

UNIQUIRE N.V.

**CORPORATE GOVERNANCE GUIDELINES AND
RULES FOR THE BOARD OF DIRECTORS**

(Effective as of April 14, 2017)

These Corporate Governance Guidelines and Rules for the Board of Directors of uniQure N.V. (the “Guidelines”) have been established by the board of directors pursuant to article 7.6.2 of the articles of association of uniQure N.V.

These Guidelines have been adopted by the board of directors of uniQure N.V. on April 14, 2017.

Capitalised terms herein shall be interpreted in accordance with the definitions set forth in Schedule 1.

1. STATUS AND CONTENTS OF THE GUIDELINES

1.1. *Scope*

These Guidelines set out the internal organization of the Board, including its composition, the division of tasks and responsibilities, the manner in which decisions are taken and all other matters concerning the Board. These Guidelines are to be observed by the Directors, but they do not in the external relationship with third parties affect the powers of the executive directors to represent the Company and to enter into binding commitments in its name and on its behalf.

1.2. *Relationship with the Articles and Dutch law*

These Guidelines are complementary to the rules and regulations from time to time applicable to the Board under Dutch law and the Articles. In the event of a conflict between the provisions of the Guidelines on the one hand and those of applicable Dutch law or the Articles on the other hand, the latter shall prevail. The Guidelines may only be amended pursuant to a resolution of the Board.

1.3. *Observance by the Directors*

These Guidelines shall be observed by all Directors. The Board shall cause every new Director to declare upon his or her appointment that he or she shall observe these Guidelines as they read from time to time.

1.4. *Publicity*

These Guidelines are published on the website of the Company.

1.5. *2014 Corporate Governance Guidelines*

These Guidelines supersede the Corporate Governance Guidelines adopted by the Company on February 10, 2014.

1.6. *Other Policies*

For the avoidance of doubt, these rules are supplemented by the Company's other policies, listed on Schedule 3 hereto.

2. ALLOCATION OF TASKS AND DUTIES

2.1. *One-tier Board*

The Board consists of executive directors and non-executive directors.

2.2. *Executive and supervisory functions*

In accordance with the provisions of the Articles, the Company will be managed by the executive directors under the supervision of the non-executive directors.

None of the non-executive directors shall be authorized to assume any executive function, except where the Articles or applicable laws provide otherwise.

2.3. *Number of Directors*

The number of Directors is determined by the Board. The number of non-executive directors shall at all times exceed the number of executive directors. The composition of the Board shall be subject to the requirement that at least a majority of its members must be independent in the meaning of Section 4.6.

2.4. *Secretary*

The Board shall be assisted by the Secretary. The Secretary shall, in this capacity, shall be appointed and dismissed by the Board in accordance with the Articles and shall have the powers and responsibility as set out in the Articles.

3. THE EXECUTIVE DIRECTORS

3.1. *Duties and responsibilities*

The role of the executive directors is to manage the Company and they are responsible for achieving the Company's objectives, strategy and the accompanying risk profile, the performance trend and results and for the corporate social responsibility issues relevant to the business of the Company and to prepare for resolutions of the executive directors relating to

these matters. The executive directors are accountable for the performance of their role to the non-executive directors and the General Meeting. In performing their duties, the executive directors shall be guided by the interests of the Company and its subsidiaries and all their businesses, taking into consideration the interests of the Company's stakeholders. The executive directors shall provide the non-executive directors in good time with all information necessary for the exercise of the duties of the non-executive directors.

3.2. *Titles*

The Board shall designate one of the executive directors as '*Chief Executive Officer*'. The Board may grant other titles to executive directors.

