

uniQure N.V.

Remuneration Policy

(Effective as of June 16, 2016)

Section I: General Remuneration Policy

uniQure N.V. (together with its subsidiaries, the “Company” or “uniQure”) is committed to providing competitive employee compensation and benefits in accordance with applicable market practice. uniQure strives to ensure that each employee and his or her family stays healthy, to provide each employee with income protection should he or she become ill or injured, to help with retirement savings, and to allow employees to take time off. These benefits may be adapted, changed or terminated based on Company, market or legal needs.

Base Salary

uniQure is committed to paying competitive base salaries to all employees in accordance with applicable market rates and practices. The base salary levels are based on roles of comparable responsibility requiring similar qualifications and experience at companies in similar businesses of comparable size and success.

Short-Term Incentives

The Company’s discretionary cash incentive program is designed to align employee compensation with both Company and individual performance. uniQure will notify each eligible employee of his or her target incentive opportunity, if any. The target incentives vary in accordance with salary level and are generally expressed as a percentage of eligible earnings.

Long-Term Incentives

The Company’s discretionary long-term incentives consist of equity awards. uniQure will notify each eligible employee of the terms and condition of his or her equity awards, if any. Eligibility is based on salary level and/or position in the Company, as well as historical and anticipated performance, and is at the discretion of the Board of Directors of uniQure N.V. (the “Board”).

Pensions

uniQure offers pension arrangements for eligible employees, including death and permanent disability pensions and orphan and partner pensions (in case of death). Employee contributions may apply depending on the country of employment. The Company may, if so determined by the Board, provide for matching contributions by the Company in line with market standards.

Other Benefits

uniQure may offer other benefits from time to time as determined by the Board, in line with market standards.

Section II: Remuneration Policy for Executive Directors

A. General

The Board of Directors of uniQure N.V. (the “Board”), upon the recommendation of its Remuneration Committee, shall have authority to establish the level, terms and structure of the remuneration of the Executive Directors from time to time, guided by the principles outlined in this Remuneration Policy for Executive Directors. This policy is intended to reflect market practice in the Company’s industry, taking into account the principles and best practice provisions of the Dutch Corporate Governance Code.

The Board shall generally seek to achieve three broad goals in connection with the remuneration of the Executive Directors:

- First, the Board shall seek to structure the Company’s remuneration programs in a manner that it believes will enable uniQure to attract, motivate and retain executives who are capable of leading the Company in achieving its business objectives.
- Second, the Board shall seek to establish remuneration programs that are designed to reward Executive Directors for the achievement both of specified business objectives of uniQure as a whole and the individual’s own responsibilities (when applicable). By partially linking remuneration to the achievement of specific goals, the Board believes that it creates a performance-oriented environment for the company’s Executive Directors.
- Third, the Board shall link a portion of the remuneration of the Executive Directors to the long-term performance of uniQure’s ordinary shares through the periodic grant of equity awards, which are intended to align the interests of the Executive Directors with those of the Company’s shareholders.

The Board shall regularly review the business objectives of uniQure and assesses the Company’s and each individual Executive Director’s performance with respect to those business objectives. The Board shall determine a balanced mix of fixed and variable remuneration, as well as individualized key performance indicators, linked to variable remuneration, that are aligned with the Company’s business objectives.

B. Remuneration structure

The total remuneration package of the Executive Directors shall be established on an annual basis by the Board, upon recommendation of its Remuneration Committee, and shall generally consist of five components based on the goals described above:

1. Base Salary
2. Short-Term Incentives (Cash Bonus)
3. Long-Term Incentives (Equity Awards)
4. Pension Benefits
5. Other Benefits

1. Base Salary

Each year, the Board shall review the base salaries for Executive Directors and consider whether to adjust base salary levels. The Board shall consider the compensation of executives with comparable qualifications, experience and responsibilities at companies in

similar businesses of comparable size and success. The Board shall also consider the historical salary levels of each individual and the nature of that individual's responsibilities.

2. Short-Term Incentive (Annual Cash Bonus)

The Company's short-term incentives consist of discretionary annual cash bonuses. The annual cash bonus shall be linked to the achievement of pre-determined performance targets approved by the Board. The Remuneration Committee shall annually propose targets to the Board, as well as both financial and non-financial criteria by which to measure the individual performance of each Executive Director. The Board, upon the recommendation of the Remuneration Committee, shall establish and confirm the achievement of performance objectives each year in respect of the Executive Directors.

The award of bonuses shall be subject to the approval of the Board in its discretion. The maximum amount of a cash bonus—as a percentage of base salary and in absolute terms—will generally be set at the time when performance targets are established.

3. Long-Term Incentives (Equity Awards)

The Company's long-term incentives consist of annual and periodic equity awards under uniQure's Share Incentive Plan, and are linked to continued employment with the Company and, if the Board so determines, the achievement of such pre-determined performance targets, including corporate or individual objectives or financial metrics, as may be set by the Board.

The Board is authorized to make equity awards to the Executive Directors in accordance with the terms and conditions set out in the then-current Share Incentive Plan. The number of shares or rights to acquire shares under awards, as well as the related performance targets, if any, will be set by the Board in accordance with general market practice. The maximum number of shares that may be issued pursuant to equity awards to the Executive Directors shall be equal to the number of shares available from time to time under the then-current Share Incentive Plan less the shares underlying awards made to other eligible participants, plus any awards that may be made to Executive Directors pursuant to the "inducement grant" exception rules of the Nasdaq Stock Exchange, subject to any requirement for shareholder approval under the applicable rules of the Nasdaq Stock Exchange.

4. Pensions

Pension arrangements may be provided to Executive Directors based on the salaries, market practice and rules of the country in which they are principally employed, and may provide for matching contributions by the Company in line with market standards.

5. Other benefits

uniQure may offer other benefits from time to time as determined by the Board, in line with market standards.

C. Adjustments

If one of the variable remuneration components described above would, in the opinion of the Board, produce an unfair result due to extraordinary circumstances occurring during the

performance period, the Board has the power to adjust the value either downwards or upwards.

D. Clawbacks

The Board may also establish provisions to recover from an Executive Director any variable remuneration awarded on the basis of incorrect scientific, financial or other information (clawback).

E. Loans

The Company may not provide loans to Executive Directors.

Section III: Remuneration Policy for Nonexecutive Directors

The Board of Directors of uniQure N.V. (the “Board”), upon the recommendation of its Remuneration Committee, shall have authority to establish the level, terms and structure of the remuneration of the nonexecutive members of the Board from time to time, guided by the principles outlined in this Remuneration Policy for Nonexecutive Directors. This policy is intended to reflect market practice in the Company’s industry, taking into account the principles and best practice provisions of the Dutch Corporate Governance Code.

The Board, upon the recommendation of its Remuneration Committee, may establish cash fees for the nonexecutive members of the Board from time to time, as well as additional cash fees for service as Board chairman, committee member or committee chairman, consistent with market and industry practice.

The Board, upon the recommendation of its Remuneration Committee, may also grant equity awards to nonexecutive members of the Board from time to time, consistent with market and industry practice, pursuant to the terms of any equity incentive plan adopted or approved by the shareholders of the Company. The maximum number of shares that may be issued pursuant to equity awards to the nonexecutive directors shall be equal to the number of shares available from time to time under the then-current Share Incentive Plan less the shares underlying awards made to other eligible participants.