

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

AGENDA

1. Opening and announcements
2. Report on the financial year 2016 (**discussion item**)
3. Explanation of the application of the remuneration policy (**discussion item**)
4. Adoption of the 2016 annual accounts and treatment of the results (**voting item**)
5. Discharge of the members of the Board of Directors (**voting item**)
6. Board appointments:
 - a) appointment of Ms. P. Soteropoulos as non-executive director (**voting item**)
 - b) appointment of Mr. W. Lewis as non-executive director (**voting item**)
7. Renew the designation of the Board as the competent body to issue ordinary shares and options and to limit or exclude preemptive rights (**voting item**)
8. Reauthorize the Board to repurchase ordinary shares (**voting item**)
9. Reappointment of PricewaterhouseCoopers Accountants N.V. as external auditors of the Company for the financial year 2017 (**voting item**)
10. Amendment of the Articles of Association (**voting item**)
11. Any other business
12. Closing of the meeting

Annexes to this agenda

Annex I Explanatory Notes to the agenda

Annex II Triptych containing the proposed amendment of the Articles of Association

Annex I

Explanatory notes to the agenda for the Annual General Meeting of Shareholders (“AGM”) of uniQure N.V. (“uniQure” or the “Company”) to be held on 14 June 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 the Company’s website: www.uniquire.com.

Agenda item 2: Report on the financial year 2016

This item will be discussed.

Under this agenda item, the Board will discuss the business and results of operations as contained in the statutory annual report on the financial year 2016 (the “2016 Annual Report”). In accordance with the Dutch Corporate Governance Code, the contents of the corporate governance chapter in the 2016 Annual Report, including the Company’s compliance with the Dutch Corporate Governance Code, will also be discussed.

Agenda item 3: Explanation of the application of the remuneration policy

This item will be discussed.

Under this agenda item and in accordance with the Dutch Civil Code, an explanation will be provided on how the remuneration policy for the Board has been applied in 2016. Relevant information on the remuneration of the members of the Board is included in the 2016 Annual Report beginning on page 39.

Agenda item 4: Adoption of the 2016 annual accounts and treatment of the results

This item will be voted on.

It is proposed to the General Meeting to adopt the annual accounts for the financial year 2016. This includes charging the loss incurred in 2016 to the general reserve of the Company. The annual accounts were prepared by the Board and audited and provided with an unqualified auditor’s report by PricewaterhouseCoopers Accountants N.V., the Company’s external auditor (page 95 of the 2016 Annual Report). The 2016 Annual Report, including the annual accounts, will be available for inspection by shareholders of the Company at the Company’s offices at Paasheuvelweg 25a, 1105 BP Amsterdam, the Netherlands. The 2016 Annual Report has also been made available at the Company’s website: www.uniquire.com at the time notice of this meeting was given.

Agenda items 5: Discharge of the members of the Board of Directors

These items will be voted on.

It is proposed to grant discharge of liability to the members of the Board of Directors for the management and conducted policy during the 2016 financial year insofar as the exercise of such duties is reflected in the 2016 Annual Report or otherwise disclosed to the General Meeting.

Agenda item 6a: appointment of Ms. P. Soteropoulos as non-executive director

This item will be voted on.

It is proposed to appoint Ms. Paula Soteropoulos as non-executive director of the Board of Directors effective as of the close of this AGM for a term ending at the end of the annual General Meeting in 2021.

Summary Curriculum Vitae of Ms. P. Soteropoulos

Ms. Soteropoulos was born in 1967 and has American nationality.

Current position:

Ms. Soteropoulos is President and Chief Executive Officer of Akcea Therapeutics, a position she has held since January 2015. Ms. Soteropoulos has served as member of the Supervisory Board of the Company since 2013 and as non-executive director of the Board of Directors since change of the Company's governance structure from a two-tier structure (Management Board under the supervision of the Supervisory Board) to a one-tier board structure (a Board consisting of one or more executive directors and two or more non-executive directors) effective as of the Annual General Meeting of June 2016.

Previous positions:

Ms. Soteropoulos has served as Senior Vice President and General Manager, Cardiometabolic Business and Strategic Alliances worked at Moderna Therapeutics Inc. from July 2013 to December 2014. Prior to this Ms. Soteropoulos worked Genzyme Corporation, a biotechnology company, from 1992 to 2013, most recently as Vice President and General Manager, Cardiovascular, Rare Diseases.

Shares in the Company:

Ms. Soteropoulos holds options to purchase 15,000 ordinary shares in the capital of the Company as has been granted 5,000 Restricted Share Units as of March 31, 2017.

Motivation:

Ms. Soteropoulos holds a bachelor of science degree in chemical engineering and a master of science degree in chemical and biochemical engineering, both from Tufts University, and holds an executive management certificate from the University of Virginia, Darden Graduate School of Business Administration. We believe Ms. Soteropoulos is qualified to serve on the Board of Directors as non-executive director due to her extensive experience in the biotechnology industry.

Agenda item 6b: appointment of Mr. W. Lewis as non-executive director

This item will be voted on.

It is proposed to appoint Mr. W. Lewis as non-executive director of the Board of Directors effective as of the close of this AGM for a term ending at the end of the annual General Meeting in 2018. Mr. Lewis has informed the Board that he anticipates that he will 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 are identified by the Board for election, he anticipates that he would resign before the end of his term. For this reason it is requested to the General Meeting to appoint Mr. Lewis for a period of one (1) year as from the Implementation Date instead of for the maximum period of four (4) years.

Summary Curriculum Vitae of Mr. W. Lewis

Mr. Lewis was born in 1968 and has American nationality.