3.3. *Approval Matters*

Without limiting the Board's decision-making authority in any respect, decisions relating to any of the following matters shall require the prior approval of a simple majority of the non-executive directors:

- a. the sale or disposition of all, or an essential part of, the assets of the Company;
- b. the issuance and acquisition of shares and of debentures chargeable against the Company or chargeable against a limited partnership (*commanditaire vennootschap*), or a general partnership (*vennootschap onder firma*) of which the Company is the fully liable partner;
- c. the application for quotation, or withdrawal of quotation, of Shares or debt of the Company on any stock exchange;
- d. the entry into or termination of any long-term, material cooperation by the Company or a subsidiary of the Company with another person or as a fully liable general partner in a limited partnership or general partnership, if such cooperation or termination is of significant importance to the Company;
- e. the participation by the Company or a subsidiary of the Company in the capital of another company in an amount equal to at least one fourth of the issued capital plus the reserves of the Company, as reflected in the balance sheet with explanatory notes of the Company, as well as a material change to such participation;
- f. investments requiring an amount equal to at least one fourth of the issued capital plus the reserves of the Company, as reflected in the balance sheet with explanatory notes;
- g. filing a petition for bankruptcy (*faillissement*) or for suspension of payments (*surseance van betaling*) by the Company;

- h. the termination of a significant number of the employees of the Company or a subsidiary simultaneously or within a short period of time;
- i. a significant change in the employment status of a material number of the employees of the Company or of a subsidiary; and
- j. a decrease in the issued capital of the Company.

3.4. *Confirmation by the non-executive directors*

Without prejudice to Section 3.3, the non-executive directors can elect in their discretion to retro-actively ratify and confirm actions taken by the executive directors.

3.5. *Collective role*

Individual executive directors may be specifically charged with certain aspects of the management duties, without prejudice to the joint responsibility of the executive directors for the management of the Company or, as the case may be, of the Board as a whole. The executive directors shall function with shared responsibility, notwithstanding the powers of two jointly acting individual executive directors to represent the Company in accordance with article 7.7.1 of the Articles. The executive directors shall remain jointly responsible for the decisions in relation to the management of the Company, even if prepared by individual executive directors. An individual executive director may only exercise those powers which the Board has expressly granted or delegated to him, and he may never exercise powers which extend further than the powers which executive directors as a whole may exercise.

3.6. *Information to the non-executive directors*

The executive directors shall provide the non-executive directors with such information which may be relevant for the functioning of the Board and assuming its responsibilities.

3.7. *Relationship with independent auditor*

The executive directors and the Audit Committee shall annually report to the Board about their dealings with the independent auditor. Attention will thereby be given in particular regarding their independence and the desirability of rotating the responsible audit partners. These considerations will be taken into account when the Board determines its recommendation for the appointment of an independent auditor by the General Meeting.

3.8. *Other directorships*

An executive director may not be a member of the supervisory board or hold a non-executive position on a one-tier board of more than two listed companies. Nor may an executive director be the chairman of the supervisory board or of a one-tier board of a listed company. The

acceptance by an executive director of membership of the supervisory board or of a non-executive position on a one-tier board of a listed company requires the approval of the non-executive directors. Other important positions held by an executive director shall be notified to the Board.

4. THE NON-EXECUTIVE DIRECTORS

4.1. Duties and responsibilities

The role of the non-executive directors is to supervise the management of the executive directors and the general course of affairs in the Company, its subsidiaries and their businesses, as well as to assist the executive directors by providing advice. In performing their duties, the non-executive directors shall be guided by what they reasonably believe to be the interests of the Company and its subsidiaries and all its businesses, taking into consideration the interests of the Company's stakeholders. The non-executive directors have an obligation to become and remain informed about the Company and its businesses including, but not limited to, the following:

- a. the principal operational and financial objectives, strategies and plans of the Company;
- b. the results of operations and financial condition of the Company and of significant subsidiaries and business segments;
- c. the relative standing of the business segments within the Company and vis-à-vis competitors;
- d. the factors that determine the Company's success; and
- e. the risks and problems that affect the Company's business and prospects.

