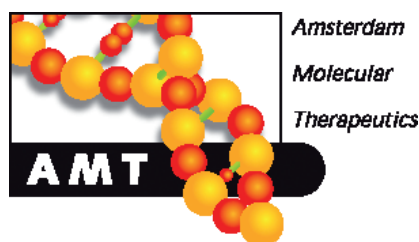


**SUPPLEMENT  
TO  
THE PROSPECTUS FOR THE OFFERING OF UP TO 5,000,000 NEW ORDINARY SHARES  
DATED JUNE 6, 2007**



**AMSTERDAM MOLECULAR THERAPEUTICS (AMT) HOLDING N.V.**

*(a public company with limited liability incorporated under the laws of the Netherlands,  
with its corporate seat in Amsterdam, the Netherlands)*

This document (the “Supplement”) relates to the prospectus dated June 6, 2007 for the offering of up to 5,000,000 new ordinary shares in the capital of Amsterdam Molecular Therapeutics (AMT) Holding N.V. (the “Company” and also referred to in this Supplement as “we”, “our” and “us”) as submitted by us to, and as approved by, the Netherlands Authority for the Financial Markets (*Stichting Autoriteit Financiële Markten*, the “AFM”) on June 5, 2007 (the “Prospectus” and collectively with this Supplement, the “Supplemented Prospectus”).

This Supplement is supplemental to, forms part of and should be read in conjunction with the Prospectus and supersedes and amends the Prospectus. If no amendments to the Prospectus are indicated herein, the relevant information in the Prospectus continues to be in accordance with the facts and does not omit anything likely to affect the import of such information. In cases of any inconsistencies between this Supplement and the Prospectus, the Supplement shall prevail. Terms defined in the Prospectus shall have the same meaning in this Supplement, unless explicitly specified otherwise.

This Supplement constitutes a supplement to a prospectus for the purposes of Article 16 of Directive 2003/71/EC (the “Prospectus Directive”) and has been prepared in accordance with Article 5:23 of the Financial Supervision Act (*Wet op het financieel toezicht*, the “Financial Supervision Act”) and the rules promulgated thereunder. This Supplement has been approved by and filed with the AFM as a supplemental prospectus issued in compliance with the Prospectus Directive, Commission Regulation EC No. 809/2004 and the Financial Supervision Act.

Each investor that has concluded an agreement on the purchase or the acquisition of Offer Shares or has made an offer aimed at the conclusion of an agreement on the purchase or acquisition of Offer Shares, shall have the right to rescind (*ontbinden*) such agreement or to withdraw (*herroepen*) such offer, within two working days after publication of this Supplement. Consequently, investors that have subscribed for Offer Shares are entitled to withdraw their subscription until and including June 12, 2007, 16:00 hours CET.

*Joint Global Coordinators and Joint Bookrunners*

**ABN AMRO Rothschild**

**Kempen & Co**

This Supplement is dated June 8, 2007.

## IMPORTANT INFORMATION

The Company, with its corporate seat in Amsterdam, accepts responsibility for the information contained in the Supplemented Prospectus. Having taken all reasonable care to ensure that such is the case, the Company further declares that the information contained in the Supplemented Prospectus is, to the best of its knowledge, in accordance with the facts and contains no omission likely to affect its import. No representation or warranty, express or implied, is made by any Manager as to the accuracy or completeness of information contained in the Supplemented Prospectus.

The Supplemented Prospectus does not constitute an offer to sell, or a solicitation of an offer to buy, any Shares offered hereby by any person in any jurisdiction in which it is unlawful for such person to make such an offer or solicitation. No person is or has been authorized to give any information or to make any representation in connection with the Offering contained in the Supplemented Prospectus or the Shares and, if given or made, such information or representation must not be relied upon as having been authorized by us or the Managers. Pursuant to Article 5:23 of the Financial Supervision Act, we are obliged to publish a supplement to the Prospectus in the event of a significant new development, material mistake or inaccuracy with respect to the information contained in the Prospectus which is capable of affecting the assessment of the Offer Shares and which arises or is noticed between the date of the Prospectus and the Settlement Date. Without prejudice to this obligation, neither the delivery of the Supplemented Prospectus nor any sale made hereunder shall, under any circumstances, imply that the information herein is correct as of any time subsequent to the date hereof or that there has been no change in our affairs since such date. Nothing contained in the Supplemented Prospectus is, or shall be relied upon as, a promise or representation by us or any Manager as to the future.

