



**Agenda for the Extraordinary General Meeting (“EGM”) of uniQure N.V. (“uniQure” or the “Company”) to be held on 14 September 2017 at 9:30 am CEST, at Paasheuvelweg 25a, 1105 BP in Amsterdam, the Netherlands.**

#### **AGENDA**

1. Opening and announcements
2. Board appointments:
  - a) appointment of Mr. Madhavan Balachandran as non-executive director (**voting item**)
  - b) appointment of Mr. Jeremy P. Springhorn as non-executive director (**voting item**)
3. Any other business
4. Closing of the meeting

**Explanatory notes to the agenda for the Extraordinary General Meeting of Shareholders (“EGM”) of uniQure N.V. (“uniQure” or the “Company”) to be held on 14 September 2017 at 9:30 am CEST, at Paasheuvelweg 25a, 1105 BP Amsterdam, the Netherlands.**

These explanatory notes 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 and are also available at <http://www.edocumentview.com/QUIRE>.

#### **AGENDA ITEM I—OPENING AND ANNOUNCEMENTS**

The Chairman will open the Extraordinary Meeting and make any announcements.

#### **AGENDA ITEMS II and III**

##### **VOTING PROPOSALS NO. 1 AND NO. 2— BOARD APPOINTMENTS**

The Board is responsible for establishing broad corporate policies and monitoring the overall performance of the Company. It selects the Company’s senior management, delegates authority for the conduct of the Company’s day-to-day operations to those senior managers, and monitors their performance. Members of the Board are kept informed of the Company’s business by, among other things, participating in Board and Committee meetings and by reviewing analyses and reports provided to them.

The Board is currently made up of seven directors. The term of office of two non-executive directors, Philip Astley-Sparke and Will Lewis, is scheduled to expire on the date of the 2018 annual meeting (the “2018 Annual Meeting”); the term of office of one executive director, Matthew Kapusta, is scheduled to expire on the date of the 2019 annual meeting (the “2019 Annual Meeting”); the term of office of three non-executive directors, Jack Kaye, David Schaffer, and Sander van Deventer, is scheduled to expire on the date of the 2020 annual meeting (the “2020 Annual Meeting”); and the term of office of one non-executive director, Paula Soteropoulos, is scheduled to expire on the date of the 2021 annual meeting (the “2021 Annual Meeting”). All directors will hold office for a maximum term of four years, or until their earlier death, resignation, removal or disqualification. Our Articles of Association do not require the terms of the directors be staggered.

Mr. Lewis previously informed the Board that he anticipated that he would not be able to remain on the Board in the long term due to his other business commitments, and that if one or more additional nominees were identified by the Board for election, he would resign before the end of his term. Mr. Lewis has notified the Board that he will resign his position on the Board upon the election of one or both of the nominees at the Extraordinary Meeting.

Dr. Sander van Deventer and Mr. Kapusta have agreed that he can best use his knowledge and experience to contribute to the Company by working as the Company’s chief scientific officer and resigning his position on the Board. The Board unanimously approved these changes, and as of August 7, 2017, Dr. van Deventer was appointed as the Company’s chief scientific officer. Dr. van Deventer has notified the Board that he will resign his position on the Board upon the election of one or both of the nominees at the Extraordinary Meeting.

**The Board of Directors recommends a vote “FOR” the election of each of the nominees listed below.**

The names and ages as of the Record Date of the individuals who are our nominees for election as non-executive directors are:

Name	Age
Jeremy P. Springhorn, Ph.D.	55
Madhavan Balachandran	66

**JEREMY P. SPRINGHORN, PH.D.** Dr. Springhorn most recently served as Partner, Corporate Development at Flagship Pioneering from March 2015 until June 2017 where he worked with VentureLabs (in helping companies in various strategic and corporate development capacities and in creating next generation startups) and Flagship’s Corporate Partners. Prior to joining Flagship, Dr. Springhorn was one of the original scientists at Alexion Pharmaceuticals, where he played an integral role in its antibody engineering capabilities and was one of the original inventors of the drug Soliris. At Alexion Pharmaceuticals, Dr. Springhorn was Vice President of Corporate Strategy and Business Development from 2009 until March 2015 and head of global business development and corporate strategy from December 2006 until 2009. In 2006, Dr. Springhorn moved from research to business development, leveraging much of his drug development experience into the review of opportunities for ultra-orphan diseases. Along with building business development for Alexion, Dr. Springhorn also served as Head of Corporate Strategy as Alexion transitioned from a development firm to a global commercial stage company. Prior to 1992, Dr. Springhorn received his Ph.D. from Louisiana State University Medical Center in New Orleans and did his postdoctoral training at the Brigham and Woman’s Hospital in Boston. Dr Springhorn currently serves on the Board of Overseers for Colby College and served as a member of the scientific advisory board to Arradial Inc. as well as on the Greater New Haven Chapter of the Juvenile Diabetes Research Foundation.