The supervision of the executive directors by the non-executive directors shall include:

- a. achievement of the Company's objectives;
- b. corporate strategy and the risks inherent in its business activities;
- c. the structure and operation of the internal risk management and control systems;
- d. the financial reporting process;
- e. compliance with legislation and regulatory requirements;
- f. the quality and completeness of publicly disclosed financial reports;
- g. the Company shareholder relationships; and

- h. corporate social responsibility issues that are relevant to the Company.

The non-executive directors are responsible for the quality of their own performance.

4.2. *Establish Effective Systems*

Non-executive directors are responsible for determining that effective systems are in place for the periodic and timely reporting to the Board on important matters concerning the Company, including the following:

- a. current business and financial performance and clinical developments, the degree of achievement of approved objectives and the need to address forward-planning issues;
- b. future business prospects and forecasts, including actions, facilities, personnel and financial resources required to achieve forecasted results;
- c. financial statements, with appropriate segment or divisional breakdowns;
- d. compliance programs to assure the Company's compliance with law and corporate policies;
- e. material litigation and governmental and regulatory matters; and
- f. monitoring and, where appropriate, responding to communications from shareholders.

Non-executive directors should also periodically review the integrity of the Company's internal control and management information systems.

4.3. *Committees*

The Board can delegate its powers to committees formed of non-executive directors which shall report on their findings to the Board. The terms of reference of the committees shall be determined by the non-executive directors. The constitution of the committees shall be determined by the non-executive directors.

4.4. *Information gathering*

The non-executive directors each have their own responsibility for obtaining all information from the executive directors and the independent auditor which they may require in order to properly perform their role and function and responsibilities. If the non-executive directors consider it necessary, they may obtain information from officers and external advisers of the Company. The Company shall provide the necessary means for this purpose. The non-executive directors may require that relevant officers and external advisers attend their meetings or the meetings of the Board.

4.5. *Composition and independence*

Non-executive directors shall be appointed and removed by the General Meeting with due observance of the provisions of the Articles. The Board aims for a diverse composition in terms of such factors as gender and age. Appointments shall furthermore take into account the profile for the non-executive directors established by the non-executive directors (see Section 4.7). At least one non-executive director shall be a financial expert, which shall include relevant knowledge and experience of financial administration and accounting for listed companies or other large legal entities (attained through employment experience in finance or accounting, requisite professional certification in accounting, or any other comparable experience or background which has resulted in the director's financial sophistication, including being or having been a chief executive officer, chief financial officer or other senior officer with financial oversight responsibilities.).

4.6. *Independence of Directors*

The non-executive directors will function without any specific mandate and they will not as such be committed to any specific interest or party other than as expressed herein. Any director which has a relationship which, in the Company's Board, would interfere with the exercise of independent judgment in carrying out the responsibilities of a director shall not be considered independent. Without limiting the foregoing, the following directors shall not be considered independent:

- a. a director who, or at any time during the past three years was, employed by the Company;
- b. a director who accepted or who has a Family Member who accepted any compensation from the Company in excess of USD 120,000 during a period of twelve consecutive months within the three years preceding the determination of independence, other than the following:
 - i. compensation for Board services or for services relating to any of the committees of the Board;
 - ii. compensation paid to a Family Member who is an employee (other than executive officer) of the Company; or
 - iii. benefits under a tax-qualified retirement plan, or non-discretionary compensation;

provided, however, that in addition to the requirements contained in this Section 4.6 (b), members of the Audit Committee are also subject to additional, more stringent independence requirements;

- c. a director who is a Family Member of an individual who is, or at any time during the past three years was, employed by the Company as an Executive Officer;
- d. a director who is, or has a Family Member who is, a partner in, or a controlling shareholder or an Executive Officer of, any organization to which the Company made, or from which the Company received, payments for property or services in the current or any of the past three fiscal years that exceed 5% of the recipient's consolidated gross revenues for that year, or USD 200,000, whichever is more, other than the following:
 - i. payments arising solely from investments in the Company's securities; or
 - ii. payments under non-discretionary charitable contribution matching programs.
- e. a director of the Company who is, or has a Family Member who is, employed as an executive officer of another entity where at any time during the past three years any of the executive officers of the Company serve on the compensation committee of such other entity; or
- f. a director who is, or has a Family Member who is, a current partner of the Company's independent auditor, or was a partner or employee of the Company's independent auditor who worked on the Company's audit at any time during any of the past three years.