Current position:

Mr. Lewis is President and Chief Executive Officer and member of the Board of Directors of Insmad Inc., USA, a biopharmaceutical company specialized in inhalation therapies for orphan lung diseases. He has served as member of the Supervisory Board of the Company since 2014 and as non-executive director of the Board of Directors since change of the Company's governance structure from a two-tier structure (Management Board under the supervision of the Supervisory Board) to a one-tier board structure (a Board consisting of one or more executive directors and two or more non-executive directors) effective as of the Annual General Meeting of June 2016.

Previous positions:

Mr. Lewis was President and Chief Financial Officer of Aegerion Pharmaceuticals, Inc., which he also co-founded. At Aegerion, he played a pivotal role in re-orienting the company's strategy to focus on orphan disease indications. He previously worked in the U.S. and Europe in investment banking for JP Morgan, Robertson Stephens and Wells Fargo. During his time in banking, he was involved in a broad range of domestic and international capital raises and advisory work valued at more than \$20 billion. He serves on the Board of Directors of Oberlin College and is a member of the Visiting Committees of the Weatherhead School of Management of Case Western Reserve University.

Shares in the Company:

Mr. Lewis holds options to purchase 12,500 ordinary shares in the capital of the Company and has been granted 5,000 Restricted Share Units as of March 31, 2017.

Motivation:

Mr. Lewis holds a bachelor of arts from Oberlin College and an M.B.A./J.D. from Case Western Reserve University. We believe that Mr. Lewis is qualified to serve as non-executive director due to the depth of his experience in the biotechnology and finance industries. In addition Mr. Lewis's continued membership on the Board in the near-term will ensure that a majority of the members of the Board are independent within the meaning of the applicable Nasdaq rules and is therefore in the best interests of the Company and its shareholders.

Agenda item 7: Renew the designation of the Board as the competent body to issue ordinary shares and options and to limit or exclude preemptive rights

This item will be voted on.

It is proposed that the Board is designated as the competent body to issue ordinary shares in the share capital of the Company having a nominal value of EUR 0.05 per share and to grant rights to subscribe for ordinary shares for a term of 18 months with effect from the date of this AGM, up to a maximum of (i) the authorized share capital of the Company in the event of an underwritten public

offering, or (ii) a maximum of 19.9% of the aggregate issued capital of the Company at the time of issuance in connection with any other single issuance (or series of related issuances), and to limit or exclude pre-emptive rights in connection therewith.

This designation will allow the Board to be flexible and react quickly in respect of the financing of the Company, an acquisition or other business purposes, if and when deemed appropriate, in a timely manner without additional approval from the shareholders. The designation can be used for any and all purposes, subject to statutory limitations and with the exception of awards granted under the share incentive plan, the Restated 2014 Plan, as approved at the annual general meeting of the shareholders of June 2016.

Agenda item 8: Reauthorization of the Board to repurchase ordinary shares

This item will be voted on.

It is proposed that the Board is hereby authorized for an 18-month period, to be calculated from the date of this AGM to resolve on the acquisition by the Company of its own fully paid-up ordinary shares for a maximum of 10% of the issued share capital within the limits of Dutch law and the articles of association, through purchase on the public market or otherwise against a repurchase price between, on the one hand, the nominal value of the ordinary shares concerned and, on the other hand, an amount of 110% of the highest price of the ordinary shares officially quoted on any of the official stock markets the Company is listed on any of 30 banking days preceding the date the repurchase is effected or proposed.

Agenda item 9: Reappointment of PricewaterhouseCoopers Accountants N.V. as external auditors of the Company for the financial year 2017

This item will be voted on.

It is proposed to reappoint PricewaterhouseCoopers Accountants N.V., an independent registered public accounting firm, as the external auditor charged with the auditing of the annual accounts of the Company for the financial year 2017.

Agenda item 10: Amendment of the Articles of Association

This item will be voted on.

General

The Board is proposing three amendments to the Company's Articles of Association, (i) an amendment to article 7.7 to provide that the minimum number of executive directors shall be one, (ii) an amendment to article 9.1.2 to change the term "Annual Report" to "Report of the Board" in compliance with the implementation of the EU Directive on Annual Accounts and (iii) an amendment to article 8.6.1 to require that 33 ⅓% of the outstanding Ordinary Shares, be represented in person or by proxy, to form a quorum at a meeting of the Company's shareholders.

Article 7.7 of the Company's Articles of Association currently contemplates that there will be two executive directors who will act jointly in representing the Company. The proposal would reduce the minimum number of executive directors to represent the Company to one.

In article 9.1.2, the Company's Articles of Association currently refer to the annual report to be produced by the Company. With the implementation of the EU Directive on Annual Accounts, the term annual report has been changed to management report. The Board has proposed an amendment so that the Company's Articles of Association refer to a Report of the Board to incorporate this regulatory change.

Dutch law and the Company's current Articles of Association, do not prescribe a formal quorum for any of the Company's shareholders meetings. Nasdaq rule 5620(c) requires that a company listed on Nasdaq provide for a quorum of 33 ⅓% of the outstanding shares of a company's common voting stock (or in the Company's case, ordinary shares) in its constitutional documents.

Proposed resolution

In accordance with Article 11.1 of the Articles of Association of the Company, the Board therefore proposes to amend the Articles of Association in accordance with the draft deed of amendment of the Articles of Association included in Annex II to this agenda and to authorize each member of the Board as well as each employee of Holdinga Matthijssen Kraak, civil law notaries in Amsterdam, the Netherlands, to execute the deed of amendment and to make any adjustments that are necessary as well as to sign and execute the relevant deed of amendment of the Articles of Association.
