

UNIQURE N.V.  
Research & Development Committee Charter

(Adopted: December 11, 2019)

**A. Purpose**

The purpose of the Research & Development Committee (the “Committee”) of the Board of Directors (the “Board”) of uniQure N.V. (the “Company”) is to:

- Serve as an advisory body to the Board in matters related to the Company’s technology, research and development activities, product pipeline, and manufacturing platform (the “Company’s Technology”);
- Advise the Board on the strategic direction of the Company with respect to the Company’s Technology;
- Evaluate the function and effectiveness of the Company’s research, development, manufacturing operations, clinical operations, and other technical, scientific and medical operations.
- Confer with officers and employees of the Company as needed on matters related to the Company’s technology.
- Perform other tasks customarily performed by research and development committees as may be reasonably required to effectively advise the Board on matters associated with the Company’s Technology.

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 and other advisors as the Board shall from time to time determine. The Committee shall be comprised of members determined by the Board to have appropriate scientific, medical or other relevant expertise.
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 Board shall appoint a Chair of the Committee, who shall be an “independent director” of the Board.

4. Secretary. The secretary of the Committee shall be the Secretary as defined in the Articles of Association of the Company.
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 Nominating and Governance Committee. The Board may remove members of the Committee from such Committee, at any time and 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. The Committee shall be responsible for:

1. Reviewing the Company's research and development strategy as well as the Company's long-term strategic goals and objectives, and monitoring the Company's progress in achieving such goals and objectives;
2. Advising the Board of Directors on scientific, technological and research and development matters, and on strategic issues associated with the Company's Technology;
3. Reviewing and discussing the effectiveness and competitiveness of the Company's position and strategies in relation to emerging scientific and technology trends and activities relevant to the success of the Company's Technology;
4. Reviewing the quality, direction and competitiveness of the Company's research and development programs, and product pipeline;
5. Reviewing the organization, resources and capabilities of the Company's research, development and clinical departments;
6. Reviewing strategies and approaches to acquiring and maintaining innovation and technology positions;
7. Advising the board on the scientific, medical and technical aspects of significant acquisitions and business development transactions;
8. Advising the Board and other Committees of the Board, as requested, with regard to performance, succession planning and compensation of the Company's officers and other leadership of the research and development, manufacturing, medical and other technical or scientific functions within the Company; and

9. Reviewing the company's overall patent strategies and position;
10. Providing counsel and know-how to Company's management in the area of research and development and the Company's Technology;
11. Carrying out other tasks or providing other advice related to the Company's Technology as may be requested by the Board of Directors.

#### **ADDITIONAL AUTHORITY**

12. Independent Advisors. The Committee is authorized, without further action by the Board, to engage and rely on the advice of such independent scientific, medical, technical, and other advisors as it deems necessary or appropriate to carry out its responsibilities. Such independent advisors may be retained as regular observers of and advisors to the Committee, and also may be 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.
13. 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
14. Meeting with Company Employees and Consultants. To enable the Committee to perform its duties, the Committee or any individual members of the Committee may request and hold separate meetings with any employees or consultants of the Company.

#### **D. Procedures and Administration**

15. 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.
16. Attendance at meetings. All members of the Committee are expected to attend each meeting. With the exception of agenda items reserved for the Research & Development Committee's internal discussion at each meeting, the Company's head of Research and Development may attend meetings of the Committee and may speak, without voting rights. The Research and Development Committee may also invite other persons to attend the meetings as needed, including directors, officers, employees, and consultants of the Company.
17. Quorum and decisions. The quorum of the meeting is a majority of its members. Decisions are made by simple majority vote.

18. 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.
19. Reports and Recommendations to the Board. The Committee shall report regularly to the Board, and, when requested or where appropriate, shall present recommendations to the Board of Directors. All decisions will be made by the Board of Directors except as expressly stated in this charter.
20. 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.