The Nominating and Corporate Governance Committee has recommended the appointment of Dr. Springhorn and the committee and Board believe that Dr. Springhorn would make a suitable board member because of his knowledge of the life sciences (including drug development) and of business development.

**MADHAVAN BALACHANDRAN.** Mr. Balachandran has been a director of Catalent (NYSE: CTLT) since May 2017. Mr. Balachandran was Executive Vice President, Operations of Amgen Inc., a global biotechnology company, from August 2012 until July 2016 and retired as an Executive Vice President in January 2017. Mr. Balachandran joined Amgen in 1997 as Associate Director, Engineering. He became Director, Engineering in 1998, and, from 1999 to 2001, he held the position of Senior Director, Engineering and Operations Services before moving to the position of Vice President, Information Systems from 2001 to 2002. Thereafter, Mr. Balachandran was Vice President, Puerto Rico Operations from May 2002 to February 2007. From February 2007 to October 2007, Mr. Balachandran was Vice President, Site Operations, and from October 2007 to August 2012, he held the position of Senior Vice President, Manufacturing. Prior to his tenure at Amgen, Mr. Balachandran held leadership positions at Copley Pharmaceuticals, now a part of Teva Pharmaceuticals Industries Ltd., and Burroughs Wellcome Company, a predecessor through mergers of GlaxoSmithKline plc. Mr. Balachandran holds a Master of Science degree in Chemical Engineering from The State University of New York at Buffalo and an MBA from East Carolina University.

The Nominating and Corporate Governance Committee has recommended the appointment of Mr. Balachandran and the committee and Board believe that Mr. Balachandran would make a suitable board member because his knowledge of the industry and of the operations of life sciences companies.

Neither Dr. Springhorn nor Mr. Balachandran has previously served as a director or executive officer of the Company.

If elected, the term of office for Dr. Springhorn will expire on the date of the 2020 annual general meeting of shareholders and the term of office for Mr. Balachandran will expire on the date of the 2020 annual general meeting of shareholders.

Based upon information requested from and provided by each nominee for director concerning their background, employment and affiliations, including family relationships, our Board has determined that each of Dr. Springhorn and Mr. Balachandran has no relationship that would interfere with the exercise of independent judgment in carrying out the responsibilities of a director and is independent within the meaning of the director independence standards of the Nasdaq rules and the SEC.

If the Extraordinary Meeting approves the appointment of Dr. Springhorn to the Board, the Board plans to appoint him to the Audit Committee and Nominating and Corporate Governance Committee. If the Extraordinary Meetings approves the appointment of Mr. Balachandran to the Board, the Board plans to appoint him to the Compensation Committee.

There are no arrangements or understandings between the nominees, directors or executive officers and any other person pursuant to which our nominees, directors or executive officers have been selected for their respective positions.

The Ordinary Shares held by each of Dr. Springhorn and Mr. Balachandran are included in *“Security Ownership of Certain Beneficial Owners and Management.”*

## **VOTE REQUIRED**

All resolutions shall be adopted by at least a simple majority of the votes cast at the Extraordinary Meeting where more than one third of the issued share capital is represented. Each Ordinary Share confers the right to cast one vote at the Extraordinary Meeting. Blanc votes and invalid votes shall be regarded as not having been cast. Each proposed non-executive director appointment is considered a separate voting item under Dutch law.

**THE BOARD UNANIMOUSLY RECOMMENDS THAT YOU VOTE “FOR” EACH OF THESE NOMINEES FOR DIRECTOR.**

**AGENDA ITEM IV—ANY OTHER BUSINESS**

The Extraordinary Meeting will review and discuss any other business properly brought to its attention.

**AGENDA ITEM V—CLOSING OF THE MEETING**

The Chairman will adjourn the meeting.

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