The distribution of the Supplemented Prospectus and the Offering is restricted by law in certain jurisdictions, and the Supplemented Prospectus may not be used in connection with any offer or solicitation in any such jurisdiction or to any person to whom it is unlawful to make such offer or solicitation. Other than in the Netherlands, no action has been or will be taken in any jurisdiction by us or the Managers that would permit a public offering of the Shares or possession or distribution of the Supplemented Prospectus in any jurisdiction where action for that purpose would be required. The Supplemented Prospectus may not be used for, or in connection with, any offer to, or solicitation by, anyone in any jurisdiction in which it is unlawful to make such an offer or solicitation. Persons into whose possession the Supplemented Prospectus may come are required by us and the Managers to inform themselves about and to observe these restrictions. Neither we nor any of the Managers accept any responsibility for any violation by any person, whether or not such person is a prospective purchaser of our Shares, of any of these restrictions.

Each person receiving the Supplemented Prospectus acknowledges that (i) such person has not relied on the Managers or any person affiliated with the Managers in connection with any investigation of the accuracy of such information or its investment decision, (ii) no person has been authorized to give any information or to make any representation concerning us or the Shares (other than as contained herein and information given by our duly authorized officers and employees in connection with investors' examination of us and the terms of the Offering) and, if given or made, any such other information or representation should not be relied upon as having been authorized by us or the Managers and (iii) each of the Managers is acting exclusively for the Company, and no one else, in connection with the Offering. None of the Managers will regard any other person (whether or not a recipient of the Supplemented Prospectus) as their client in relation to the Offering and none of them will be responsible to anyone other than the Company for providing the protections afforded to their respective clients nor for the giving of advice in relation to the Offering, the contents of the Supplemented Prospectus or any transaction or arrangement or other matter referred to in the Supplemented Prospectus.

In making an investment decision, investors must rely on their own examination of the Company and the terms of the Offering, including the merits and risks involved.

## AMENDMENTS TO THE PROSPECTUS

Throughout this Supplement, text and numbers which have been added to the Prospectus are underlined, and text and numbers which have been removed from the Prospectus are shown with a strikethrough of such text and numbers.

The Prospectus is hereby amended as follows:

### 1. Closing of the Subscription Period

- The first sentence under the definition of “Offer Price Range” on the cover page is hereby amended as follows:

The Subscription Period (as defined herein) will be the period commencing on June 6, 2007 and ending on June 19, 2007 at ~~17:00~~ 16:00 hours CET, subject to acceleration or extension of the timetable for the Offering.

- The first sentence of Chapter 1 “Summary – The Offering – Subscription Period” is hereby amended as follows:

The period commencing on June 6, 2007 and ending on June 19, 2007 at ~~17:00~~ 16:00 hours CET.

- The second line item of the timetable set forth in Chapter 16 “The Offering – Timetable” is hereby amended as follows:

End of Subscription Period	June 19, 2007 <del>17:00</del> <u>16:00</u> (Amsterdam time)
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- The first sentence of Chapter 16 “The Offering – Subscription” is hereby amended as follows:

The Subscription Period for prospective investors is expected to begin on June 6, 2007 and end on June 19, 2007 at ~~17:00~~ 16:00 Amsterdam time, subject to acceleration or extension of the timetable for the Offering.

