

# UNIQUIRE N.V.

## Corporate Governance Guidelines

(Effective as of February 10, 2014)

The Supervisory Board (the “Supervisory Board”) of uniQure N.V. (the “Company”) has adopted the following Corporate Governance Guidelines (the “Guidelines”) to assist the Supervisory Board in the exercise of its duties and responsibilities and to serve the best interests of the Company and of all corporate stakeholders, such as shareholders, creditors, employees, customers and suppliers (“stakeholders”). The Guidelines 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. The Guidelines are intended to serve as a flexible framework for the conduct of the Supervisory Board’s business and not as a set of legally binding obligations. The Supervisory Board may modify or make exceptions to the Guidelines from time to time in its discretion and consistent with its duties and responsibilities to the Company and its stakeholders.

### **A. Supervisory Director Responsibilities**

1. Oversee Management of the Company. The principal responsibility of the supervisory directors is to supervise the conduct of, and provide advice to, the management board of the Company (the “Management Board”) and to supervise the Company’s general affairs and business and, in so doing, serve the best interests of the Company and its stakeholders. This responsibility includes:
  - Reviewing and approving fundamental operating, financial and other corporate plans, strategies and objectives.
  - Evaluating the performance of the Company and its senior management (including, if the context so requires, the Management Board, the “senior management”) and taking appropriate action.
  - Subject to the remuneration policy adopted by the general meeting of shareholders, evaluating the Company’s compensation programs on a regular basis and determining the compensation of its senior management.
  - Reviewing and approving senior management succession plans.
  - Evaluating whether corporate resources are used only for appropriate business purposes.
  - Establishing a corporate environment that promotes timely and effective disclosure (including robust and appropriate controls, procedures and incentives), fiscal accountability, high ethical standards and compliance with all applicable laws and regulations.

- Reviewing and approving material transactions and commitments not entered into in the ordinary course of business.
  - Developing a corporate governance structure that allows and encourages the Supervisory Board and senior management to fulfill their responsibilities.
  - Providing advice and assistance to senior management.
  - Evaluating the overall effectiveness of the Supervisory Board and its committees.
2. Exercise Business Judgment. In discharging their duties, supervisory directors are expected to exercise their business judgment to act in what they reasonably believe to be the best interests of the Company and its stakeholders.
  3. Understand the Company and its Business. Supervisory directors have an obligation to become and remain informed about the Company and its business, including the following:
    - The principal operational and financial objectives, strategies and plans of the Company.
    - The results of operations and financial condition of the Company and of significant subsidiaries and business segments.
    - The relative standing of the business segments within the Company and vis-à-vis competitors.
    - The factors that determine the Company's success.
    - The risks and problems that affect the Company's business and prospects.
  4. Establish Effective Systems. Supervisory directors are responsible for determining that effective systems are in place for the periodic and timely reporting to the Supervisory Board on important matters concerning the Company, including the following:
    - Current business and financial performance and clinical developments, the degree of achievement of approved objectives and the need to address forward-planning issues.
    - Future business prospects and forecasts, including actions, facilities, personnel and financial resources required to achieve forecasted results.
    - Financial statements, with appropriate segment or divisional breakdowns.
    - Compliance programs to assure the Company's compliance with law and corporate policies.

- Material litigation and governmental and regulatory matters.
- Monitoring and, where appropriate, responding to communications from shareholders.

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

5. Supervisory Board, Shareholder and Committee Meetings. Supervisory directors are responsible for attending Supervisory Board meetings, meetings of committees on which they serve and the general meetings of shareholders, and devoting the time needed, and meeting as frequently as necessary, to discharge their responsibilities properly.
6. Reliance on Management and Advisors; Indemnification. The supervisory directors are entitled to rely on the Management Board, 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 supervisory directors are also entitled to Company-provided indemnification, statutory exculpation and directors' and officers' liability insurance.