4.7. *Profile*

The Nominating and Corporate Governance Committee shall prepare a profile for the number and composition of the non-executive directors. This profile shall be reconsidered and be updated from time to time with due regard for the operational and strategic developments within the Company.

4.8. *Qualifications and consistency of appointments with profile*

Any appointment of non-executive directors will be checked for consistency with and motivated in the context of the then current profile by the Nominating and Corporate Governance Committee. Any re-appointment will be considered in the absence of the individual concerned on the basis of his performance during his previous term.

Each non-executive director must be capable of assessing the broad outline of the Company's overall policy. Each non-executive director must have the specific expertise required for the fulfilment of the duties assigned to him within the framework of the profile for non-executive directors. The composition of the non-executive directors shall be such that they are able to carry out their duties properly. A non-executive director shall be (re-)appointed only after careful consideration.

The invitation to join the Board should be extended by the Chairman of the Board, on behalf of the Board, and the Chairman of the Nominating and Corporate Governance Committee, on behalf of such Committee. Unauthorized approaches to prospective directors can be premature, embarrassing and harmful.

4.9. *Collective functioning*

The non-executive directors shall act collectively with shared responsibility. The non-executive directors may authorize individual members to take such further actions as they shall deem necessary and in the interest of the Company. The specific role of the Chairman shall be determined by the provisions of these Guidelines and by other applicable corporate governance codes and provisions. The non-executive directors are entitled to rely on the executive directors, the Company's senior management and its outside advisors, auditors and legal counsel, except to the extent that any such person's integrity, honesty or competence is in doubt. The non-executive directors are also entitled to Company-provided indemnification, statutory exculpation and directors' and officers' liability insurance.

4.10. *Commitment and absence*

Non-executive directors shall procure that they have sufficient time for the proper fulfilment of their role, functions and responsibilities. This will be monitored by the Chairman.

Non-executive directors who are frequently absent shall be called to account for this. The annual report of the non-executive directors shall state which non-executive directors have been frequently absent from Board meetings and the meetings of the non-executive directors.

4.11. *Other directorships*

Non-executive directors may hold executive or non-executive directorships and other offices with companies or organizations not related to the Company, provided that these have been disclosed to the Company and do not interfere with their functioning as a non-executive director. Such will be determined by the Chairman. The matter may be submitted to the Board for its view.

4.12. *Meetings without the executive directors being present*

The non-executive directors shall discuss at least once a year the strategy and the main risks associated with the business, the results of the assessment by the executive directors of the structure and operation of the internal risk management and control systems, including potential significant changes to such systems. The fact that such discussions took place should be noted in the annual reports and financial statements.

The non-executive directors shall discuss at least once a year on their own, i.e. without the executive directors being present:

- a. in conjunction with the annual performance evaluations of the Board conducted pursuant to Section 11.1, their own functioning as a whole and that of the non-executive directors individually, and the conclusions that are drawn on the basis thereof;
- b. the desired profile, composition and competence of the non-executive directors.
- c. in conjunction with the annual performance evaluations of the Board conducted pursuant to Section 11.1, the functioning of the executive directors as a whole as well as the performance of each executive director individually, and the conclusions that are drawn on the basis thereof.

Reference to these discussions shall be made in the report of the non-executive directors.

At least once every four years, the Board and the Audit Committee shall conduct a thorough assessment of the functioning of the independent auditor in the different capacities in which the independent auditor acts. The main conclusions of this assessment shall be communicated to the General Meeting for the purposes of assessing the nomination for the appointment of the independent auditor.