### 2. Share Ownership

The first sentence of Chapter 1 “Summary – The Offering – Share Ownership” is hereby amended as follows:

Immediately after completion of the Offering, assuming (i) the maximum number of Offer Shares being issued and (ii) no exercise of the Over-Allotment Option, we expect approximately ~~56.5%~~ 61.3% of our shares will be owned by Advent Venture Partners, Forbion Capital Partners, Gilde Healthcare Partners, Essential Medical Treatments AG, Crédit Agricole Private Equity and Amsterdam Medical Center (the “Major Shareholders”), excluding any Shares acquired by the Major Shareholders in the Offering.

### 3. Capitalization and Indebtedness

Chapter 6 “Capitalization and Indebtedness” is hereby amended as follows:

The table below sets forth our unaudited consolidated cash and cash equivalents, capitalization and indebtedness as of April 30, 2007 on an actual basis and on a pro forma basis, as adjusted to reflect our receipt of the Expected Net Proceeds from the issue of the Offer Shares in the Offering and after giving effect to the Capital Restructuring pursuant to which our preference shares will be converted into the same number of ordinary shares on or prior to the Settlement Date with a nominal value of €0.04 per share (see Chapter 13 “Description of Share Capital and Corporate Governance – Share Capital – Authorized and Issued Share Capital”).

		April 30, 2007	
		Actual unaudited	Pro forma as adjusted unaudited
		(€ in thousands)	
<b>Cash and equivalents</b>		€10,367	€51,930
			<u>278</u>
Share capital – ordinary shares	78		<u>548</u>
Share capital – preference shares	270		-
			<u>62,595</u>
Share premium	17,795		<u>75,401</u>
			<u>(25,210)</u>
Retained earnings <sup>3</sup>	(25,210)		<u>(26,105)</u>
Other reserves	233		233
			<u>37,896</u>
<b>Total equity</b>	(6,834)		<u>50,077</u>
Current liabilities	2,701		2,701
			<u>2,484</u>
Non-current liabilities <sup>1,3</sup>	18,724		<u>3,376</u>
			<u>5,182</u>
<b>Total indebtedness<sup>2</sup></b>	21,425		<u>6,077</u>
		<u>€(28,259)</u>	<u>€32,714</u>
<b>Total capitalization</b>		€14,591	€56,154

1. Included in the non-current liabilities is €16,243,000 of liabilities to preference shareholders that will be classified as equity upon consummation of the Offering (see also Chapter 8 “Operating and Financial Review – Critical Accounting Policies and Estimates – Financial Instruments – Preference Shares”).

2. None of the liabilities have been guaranteed or secured. If the Offering constitutes a Qualified IPO, we will repay a shareholder loan from BDDA, a 100% subsidiary of the AMC, amounting to approximately €1,597,000 per April 30, 2007, including accrued interest (see Chapter 12 “Related Party Transactions – Transactions – BDDA”).

3. Included in retained earnings is a decrease of €895,000 reflecting the additional option liability (which is recorded under non-current liabilities) upon consummation of the Offering.

The financial data set forth above are extracted from our internal unaudited monthly management reports. You should read this table together with our consolidated financial statements and the related notes thereto, as well as the information in Chapter 8 “Operating and Financial Review” appearing elsewhere in this Prospectus. The table above is prepared for illustrative purposes only and, because of its nature, may not give a true picture of our financial condition following the Offering. For a summary of our principal contractual obligations and commercial commitments over the next four years, see Chapter 8 “Operating and Financial Review – Contractual Obligations”.

As of April 30, 2007, our net asset value per share was ~~€0.79~~ (€0.79) (unaudited) on an undiluted basis.

As of April 30, 2007, our authorized capital amounted to €627,000 and was divided into 5,675,000 ordinary shares and 10,000,000 preference shares, all with a nominal value of €0.04 each.

#### **4. Auditors' Report (F-Pages)**

The annex hereto replaces the Auditors' report included in Chapter 22 "Index to Financial Statements – Auditors' Report".

