

UNIQUIRE N.V.

Related Party Transaction Policy

(Effective as of February 10, 2014)

The Code of Business Conduct and Ethics of uniQure N.V. (the “Company”) provides that employees, directors and members of senior management must act in the best interests of the Company and refrain from engaging in any activity or having a personal interest that presents a “conflict of interest.” In addition, under applicable U.S. Securities and Exchange Commission (“SEC”) rules, the Company is required to disclose related party transactions as defined in the SEC’s rules.

The Company has adopted this Related Party Transaction Policy to set forth the policies and procedures for the review and approval or ratification of Related Party Transactions (as defined below).

1. Definitions

For the purposes of this Policy, a “*Related Party*” is:

- a) an enterprise that, directly or indirectly through one or more intermediaries, controls or is controlled by, or is under common control with, the Company;
- b) an unconsolidated enterprise in which the Company has a Significant Influence or which has Significant Influence over the Company;
- c) a person owning, directly or indirectly, an interest in the voting power of the Company that gives him or her Significant Influence over the Company, and Close Family Members of such person;
- d) a member of key management personnel of the Company, which is defined as a person having authority and responsibility for planning, directing and controlling the activities of the Company, including directors and senior management of the Company and Close Family Members of such persons; and
- e) an enterprise in which a substantial interest in the voting power is owned, directly or indirectly, by any person described in (c) or (d) above, or over which such a person is able to exercise Significant Influence, including any enterprises owned by directors of the Company or shareholders owning 5% or more of the voting power of any class of the Company’s voting securities and any enterprises that have a member of key management personnel in common with the Company.

A “*Close Family Member*” of a person is a family member of such person that may be expected to influence, or be influenced by, such person in their dealings with the Company.

A “*Related Party Transaction*” is any transaction, arrangement or relationship, or any series of similar transactions, arrangements or relationships in which the Company was or is to be a participant, the amount involved exceeds \$120,000, and a Related Party had or will have a direct or indirect material interest. Except as otherwise set forth in this policy, “*Related Party Transaction*” specifically includes, without limitation, purchases of goods or services by or from

the Related Party or entities in which the Related Party has a material interest, indebtedness, guarantees of indebtedness, and employment by the Company of a Related Party.

A “*Significant Influence*” over an enterprise is the power to participate in the financial and operating policy decisions of the enterprise, but is less than control over those policies. Shareholders beneficially owning a 10% or greater interest in the voting power of the Company are presumed to have a significant influence on the Company.

2. Policies and Procedures for Review, Approval or Ratification of Related Party Transactions

Any Related Party Transaction proposed to be entered into by the Company must be reported to the Company’s Chief Financial Officer and shall be reviewed and approved by the Audit Committee of the Supervisory Board (the “Committee”) in accordance with the terms of this Policy, prior to effectiveness or consummation of the transaction, whenever practicable. If the Chief Financial Officer determines that advance approval of a Related Party Transaction is not practicable under the circumstances, the Committee shall review and, in its discretion, may ratify the Related Party Transaction at the next meeting of the Committee, or at the next meeting following the date that the Related Party Transaction comes to the attention of the Chief Financial Officer; *provided, however*, that the Chief Financial Officer may present a Related Party Transaction arising in the time period between meetings of the Committee to the Chair of the Committee, who shall review and may approve the Related Party Transaction, subject to ratification by the Committee at the next meeting of the Committee.

In addition, any Related Party Transaction previously approved by the Committee or otherwise already existing that is ongoing in nature shall be reviewed by the Committee annually to ensure that such Related Party Transaction has been conducted in accordance with the previous approval granted by the Committee, if any, and that all required disclosures regarding the Related Party Transaction are made.

Transactions involving compensation of directors and members of senior management shall be reviewed and approved by the Remuneration Committee in the manner specified in the charter of the Remuneration Committee.

3. Standards for Review, Approval or Ratification of Related Party Transactions

A Related Party Transaction reviewed under this Policy will be considered approved or ratified if it is authorized by the Committee in accordance with the standards set forth in this Policy after full disclosure of the Related Party’s interests in the transaction. As appropriate for the circumstances, the Committee shall review and consider:

- the Related Party’s interest in the Related Party Transaction;
- the approximate monetary value of the amount involved in the Related Party Transaction;
- the approximate monetary value of the amount of the Related Party’s interest in the transaction, without regard to the amount of any profit or loss;

- whether the transaction was undertaken in the ordinary course of business of the Company;
- whether the transaction with the Related Party is proposed to be, or was, entered into on terms no less favorable to the Company than terms that could have been reached with an unrelated third party;
- the purpose of, and the potential benefits to the Company of, the transaction; and
- any other information regarding the Related Party Transaction or the Related Party in the context of the proposed transaction that would be material to investors in light of the circumstances of the particular transaction.

The Committee will review all relevant information available to it about the Related Party Transaction. The Committee may approve or ratify the Related Party Transaction only if the Committee determines that, under all of the circumstances, the transaction is in, or is not inconsistent with, the best interests of the Company. The Committee may, in its sole discretion, impose such conditions as it deems appropriate on the Company or the Related Party in connection with approval of the Related Party Transaction.

The review, approval or ratification of a transaction, arrangement or relationship pursuant to this Policy does not necessarily imply that such transaction, arrangement or relationship is required to be disclosed under Item 7.B of Form 20-F.