4.13. *Attendance of General Meetings*

Non-executive directors shall attend the General Meetings, except if prevented by reasons beyond their control or if they shall have obtained permission from the Chairman not to attend.

5. MEETINGS OF THE BOARD

5.1. *Selection of Agenda Items.*

Each Board member is free to suggest the inclusion of agenda items and is free to raise at any Board meeting subjects that are not on the agenda for that meeting.

5.2. *Frequency and Length of Meetings.*

The Chairman of the Board, in consultation with the members of the Board, shall determine the frequency and length of the Board meetings. Special meetings may be called from time to time as determined by the needs of the business. Meetings without the executive directors being present shall be held in accordance with section 4.12.

5.3. *Advance Distribution of Materials.*

Information and data that are important to the Board's understanding of the business to be conducted at a Board or committee meeting should generally be distributed in writing to the

directors before the meeting, and directors should review these materials in advance of the meeting. The Board acknowledges that certain items to be discussed at a Board or committee meeting may be of an extremely confidential or time-sensitive nature and that the distribution of materials on these matters prior to meetings may not be appropriate or practicable. Presentations made at Board meetings should do more than summarize previously distributed Board meeting materials.

5.4. *Attendance of Non-Directors at Board Meetings.*

The Board encourages senior management of the Company to, from time to time, bring Company personnel into Board meetings who (i) can provide additional insight into the items being discussed because of personal involvement in these areas or (ii) appear to be persons with future potential who should be given exposure to Board.

6. RETIREMENT OF DIRECTORS

6.1. *Retirement schedule*

Directors shall be appointed for a maximum of four year terms in accordance with the relevant provisions of the Articles. The Board shall adopt a retirement schedule with due observance of the provisions of the Articles. A Director will retire in accordance with such retirement schedule. The retirement schedule shall to the extent possible avoid that many Directors retire simultaneously. A non-executive director shall retire early in the event of inadequate performance, structural incompatibility of interests, and in other instances in which this is deemed necessary by the Board.

7. THE CHAIRMAN

7.1. *Appointment*

The Board shall designate one of the non-executive directors as ‘Chairman’ of the Board. In accordance with the Articles, the Board may appoint one or more non-executive directors as ‘Vice-Chairman’.

7.2. *Principal role*

The Chairman is responsible for the proper functioning of the Board and its committees and shall communicate on behalf of the Board. He is the main contact point to shareholders regarding the functioning of the executive and non-executive directors. He shall have such further duties and authorities as are set out in these Guidelines and the Articles. The Board may delegate further powers to the Chairman, it being understood that the Chairman shall not hold any executive powers.

The Chairman determines the agenda of the Board, chairs the meetings of the Board, monitors the proper functioning of the Board and of the committees. He ensures, as chairman, the orderly and efficient conduct of the General Meeting.

7.3. *Specific responsibilities*

The Chairman shall specifically see to it that:

- a. the Board is duly composed and functions properly;
- b. the non-executive directors follow their introduction and education or training program;
- c. the non-executive directors receive in good time all information which is necessary for the proper performance of their duties;
- d. there is sufficient time for consultation and decision-making by the non-executive directors;
- e. the committees function properly;
- f. the performance of the Directors is assessed at least once a year;
- g. the Board appoints a vice-chairman of the Board if and when the appointment of a vice-chairman is considered appropriate; and
- h. the non-executive directors have adequate contact with the executive directors.

7.4. *Independence*

The Chairman shall not be a former executive director of the Company, nor a person who is or has been otherwise responsible for the Company's daily affairs.