## **B. Supervisory Director Qualification Standards**

1. Independence. Except as may otherwise be permitted by NASDAQ rules, a majority of the members of the Supervisory Board shall be independent supervisory directors. To be considered independent: (1) a supervisory director must be independent as determined under Rule 5605(a)(2) of the rules of the NASDAQ Stock Market and (2) in the Supervisory Board's judgment, the supervisory director must not have a relationship with the Company that would interfere with the exercise of independent judgment in carrying out the responsibilities of a supervisory director.
2. Size of the Supervisory Board. The Supervisory Board currently has 7 members. The Supervisory Board believes this is an appropriate size given the Company's present circumstances, but that a smaller or larger Supervisory Board may be appropriate at any given time, depending on circumstances and changes in the Company's business.
3. Other Directorships. The Supervisory Board does not believe that its members should be prohibited from serving on boards of other organizations, and the Supervisory Board has not adopted any guidelines limiting such activities. However, the Nominating and Corporate Governance Committee shall take into account the nature of and time involved in a supervisory director's service on other boards in evaluating the suitability of individual supervisory directors and making its recommendations to the Supervisory Board. Service on boards and/or committees of other organizations shall comply with the Company's conflict of interest policies and the Dutch Corporate Governance Code.

4. Tenure. Supervisory directors are appointed for a maximum term of three (3) years, as provided in the Company's articles of association. A supervisory director may be reappointed for a term of not more than three (3) years at a time, and may be a supervisory director for a period not longer than twelve (12) years, which period may or may not be interrupted, unless the general meeting of shareholders resolves otherwise. On the one hand, the Supervisory Board recognizes the value of a good Supervisory Board working together over time and it desires the benefits of knowledge and experience gained over a number of years working with the Company's business and management. On the other hand, the Supervisory Board believes in the benefits from the periodic influx of new ideas, new knowledge associated with the Company's business and continually revitalized group interactions within the Supervisory Board. The Supervisory Board believes this policy balances both such considerations.
5. Selection of New Director Candidates. Except where the Company is legally required by contract, 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 persons to be nominated for election as supervisory directors or managing directors at any general meeting of shareholders. Supervisory director and managing director nominees shall be considered for recommendation by the Nominating and Corporate Governance Committee in accordance with these Guidelines, the policies and principles in its charter and the criteria set forth in Attachment A to these Guidelines. It is expected that the Nominating and Corporate Governance Committee will have direct input from the Chairman of the Supervisory Board and the Chief Executive Officer.
6. Extending the Invitation to a New Supervisory Director Candidate to Join the Supervisory Board. The invitation to join the Supervisory Board should be extended by the Chairman of the Supervisory Board, on behalf of the Supervisory Board, and the Chairman of the Nominating and Corporate Governance Committee, on behalf of such Committee. Unauthorized approaches to prospective supervisory directors can be premature, embarrassing and harmful.

### **C. Supervisory Board Meetings**

1. Selection of Agenda Items. Each Supervisory Board member is free to suggest the inclusion of agenda items and is free to raise at any Supervisory Board meeting subjects that are not on the agenda for that meeting.
2. Frequency and Length of Meetings. The Chairman of the Supervisory Board, in consultation with the members of the Supervisory Board, shall determine the frequency and length of the Supervisory Board meetings. Special meetings may be called from time to time as determined by the needs of the business.
3. Advance Distribution of Materials. Information and data that are important to the Supervisory Board's understanding of the business to be conducted at a

Supervisory Board or committee meeting should generally be distributed in writing to the supervisory directors before the meeting, and supervisory directors should review these materials in advance of the meeting. The Supervisory Board acknowledges that certain items to be discussed at a Supervisory 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 Supervisory Board meetings should do more than summarize previously distributed Supervisory Board meeting materials.

4. Attendance of Non-Directors at Supervisory Board Meetings. The Supervisory Board encourages senior management of the Company to, from time to time, bring Company personnel into Supervisory 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 the Supervisory Board. The managing directors must, if requested by the Supervisory Board, attend Supervisory Board meetings and provide all information required by the Supervisory Board.

