and further details of delisting (in the Shareholders Circular referred to as the "Delisting").

As the proposed resolution is subject to the subject to the disposal of the business to uniQure, it shall be without effect if as a result of the outcome of the voting on agenda item 2 AMT shall pursue an Alternative Offer instead of a disposal to uniQure.

Re 6– To appoint Amterdam Molecular Therapeutics (AMT) B.V. as the custodian (*bewaarder*) of AMT's books and records pursuant to section 2:24 of the Dutch Civil Code, subject to and with effect from the completion of the disposal of AMT's business to uniQure referred to in agenda item 2 (if applicable)

It is proposed to appoint Amterdam Molecular Therapeutic (AMT) B.V. as custodian (*bewaarder*) of the books, records and other data carriers of AMT, subject to and with effect from the completion of the disposal of AMT's business to uniQure.

As the proposed resolution is subject to the subject to the disposal of the business to uniQure, it shall be without effect if as a result of the outcome of the voting on agenda item 2 AMT shall pursue an Alternative Offer instead of a disposal to uniQure.

Re 7- To amend AMT's articles of association, increasing the authorised share capital from EUR 1,600,000, divided into 40,000,000 shares with a nominal value of EUR 0.04 each, to EUR 3,200,000, divided into 80,000,000 shares with a nominal value of EUR 0.04 each, and to authorise each member of the Executive Board severally, to have the notarial deed containing the proposed amendments to the articles of association executed should the proposed amendments to the articles of association, in the absolute discretion of the Executive Board, be implemented

It is proposed to the Extraordinary General Meeting to amend AMT's articles of association, increasing the authorised share capital from EUR 1,600,000, divided into 40,000,000 shares with a nominal value of EUR 0.04 each to EUR 3,200,000, divided into 80,000,000 shares with a nominal value of EUR 0.04 each, and to authorise each member of the Executive Board severally, to have the notarial deed containing the proposed amendments to the articles of association executed should the proposed amendments to the articles of association, in the absolute discretion of the Executive Board, be implemented.

This increase in AMT's authorised capital is proposed as a precautionary measure, specifically in the situation where neither the Transaction nor an Alternative Offer (if applicable) is approved by the Extraordinary Meeting which is likely to require AMT to seek (interim) funding by means of an equity raising.

As a consequence of this being a precautionary measure, the authorisation to each member of the Executive Board severally, to have the notarial deed containing the proposed amendments to the articles of association executed does not contain or imply the obligation to have the notarial deed containing the proposed amendments to the

articles of association executed, as the implementation thereof as well as the timing thereof, is at the absolute discretion of the Executive Board.

Currently article 4.1 and 4.2 of AMT's articles of association read as follows:

In Dutch:

"Artikel 4. Maatschappelijk kapitaal.

4.1 Het maatschappelijk kapitaal bedraagt één miljoen zeshonderdduizend euro (EUR 1.600.000).

4.2 Het maatschappelijk kapitaal is verdeeld in veertig miljoen (40.000.000) aandelen met een nominaal bedrag van vier euro cent (EUR 0,04) elk."

In English:

"Article 4.

"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."

It is proposed to amend article 4.1 and 4.2 as follows:

In Dutch:

"Artikel 4. Maatschappelijk kapitaal.

4.1 Het maatschappelijk kapitaal bedraagt drie miljoen tweehonderdduizend euro (EUR 3.200.000).

4.2 Het maatschappelijk kapitaal is verdeeld in tachtig miljoen (80.000.000) aandelen met een nominaal bedrag van vier euro cent (EUR 0,04) elk."

In English:

"Article 4.

"4.1 The authorized capital of the Company equals three million two hundred thousand euro (EUR 3,200,000).

4.2 The authorized capital is divided into eighty million (80,000,000) Shares with a nominal value of four euro cents (EUR 0.04) each."

In relation to the proposed amendment of the articles of association please note that on 3 May 2011, the General Meeting of Shareholders appointed the Executive Board, subject to approval by the Supervisory Board, as the corporate body authorized to issue shares, and exclude and/or limit pre-emptive rights in relation to any such issue or grant. This authority was granted to the Executive Board for a period ending 3 November 2012. The proposed increase of the number of shares in the authorized capital of AMT will consequently also increase the potential number of shares to be issued or granted rights for by the Executive Board under its aforementioned delegation of authority.

Re 8– To discharge (*decharge verlenen aan*) the members of the Supervisory Board and the members of the Executive Board

It is proposed to the Extraordinary General Meeting (i) to discharge the members of the Executive Board from any liability for their management during the period from 1 January 2011 up to and including the date of the Extraordinary General Meeting, to be held on 30 March 2012, and (i) to discharge the members of the Supervisory Board for their supervision during this period.

Re 9– To confirm in view of a (potential) conflict of interest between AMT and members of the Executive Board that the shareholders meeting shall not make an appointment as referred to in clause 19.3 of AMT's articles of association

It is proposed to the Extraordinary General Meeting to confirm that it shall not make an appointment as referred to in clause 19.3 of AMT's articles of association to the extent and insofar in relation to the Transaction or an Alternative Offer a conflict of interest exists between AMT and members of the Executive Board within the meaning of section 2:146 of the Dutch Civil Code. The Shareholder Circular sets out more information on the conflict of interest considerations concerning the Transaction.

Record Time and relevant register

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

(i) on 2 March 2012, 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 AMT, all as per the Record Time; and

(ii) have duly registered for participation in the Extraordinary General Meeting.

Participation in the shareholders meeting

A shareholder holding Traded Shares and who chooses to participate in the Extraordinary General Meeting may apply via his bank in writing until 15:00 CET on 27 March 2012, 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 AMT's office address.

Shareholders holding Non-Traded Shares may apply to AMT (telefax number: +31 (0)20 5669272) in writing until 15:00 CET on 27 March 2012, 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 Extraordinary General Meeting by a third party must – in addition to the application requirements stated above – provide AMT with a proxy to that effect. For the granting of a proxy, shareholders are required to use a form, which can be obtained from 15 March 2012 via Kempen & Co N.V., (telefax number: +31 (0)20 3489549 or e-mail address: proxyvoting@kempen.nl) or from AMT (telephone number: +31 (0)20 5667394; telefax number: +31 (0)20 5669272)

and can then also be downloaded from AMT's website ([www. www.amtbiopharma.com](http://www.amtbiopharma.com)). The completed form, duly completed by the shareholder, must have been received by Kempen & Co N.V or by AMT by 15:00 CET on 27 March 2012 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.

On the date of the notice for this meeting, AMT had 31,101,065 shares issued, each representing one vote.

Amsterdam, the Netherlands, 17 February 2012

Amsterdam Molecular Therapeutics (AMT) Holding N.V.