8. ACCESS TO MANAGEMENT AND INDEPENDENT ADVISORS

8.1. *Access to Officers and Employees.*

Non-executive directors have full and free access to senior management and employees of the Company. Any meetings or contacts that a supervisory director wishes to initiate may be arranged through the executive directors or directly by the non-executive director. The non-executive directors shall use their judgment to ensure that any such contact is not disruptive to the business operations of the Company and shall, to the extent appropriate, copy the Chief Executive Officer on any written communications between a non-executive director and a member of senior management or an employee of the Company.

8.2. *Access to Independent Advisors.*

The Board, the non-executive directors and each committee have the power to hire and consult with independent legal, financial or other advisors for the benefit of the Board, the non-executive directors or such committee, as they may deem necessary, without consulting or obtaining the approval of any member of senior management of the Company in advance. Such independent advisors may be the regular advisors to the Company. The Board or any such committee is empowered, without further action by the Company, to cause the Company to pay the compensation of such advisors as established by the Board, the non-executive directors or any such committee.

9. CONFLICTS OF INTERESTS

9.1. General principles

Directors shall:

- a. not enter into competition with the Company;
- b. not demand or accept (substantial) gifts from the Company for himself or for his spouse, registered partner or other partner, foster child or relative by blood or marriage up to the second degree as defined under Dutch law;
- c. not provide unjustified advantages to third parties to the detriment of the Company; and
- d. not take advantage of business opportunities to which the Company is entitled for himself or for his spouse, registered partner or other partner, foster child or relative by blood or marriage up to the second degree as defined under Dutch law.

Directors shall immediately report any (potential) Conflict of Interest to the Chairman and to the other directors and shall provide all relevant information, including information concerning his spouse, registered partner or other partner, foster child and relatives by blood or marriage up to the second degree as defined under Dutch law.

The non-executive directors shall decide, without the Director concerned being present, whether there is a Conflict of Interest.

A Conflict of Interest in relation to a Director in any event exists, if the Company intends to enter into a transaction with a legal entity:

- a. in which such Director personally has a material financial interest;
- b. which has an executive director or a member of the management board who is related under family law to such Director, or
- c. in which such Director has an executive or non-executive position.

9.2. *Conflict of Interest of chairman*

If the Chairman has a Conflict of Interest he shall immediately notify the vice-chairman or the Chairman of the Nominating and Corporate Governance Committee with all relevant information, including information concerning his spouse, registered partner or other partner, foster child and relatives by blood or marriage up to the second degree as defined under Dutch law. The vice-chairman or the Chairman of the Nominating and Corporate Governance Committee will take such (interim) measures as he shall deem appropriate and in the interest of the Company, which may include a suspension of the Chairman from attending any meetings or being involved in any matter where the Conflict of Interest might in the opinion of the vice-chairman or the Nominating and Corporate Governance Committee Chairman be an issue.

9.3. *Handling by the non-executive directors*

The non-executive directors shall be responsible for the decision making in regard to the handling of Conflicts of Interests with respect to individual Directors, persons holding a substantial shareholding in the Company and the independent auditors. The non-executive directors may delegate their authorities and powers in this respect to the Chairman or vice-chairman or to the Audit Committee, provided there shall be detailed accounting of the way in which the Conflict of Interest has been handled to the Board.

9.4. *Resolution of the non-executive directors required*

An executive director shall not participate in any discussions and decision making if he has a Conflict of Interest in the matter being discussed. If for this reason no resolution can be taken by the executive directors, the non-executive directors will resolve on the matter.

9.5. *Resolution of the Board required*

A non-executive director shall not participate in any discussions and decision making if he has a Conflict of Interest in the matter being discussed. If for this reason no resolution can be taken by the non-executive directors, the Board will resolve on the matter.

9.6. *Resolution General Meeting required*

If all Directors have a Conflict of Interest in the matter to be discussed and for this reason no resolution can be taken by the Board, the General Meeting will resolve on the matter.

9.7. *Customary Terms*

All transactions in which there are Conflicts of Interest with Directors shall be agreed on terms that are customary in the sector concerned. Decisions to enter into transactions in which there are Conflicts of Interest with Directors that are of material significance to the Company and/or

to the relevant Director require the approval of the non-executive directors. Such transactions shall be published in the annual report.