#### **D. Supervisory Board Committees**

1. Key Committees. The Supervisory Board shall have at all times an Audit Committee, a Remuneration Committee and a Nominating and Corporate Governance Committee. Each such committee shall have a charter that has been approved by the Supervisory Board. The Supervisory Board may, from time to time, establish or maintain additional committees as necessary or appropriate.
2. Assignment 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. Except as otherwise permitted by the applicable rules of NASDAQ, each member of the Audit Committee, the Remuneration Committee and the Nominating and Corporate Governance Committee shall be an “independent director” as defined by such rules.
3. Committee Charters. In accordance with the applicable rules of NASDAQ, the charters of the Audit Committee, the Remuneration Committee and the Nominating and Corporate Governance Committee shall set forth the purposes, goals and responsibilities of the committees as well as qualifications for committee membership, procedures for committee member appointment and removal, committee structure and operations and committee reporting to the Supervisory Board. The Supervisory Board shall, from time to time as it deems appropriate, review and reassess the adequacy of each charter and make appropriate changes.
4. Selection of Agenda Items. The chairman of each committee, in consultation with the committee members, shall develop the committee’s agenda. At the beginning

of the year each 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 supervisory directors.

5. Frequency and Length of Committee Meetings. The chairman of each committee, in consultation with the committee members, shall determine the frequency and length of the committee meetings consistent with any requirements set forth in the 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.

#### **E. Supervisory Director Access to Management and Independent Advisors**

1. Access to Officers and Employees. Supervisory 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 Chief Executive Officer or the Chief Financial Officer or directly by the supervisory director. The supervisory 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 supervisory director and a member of senior management or an employee of the Company.
2. Access to Independent Advisors. The Supervisory Board and each committee have the power to hire and consult with independent legal, financial or other advisors for the benefit of the Supervisory Board 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 Supervisory 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 Supervisory Board or any such committee.

#### **F. Director Remuneration**

1. Role of Supervisory Board and Remuneration Committee. The form and amount of supervisory director and managing director compensation shall be determined by the Supervisory Board in accordance with the policies and principles set forth below and the remuneration policy adopted by the general meeting of shareholders. The Remuneration Committee shall conduct an annual review of the compensation of the Company's supervisory directors and managing directors. The Remuneration Committee shall consider that questions as to supervisory directors' independence may be raised if supervisory director compensation and perquisites exceed customary levels, if the Company makes substantial charitable contributions to organizations with which a supervisory director is affiliated or if the Company enters into consulting contracts or business arrangements with (or provides other indirect forms of compensation to) a supervisory director or an

organization with which the supervisory director is affiliated. The Supervisory Board will also consider managing director compensation and perquisites in light of customary levels, and will carefully consider any charitable contributions by the Company to organizations with which a managing director is affiliated and any consulting contracts or business arrangements (or arrangements resulting in other forms of indirect compensation) between the Company and a managing director or an organization with which the managing director is affiliated.

2. Amount of Consideration. The Company seeks to attract exceptional talent to its Supervisory Board. Therefore, the Company's policy is to compensate supervisory directors at least competitively relative to comparable companies. The Company may, from time to time, commission the preparation of a comparison report to the Supervisory Board, comparing the Company's supervisory director compensation with that of comparable companies. The Supervisory Board believes that it is appropriate for the Chairman of the Supervisory Board and the chairmen and members of the committees to receive additional compensation for their services in those positions.

## **G. Management Evaluation and Succession**

1. Selection of Chief Executive Officer. The Supervisory Board selects the Company's Chief Executive Officer who will serve as chairman of the Management Board.
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 executives, 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 with the Supervisory Board periodically. The Supervisory Board shall review the assessments to ensure that senior management is providing the best leadership for the Company over both the long- and short-term.
3. Succession of Senior Management. The Nominating and Corporate Governance Committee shall be responsible for overseeing an annual evaluation of succession planning.
4. Former Chief Executive Officer's Management Board Membership. The Supervisory Board believes that the continuation of a former Chief Executive Officer of the Company on the Management Board is a matter to be decided in each individual instance by the Supervisory Board, upon recommendation of the Nominating and Corporate Governance Committee. Accordingly, when the Chief Executive Officer ceases to serve in that position, he or she will be expected to resign from the Management Board if so requested by the Supervisory Board, upon recommendation of the Nominating and Corporate Governance Committee.