#### **5. Typographical Errors**

- The second sentence of the fourth risk factor set forth in Chapter 2 "Risk Factors – Risks Related to the Offering" is hereby amended as follows:

The remaining ~~8,930,493~~ 8,930,493 shares representing 64.1% (or 60.8% if the Over-Allotment Option is exercised in full by the Managers) and excluding any Shares acquired by the Major Shareholders in the Offering, are held by our existing shareholders.

- The fifth sentence of Chapter 10 "Management and Employees – Pension Plan" is hereby amended as follows:

Except for an employee contribution of ~~6.1%~~ 6.1% of the pensionable salary, the costs of this pension scheme are for the account of the Company.

- The first sentence of Chapter 12 "Related Party Transactions – Receivables" is hereby amended as follows:

As of December 31, 2006 the amount receivable from AVP amounted to ~~€438,111~~ €438,111.



To the General Meeting of Shareholders of  
Amsterdam Molecular Therapeutics (AMT) B.V.

**PricewaterhouseCoopers  
Accountants N.V.**  
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1066 JR Amsterdam  
P.O. Box 90357  
1006 BJ Amsterdam  
The Netherlands  
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Facsimile +31 (20) 568 68 88  
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## Auditor's report

We have audited the accompanying consolidated and company-only financial statements 2004, 2005 and 2006 for the purpose of this public offering of Amsterdam Molecular Therapeutics (AMT) B.V., Amsterdam as set out on pages F-2 to F-37 of this prospectus which comprise the consolidated and company balance sheet as at 31 December 2004, 2005 and 2006, the related income statements, statements of changes in equity and cash flow statements for the years then ended and a summary of significant accounting policies and other explanatory notes (further: financial statements).

### *The management board's responsibility*

The management board of the company is responsible for the preparation and fair presentation of the financial statements in accordance with International Financial Reporting Standards as adopted by the European Union and with Part 9 of Book 2 of the Netherlands Civil Code. This responsibility includes: designing, implementing and maintaining internal control relevant to the preparation and fair presentation of the financial statements that are free from material misstatement, whether due to fraud or error; selecting and applying appropriate accounting policies; and making accounting estimates that are reasonable in the circumstances.

### *Auditor's responsibility*

Our responsibility is to express an opinion on the financial statements based on our audit. We conducted our audit in accordance with Dutch law. This law requires that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the company's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the company's internal control. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of accounting estimates made by the management board, as well as evaluating the overall presentation of the financial statements.

PricewaterhouseCoopers is the trade name of among others the following companies: PricewaterhouseCoopers Accountants N.V. (Chamber of Commerce 34180285), PricewaterhouseCoopers Belastingadviseurs N.V. (Chamber of Commerce 34180284), PricewaterhouseCoopers Advisory N.V. (Chamber of Commerce 34180287) and PricewaterhouseCoopers B.V. (Chamber of Commerce 34180289). The services rendered by these companies are governed by General Terms & Conditions, which include provisions regarding our liability. These General Terms & Conditions are filed with the Amsterdam Chamber of Commerce and can also be viewed at [www.pwc.com/nl](http://www.pwc.com/nl)

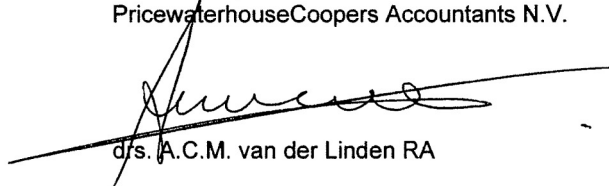


We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

*Opinion*

In our opinion, the financial statements give a true and fair view of the financial position of Amsterdam Molecular Therapeutics (AMT) B.V. as at 31 December 2004, 2005 and 2006 and of its results and its cash flows for the years then ended in accordance with International Financial Reporting Standards as adopted by the European Union and with Part 9 of Book 2 of the Netherlands Civil Code.

Amsterdam, 6 June 2007  
PricewaterhouseCoopers Accountants N.V.



drs. A.C.M. van der Linden RA