All transactions between the Company and legal or natural persons who hold at least ten per cent of the shares in the Company shall be agreed on terms that are customary in the sector in which the Company and its combined businesses are active. The non-executive directors are required to approve such transactions that are of a material significance to the Company and/or to such persons.

10. BOARD COMMITTEES

10.1. *Committees*

The Board, though remaining responsible, may assign certain tasks to one or more permanent and/or ad hoc committees (collectively, the **Board Committees**) formed of non-executive directors. The functions of such committees have no independent or assigned powers unless and to the extent explicitly assigned by these Guidelines or by the Board. The Board Committees, on a regular basis, report on their actions, reviews, proposals, and findings to the Board.

10.2. *Permanent Board Committees*

The Board shall establish at least three permanent Board Committees: an Audit Committee, a Compensation Committee and a Nominating and Corporate Governance Committee. The authorities and responsibilities of each of these Board Committees are set out in separate charters, which are attached to these Guidelines as Schedule 2, as amended from time to time by the Board. The Board shall, from time to time as it deems appropriate, review and reassess the adequacy of each charter and make appropriate changes.

10.3. *Selection of Agenda Items*

The chairman of each Board Committee, in consultation with the committee members, shall develop the committee's agenda. At the beginning of the year each Board Committee shall establish a schedule of subjects to be discussed during the year (to the extent practicable). The schedule for each committee meeting shall be furnished to all non-executive directors.

10.4. *Committee Meetings*

The chairman of each Board Committee, in consultation with Board Committee members, shall determine the frequency and length of the Board Committee meetings consistent with any requirements set forth in the Board Committee's charter. Special meetings may be called from time to time as determined by the needs of the business and the responsibilities of the committees.

10.5. *Composition and Chairman*

Each Board Committee shall be constituted as determined by the Board upon the recommendation of the Nominating and Corporate Governance Committee and, except as otherwise permitted by the applicable rules of NASDAQ, each member of the Audit Committee, Compensation Committee and the Nominating and Corporate Governance Committee shall be an “independent director” as defined by such rules.

11. EVALUATION

11.1. Annual Performance Evaluation of the Board

The Nominating and Corporate Governance Committee shall oversee an annual self-evaluation of the Board to determine whether it and its committees are functioning effectively. The Nominating and Corporate Governance Committee shall determine the nature of the evaluation, supervise the conduct of the evaluation and prepare an assessment of the Board’s performance, to be discussed with the Board. The purpose of this process is to improve the effectiveness of the Board and its committees and not to target individual Board members.

11.2. Evaluation of Senior Management.

The Compensation Committee shall be responsible for overseeing the evaluation of the Company’s senior management. In conjunction with the Audit Committee, in the case of the evaluation of the senior financial executives, the Compensation Committee shall determine the nature and frequency of the evaluation and 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 with the Board periodically. The Board shall review the assessments to ensure that senior management is providing the best leadership for the Company both over the long- and short-term.

12. RELATIONSHIP WITH SHAREHOLDERS

12.1. General meeting

The Board shall provide the General Meeting with all reasonably requested information, unless this would be contrary to an overriding interest of the Company. If the Board claims an overriding interest, it must substantiate this claim.

Each substantial change in the corporate governance structure of the Company and in the compliance of the Company with the Dutch Code shall be submitted to the General Meeting for discussion under a separate agenda item.

If the Board invokes a response time from the moment that the Board is informed by one or more shareholders of their intention to put an item on the agenda to the day of the General Meeting at which the item is to be dealt within the meaning of best practice provision IV.4.4

of the Dutch Code, such period may not exceed 180 days. The Board shall use the response time for further deliberation and constructive consultation. This shall be monitored by the non-executive directors.

