

# UNIQURE N.V.

## Nominating And Corporate Governance Committee Charter

(Amended as of April 14, 2017)

### **A. Purpose**

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

- recommend candidates for nomination as executive directors, non-executive directors, chairman of the Board, vice-chairman of the Board and the Chief Executive Officer;
- ensure that the Board and its Committees consist of directors with appropriate and balanced skills, experience, independence and knowledge of the Company to enable them to discharge their duties and responsibilities effectively;
- develop and recommend succession plans within and to the Board as well as appointments and removals from the Company’s Leadership Team;
- review, develop and recommend internal policies for the Company which further high standards of corporate governance;
- oversee the evaluation of the Board, the directors, and all committees of the Board; and
- oversee and bring to the attention of the Board matters relating to corporate governance.

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 Committee shall consist of such number of non-executive directors as the Board shall from time to time determine.
2. Independence. Except as otherwise permitted by applicable NASDAQ rules, each member of the Committee shall be an “independent director” as defined by such rules.
3. Chair. The Committee shall elect a Chair by majority vote.

4. Secretary. The secretary of the Committee shall be the General Counsel or his or her nominee.
5. Compensation. The compensation of Committee members shall be as determined by the Board.
6. Selection and Removal. Members of the Committee shall be appointed by the Board, upon the recommendation of the Committee. The Board may remove members of the Committee from such Committee, with or without cause.

## C. **Authority and Responsibilities**

### **General**

The 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.

### **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 Committee shall be responsible for recommending to the Board the nominees for election as executive directors or non-executive directors at any general meeting of shareholders.
2. Criteria for Selecting Directors. The criteria to be used by the Committee in recommending executive and non-executive directors and by the Board in nominating directors are as set forth in Attachment A hereto. The Committee shall be responsible for reviewing with the Board, on an annual basis, the requisite skills and criteria for new executive directors and non-executive directors as well as the composition of the Board as a whole. The Committee may adopt, and periodically review and revise as it deems appropriate, procedures regarding non-executive director or executive director candidates proposed by shareholders.
3. Search Firms. The Committee shall have the authority to retain and terminate any search firm to be used to identify non-executive director or executive director nominees, including authority to approve the search firm's fees and other retention terms. The Committee is empowered, without further action by the Board, to cause the Company to pay the compensation of any search firm engaged by the Committee.
4. Selection of Committee Members. The Committee shall be responsible for recommending to the Board for approval the appointment of directors to each committee of the Board. In addition, the Committee shall recommend to the Board candidates to fill vacancies or new positions on the committees of the Board as necessary or desirable and review and make recommendations to the Board concerning any removal of Committee members.

## **Corporate Governance**

5. Corporate Governance. The Committee shall review the Company's Corporate Governance Guidelines and Board Rules and other policies, from time to time as it deems appropriate, and reassess the adequacy of such Corporate Governance Guidelines and Board Rules and policies and recommend any proposed changes to the Board for approval.

## **Evaluation of the Board; Succession Planning**

6. Evaluation of the Board. The Committee shall be responsible for overseeing an annual self-evaluation of the 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 Board's performance, to be discussed with the Board.
7. Succession of Senior Management. The Committee shall oversee an annual review by the Board on succession planning for senior management, which shall include transitional leadership in the event of an unplanned vacancy.
8. Additional Duties. The Committee shall have such other duties as may be delegated from time to time by the Board.

## **D. Procedures and Administration**

1. Meetings. The 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. Attendance at meetings. All members of the Committee are expected to attend each meeting.
3. Quorum and decisions. The quorum of the meeting is a majority of its members. Decisions are made by simple majority vote.
4. A member shall leave the meeting when his/her own position is discussed but the quorum is not affected thereby.
5. Subcommittees. The 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.
6. Reports to the Board. The Committee shall report regularly to the Board.
7. Charter. The 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 Board for approval.

8. Independent Advisors. The Committee is authorized, without further action by the 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 Board, to cause the Company to pay the compensation of such advisors as established by the Committee.
  
9. Investigations. The 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 executive director, non-executive director, employee or advisor of the Company to meet with the Committee or any advisors engaged by the Committee.

## **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 Board 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 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 Board should be considered in nominating directors.

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

The compensation 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 Committee shall consider the existing directors' performance on the Board and any committee, which shall include consideration of the extent to which the directors undertook continuing director education.

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

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