

## UNIQURE N.V.

### Compensation Committee Charter

(Amended as of April 14, 2017)

#### **A. Purpose**

The purpose of the Compensation Committee (the “Committee”) of the Board of Directors (the “Board”) of uniQure N.V. (the “Company”) is to:

- assist the Board with the discharge of the Board’s responsibilities relating to compensation of the Board members and other members of the senior management of the Company;
- advise the Board in relation to compensation of the Board members; and
- advise, review and make proposals to the Board regarding the Company’s remuneration policy.

This Charter should be applied in a manner consistent with all applicable law and stock market rules and the Company’s articles of association, each as amended and in effect from time to time.

#### **B. Structure and Membership**

1. Number. The Committee shall consist of at least two non-executive directors. No more than one member of the Committee may be a member of the management board (in Dutch: “*bestuurder*”) of a Dutch listed company.
2. Independence. Except as otherwise permitted by the applicable NASDAQ rules, each member of the Committee shall be “independent” as defined by such rules.
3. Chair. The Committee shall elect a Chair by majority vote. The chairman of the Committee may not be the chairman of the Board. The Committee may also not be chaired by a Board member who is a member of the management board (in Dutch: “*bestuurder*”) of a Dutch listed company.
4. Secretary. The secretary of the Committee shall be the General Counsel or his or her nominee.
5. Compensation. The compensation of Committee members shall be as determined by the Board.
6. Selection and Removal. Members of the Committee shall be appointed by the Board, upon the recommendation of the Nominating and Corporate Governance Committee. The Board may remove members of the Committee from the Committee, with or without cause.

#### **C. Authority and Responsibilities**

##### **General**

The Committee shall discharge its responsibilities, and shall assess the information provided to it by the Company's senior management and others, in accordance with its business judgment.

### **Compensation Matters**

1. **Senior Management Compensation.** The Committee shall review and approve, or recommend for approval by the Board, the compensation of the Company's Chief Executive Officer (the "CEO") and Chief Financial Officer and such other members of the Company's senior management as it deems appropriate, including salary, bonus and incentive compensation levels, deferred compensation, senior management perquisites, equity compensation (including awards to induce employment), severance arrangements, change-in-control benefits and other forms of senior management compensation. At the invitation of the Committee, others, including the Chief Executive Officer and SVP, Human Resources may attend Committee meetings, unless there is a conflict of interest. No director, officer or senior member of management shall be involved in any decision making as to his or her own compensation.

2. **Evaluation of Senior Management.** The Committee shall be responsible for overseeing the evaluation of the Company's senior management (and in the case of senior financial management, shall act in conjunction with the Audit Committee).

The Committee shall determine the nature and frequency of the evaluation and the persons subject to the evaluation, supervise the conduct of the evaluation and prepare assessments of the performance of the Company's senior management, to be discussed periodically with the Board.

3. **Plan Recommendations and Approvals.** The Committee shall periodically review and make recommendations to the Board with respect to incentive-compensation and equity-based plans, which shall include the determination of the actual performance of the Company against the performance targets for annual bonuses, the performance conditions for long term incentive plans, and the performance of the executive directors against their individual compensation targets.

4. **Administration of Plans.** The Committee shall exercise all rights, authority and functions of the Board under all of the Company's share option, share incentive, employee share purchase and other equity-based plans, including, without limitation, the authority to interpret the terms thereof, to grant options thereunder and to make share awards thereunder; provided, however, that, except as otherwise expressly authorized to do so by this charter or a plan or resolution of the Board, the Committee shall not be authorized to amend any such plan. To the extent permitted by and consistent with applicable law, the articles of association and the provisions of a given equity-based plan, the Committee may delegate to one or more members of senior management of the

Company the power to grant options or other share awards pursuant to such equity-based plan to employees of the Company or any subsidiary of the Company who are not members of senior management of the Company. The Committee, or a majority of the independent directors serving on the Board, shall approve any inducement awards to be granted in reliance on the exemption from shareholder approval contained in NASDAQ Rule 5635(c)(4).

5. Board member compensation. The Committee shall periodically review and make recommendations to the Board with respect to compensation of the non-executive directors, if and insofar as not determined by the general meeting of the shareholders of the Company.
6. Compensation Consultants, Legal Counsel and Other Advisors. The Committee may, in its sole discretion, retain or obtain the advice of compensation consultants, legal counsel or other advisors. The Committee shall be directly responsible for the appointment, compensation and oversight of the work of any compensation consultant, legal counsel and other advisor retained by the Committee. The Committee is empowered, without further action by the Board, to cause the Company to pay the compensation, as determined by the Committee, of any compensation consultant, legal counsel and other advisor retained by the Committee. The Committee may select, or receive advice from, a compensation consultant, legal counsel or other advisor, only after taking into consideration the applicable factors affecting independence that are specified in NASDAQ Rule 5605(d)(3)(D).
7. Additional Duties. The Committee shall have such other duties as may be delegated from time to time by the Board.

#### **D. Procedures and Administration**

1. Meetings. The Committee shall meet as often as it deems necessary in order to perform its responsibilities. The Committee may also act by unanimous written consent in lieu of a meeting. The Committee shall keep such records of its meetings as it shall deem appropriate.
2. Attendance at meetings. All members of the Committee are expected to attend each meeting.
3. Quorum and decisions. The quorum of the meeting is two members. Decisions are made by simple majority vote.
4. Subcommittees. The Committee may form and delegate authority to one or more subcommittees as it deems appropriate from time to time under the circumstances (including (a) a subcommittee consisting of a single member and (b) a subcommittee consisting of at least two members, each of whom qualifies as a (i) “non-employee director,” as such term is defined from time to time in Rule 16b-3 promulgated under the Securities Exchange Act of 1934, as amended, and the rules and regulations thereunder, and an (ii) “outside director,” as such term is defined from time to time in Section 162(m) of the

Internal Revenue Code of 1986, as amended, and the rules and regulations thereunder).

5. Reports to Board. The Committee shall report regularly to the Board. In so far as it concerns activities in the area of compensation, the Committee shall only report the non-executive Board members.
6. Charter. At least annually, the Committee shall review and reassess the adequacy of this Charter and recommend any proposed changes to the Board for approval.
7. Investigations. The Committee shall have the authority to conduct or authorize investigations into any matters within the scope of its responsibilities as it shall deem appropriate, including the authority to request any Board member, employee or advisor of the Company to meet with the Committee or any advisors engaged by the Committee.