The response time may be invoked only once for any given General Meeting and may not apply to an item in respect of which the response time has been previously invoked or meetings where a shareholder holds at least three quarters of the issued capital as a consequence of a successful public bid.

12.2. *Dialogue*

The executive directors shall participate in regular dialogue with institutional investors. Presentations for the institutional investors on the business are made after the announcement of the interim and full year results. Periodic reports on the views of the Company's institutional investors and the results are the subject of formal presentations to the Board. The Board should give institutional investors room to engage in a dialogue if they do not accept the Company's explanation.

Meetings and presentations which are generally accessible to analysts and institutional investors shall be announced on the Company's website.

12.3. *Results announcements and presentations on website*

The interim and annual results announcements and presentations, together with the trading updates and other important announcements concerning the Company, are published on the Company's corporate website (www.uniqure.com).

12.4. *The Company's website*

The Company shall place and update all information that it is required to publish, announce or file pursuant to the applicable laws, regulations and the Dutch Code, on a separate part of the Company's corporate website.

13. MISCELLANEOUS

13.1. *Further provisions regarding these Guidelines*

These Guidelines replace any existing '*reglement*' and any rules or procedure for the Board that may be in existence on the date these Guidelines become effective.

The Chairman may occasionally approve non-compliance with these Guidelines at his discretion. However, any material non-compliance shall require prior approval of the Board.

Directors shall at all times treat all information and documentation obtained in their capacity as members of the Board with due discretion and, in the case of confidential information or documentations, with utmost confidentiality. Confidential information and documentation shall not be disclosed outside the circle of the Board, unless adequate confidentiality agreements have been entered into.

In case of uncertainty or difference of opinion on how a provision of these Guidelines should be interpreted, the opinion of the Chairman shall be decisive.

These Guidelines are governed by Dutch law.

Schedule 1

DEFINITIONS AND INTERPRETATION

1. *DEFINITIONS*

In these Guidelines the following terms shall have the following meanings:

Articles – the articles of association of the Company as they may read from time to time;

Audit Committee – the audit committee of the Company established by the Board in accordance with Section 10 and governed by the charter attached to these Guidelines as Schedule 2;

Board – the board of directors of the Company, consisting of the Directors;

Board Committees – has the meaning given thereto in Section 10.1;

Chairman – the chairman of the Board;

Company – uniQure N.V.;

Conflict of Interest – any direct or indirect personal interest in a matter which is conflicting with the interests of the Company and the business connected with it;

Directors – the executive directors and the non-executive directors;

Dutch Code – the Dutch Corporate Governance Code as amended from time to time;

Executive Officer – means member of the leadership team or other members of the senior management of the Company;

Family Member – a person's spouse, parents, children and siblings, whether by blood, marriage or adoption, or anyone residing such person's home;

General Meeting – the general meeting of shareholders of the Company;

Guidelines – these Guidelines for the Board, as they may read from time to time;

Nominating And Corporate Governance Committee – the nominating and corporate governance committee of the Company established by the Board in accordance with Section 10 and governed by the charter attached to these Guidelines as Schedule 2;

Compensation Committee – the compensation committee of the Company established by the Board in accordance with Section 10 and governed by the charter attached to these Guidelines as Schedule 2;

Secretary –the secretary of the Company appointed in accordance with article 7.8 of the Articles.

2. *INTERPRETATION*

The headings of the Sections are for ease of reading and reference only and have no bearing on the interpretation of these Guidelines.

Any reference to he, his and him shall be deemed to include she and her.

‘Section’ refers to a (sub)section of these Guidelines.

Schedule 2

▫ CHARTERS OF THE PERMANENT BOARD COMMITTEES

- charter of the Audit Committee
- charter of the Compensation Committee
- charter of the Nominating And Corporate Governance Committee

Schedule 3

COMPANY POLICIES

- Disclosure Policy
- Insider Trading Policy
- Code of Business Conduct and Ethics
- Related Party Transaction Policy
- Remuneration Policy