



Notice to convene 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

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 Company's office address, at Meibergdreef 61, 1105 BA Amsterdam Zuidoost, the Netherlands and at the Company's website (www.amtbiopharma.com).

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.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.