

UNIQURE N.V.

Remuneration Committee Charter

(Effective as of February 10, 2014)

A. Purpose

The purpose of the Remuneration Committee of uniQure N.V. (the “Company”) is to assist the Supervisory Board of the Company (the “Supervisory Board”) with the discharge of the Supervisory Board’s responsibilities relating to compensation of the managing directors and other members of the senior management of the Company. 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 Remuneration Committee shall consist of at least three members of the Supervisory Board.
2. Independence. Except as otherwise permitted by the applicable NASDAQ rules, each member of the Remuneration Committee shall be “independent” as defined by such rules.
3. Chair. Unless the Supervisory Board elects a Chair of the Remuneration Committee, the Remuneration Committee shall elect a Chair by majority vote.
4. Compensation. The compensation of Remuneration Committee members shall be as determined by the Supervisory Board.
5. Selection and Removal. Members of the Remuneration Committee shall be appointed by the Supervisory Board, upon the recommendation of the Nominating and Corporate Governance Committee. The Supervisory Board may remove members of the Remuneration Committee from such committee, with or without cause.

C. Authority and Responsibilities

General

The Remuneration 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 Remuneration Committee shall review and approve, or recommend for approval by the Supervisory 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. The Remuneration Committee shall meet without the presence of senior management when approving or deliberating on CEO compensation but may, in its or their discretion, invite the CEO to be present during the approval of, or deliberations with respect to, other senior management compensation.
2. Evaluation of Senior Management. The Remuneration 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 management, the Remuneration 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 Supervisory Board.
3. Plan Recommendations and Approvals. The Remuneration Committee shall periodically review and make recommendations to the Supervisory Board with respect to incentive-compensation and equity-based plans.
4. Administration of Plans. The Remuneration Committee shall exercise all rights, authority and functions of the Supervisory 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 Supervisory Board, the Remuneration 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 Remuneration 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 managing directors of the Company or (other) members of senior management of the Company. The Remuneration Committee, or a majority of the independent directors serving on the Supervisory 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. Director Compensation. The Remuneration Committee shall periodically review and make recommendations to the Supervisory Board with respect to managing director and supervisory director compensation.
6. Compensation Consultants, Legal Counsel and Other Advisors. The Remuneration Committee may, in its sole discretion, retain or obtain the advice of compensation consultants, legal counsel or other advisors. The Remuneration 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 Remuneration Committee. The Remuneration Committee is empowered, without further action by the Supervisory Board, to cause the Company to pay the compensation, as determined by the Remuneration Committee, of any compensation consultant, legal counsel and other advisor retained by the Remuneration Committee. The Remuneration 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 Remuneration Committee shall have such other duties as may be delegated from time to time by the Supervisory Board.

D. Procedures and Administration

1. Meetings. The Remuneration Committee shall meet as often as it deems necessary in order to perform its responsibilities. The Remuneration Committee may also act by unanimous written consent in lieu of a meeting. The Remuneration Committee shall keep such records of its meetings as it shall deem appropriate.
2. Subcommittees. The Remuneration 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 “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 “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).
3. Reports to Supervisory Board. The Remuneration Committee shall report regularly to the Supervisory Board.
4. Charter. At least annually, the Remuneration Committee shall review and reassess the adequacy of this Charter and recommend any proposed changes to the Supervisory Board for approval.

5. Investigations. The Remuneration 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 managing director, supervisory director, employee or advisor of the Company to meet with the Remuneration Committee or any advisors engaged by the Remuneration Committee.