**H. Annual Performance Evaluation of the Supervisory Board**

The Nominating and Corporate Governance Committee shall oversee an annual self-evaluation of the Supervisory 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 Supervisory Board's performance, to be discussed with the Supervisory Board. The purpose of this process is to improve the effectiveness of the Supervisory Board and its committees and not to target individual Supervisory Board members.

**I. Supervisory Board Interaction with Shareholders, Institutional Investors, the Press, Customers, Etc.**

The Supervisory Board believes that the Chief Executive Officer and his or her designees speak for the Company. Individual supervisory directors may, from time to time, meet or otherwise communicate with various constituencies that are involved with the Company. It is, however, expected that Supervisory Board members would do so with the knowledge of and, absent unusual circumstances or as contemplated by the committee charters, only at the request of the Management Board.

The Supervisory Board will give appropriate attention to written communications that are submitted by shareholders and other interested parties, and will respond if and as appropriate. Absent unusual circumstances or as contemplated by the committee charters, the Chairman of the Supervisory Board (if an independent director), or otherwise the Chairman of the Nominating and Corporate Governance Committee shall, subject to advice and assistance from the Company's in-house counsel and/or outside legal advisors, (1) be primarily responsible for monitoring communications from shareholders and other interested parties, and (2) provide copies or summaries of such communications to the other supervisory directors as he or she considers appropriate.

**J. Periodic Review of the Corporate Governance Guidelines**

The Nominating and Corporate Governance Committee shall, from time to time as it deems appropriate, review and reassess the adequacy of these Guidelines and recommend any proposed changes to the Supervisory Board for approval.

**K. Dutch Corporate Governance Code**

These Corporate Governance Guidelines do not necessarily comply with the provisions of the Dutch Corporate Governance Code.

## **uniQure N.V.**

### Attachment A to Corporate Governance Guidelines

#### **CRITERIA FOR NOMINATION AS A DIRECTOR**

##### **General Criteria**

1. Nominees should have a reputation for integrity, honesty and adherence to high ethical standards.
2. Nominees should have demonstrated business acumen, experience and ability to exercise sound judgments in matters that relate to the current and long-term objectives of the Company and should be willing and able to contribute positively to the decision-making process of the Company.
3. Nominees should have a commitment to understand the Company and its industry and to regularly attend and participate in meetings of the Supervisory Board or Management Board, as applicable, and its committees.
4. Nominees should have the interest and ability to understand the sometimes conflicting interests of the various constituencies of the Company, which include stakeholders, and to act in the interests of all stakeholders.
5. Nominees should not have, nor appear to have, a conflict of interest that would impair the nominee's ability to represent the interests of all the Company's stakeholders and to fulfill the responsibilities of a supervisory director or managing director.
6. Nominees shall not be discriminated against on the basis of race, religion, national origin, sex, sexual orientation, disability or any other basis proscribed by law. The value of diversity on the Supervisory Board should be considered in the case of Supervisory Board nominees.

##### **Application of Criteria to Existing Directors**

The renomination of existing directors should not be viewed as automatic, but should be based on continuing qualification under the criteria set forth above. In addition, the Nominating and Corporate Governance Committee shall consider the existing directors' performance on the Supervisory Board or Management Board, as the case may be, and any committee, which shall include consideration of the extent to which the directors undertook continuing director education.

##### **Criteria for Composition of the Supervisory Board**

The backgrounds and qualifications of the supervisory directors considered as a group should provide a significant breadth of experience, knowledge and abilities that shall assist the Supervisory Board in fulfilling its responsibilities.