

UNIQUIRE N.V.

Nominating And Corporate Governance Committee Charter

(Effective as of February 10, 2014)

A. Purpose

The purpose of the Nominating and Corporate Governance Committee of uniQure N.V. (the “Company”) is to:

- recommend to the Company’s Supervisory Board (the “Supervisory Board”) the persons to be nominated for election as supervisory directors or managing directors at any general meeting of shareholders;
- recommend to the Supervisory Board the supervisory directors to be appointed to each committee of the Supervisory Board;
- develop and recommend to the Supervisory Board a set of corporate governance guidelines; and
- oversee the evaluation of the Supervisory Board, the supervisory directors, all committees of the Supervisory Board.

This Charter should be applied in a manner consistent with all applicable laws 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 Nominating and Corporate Governance Committee shall consist of such number of supervisory directors as the Supervisory Board shall from time to time determine.
2. Independence. Except as otherwise permitted by applicable NASDAQ rules, each member of the Nominating and Corporate Governance Committee shall be an “independent director” as defined by such rules.
3. Chair. Unless the Supervisory Board elects a Chair of the Nominating and Corporate Governance Committee, the Committee shall elect a Chair by majority vote.
4. Compensation. The compensation of Nominating and Corporate Governance Committee members shall be as determined by the Supervisory Board.

5. Selection and Removal. Members of the Nominating and Corporate Governance Committee shall be appointed by the Supervisory Board, upon the recommendation of the Committee. The Supervisory Board may remove members of the Nominating and Corporate Governance Committee from such Committee, with or without cause.

C. **Authority and Responsibilities**

General

The Nominating and Corporate Governance 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.

Supervisory Board and Committee Membership

1. Selection of Director Nominees. Except where the Company is legally required by contract, law, its articles of association or otherwise to provide third parties with the right to nominate directors, the Nominating and Corporate Governance Committee shall be responsible for recommending to the Supervisory Board the nominees for election as supervisory directors or managing directors at any general meeting of shareholders.
2. Criteria for Selecting Directors. The criteria to be used by the Nominating and Corporate Governance Committee in recommending supervisory directors or managing directors and by the Supervisory Board in nominating supervisory directors or managing directors are as set forth in the Company's Corporate Governance Guidelines. The Committee shall be responsible for reviewing with the Supervisory Board, on an annual basis, the requisite skills and criteria for new managing directors and supervisory directors as well as the composition of the Supervisory Board and the Management Board as a whole. The Committee may adopt, and periodically review and revise as it deems appropriate, procedures regarding supervisory director or managing director candidates proposed by shareholders.
3. Search Firms. The Nominating and Corporate Governance Committee shall have the authority to retain and terminate any search firm to be used to identify supervisory director or managing director nominees, including authority to approve the search firm's fees and other retention terms. The Committee is empowered, without further action by the Supervisory Board, to cause the Company to pay the compensation of any search firm engaged by the Committee.
4. Selection of Committee Members. The Nominating and Corporate Governance Committee shall be responsible for recommending to the Supervisory Board the supervisory directors to be appointed to each committee of the Supervisory Board.

Corporate Governance

5. Corporate Governance Guidelines. The Nominating and Corporate Governance Committee shall develop and recommend to the Supervisory Board a set of Corporate Governance Guidelines applicable to the Company. The Committee shall, from time to time as it deems appropriate, review and reassess the adequacy of such Corporate Governance Guidelines and recommend any proposed changes to the Supervisory Board for approval.

Evaluation of the Supervisory Board; Succession Planning

6. Evaluation of the Supervisory Board. The Nominating and Corporate Governance Committee shall be responsible for overseeing an annual self-evaluation of the Supervisory Board to determine whether it and its committees are functioning effectively. The Committee shall determine the nature of the evaluation, supervise the conduct of the evaluation and prepare an assessment of the Supervisory Board's performance, to be discussed with the Supervisory Board.
7. Succession of Senior Management. The Nominating and Corporate Governance Committee shall oversee an annual review by the Supervisory Board on succession planning for senior management, which shall include transitional leadership in the event of an unplanned vacancy.
8. Additional Duties. The Nominating and Corporate Governance 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 Nominating and Corporate Governance 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. Subcommittees. The Nominating and Corporate Governance Committee may form and delegate authority to one or more subcommittees (including a subcommittee consisting of a single member) as it deems appropriate from time to time under the circumstances.
3. Reports to the Supervisory Board. The Nominating and Corporate Governance Committee shall report regularly to the Supervisory Board.
4. Charter. The Nominating and Corporate Governance Committee shall, from time to time as it deems appropriate, review and reassess the adequacy of this Charter and recommend any proposed changes to the Supervisory Board for approval.

5. Independent Advisors. The Nominating and Corporate Governance Committee is authorized, without further action by the Supervisory Board, to engage such independent legal and other advisors as it deems necessary or appropriate to carry out its responsibilities. Such independent advisors may be the regular advisors to the Company. The Committee is empowered, without further action by the Supervisory Board, to cause the Company to pay the compensation of such advisors as established by the Committee.

6. Investigations. The Nominating and Corporate Governance 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 Committee or any advisors engaged by the Committee.