

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**
Washington, D.C. 20549

SCHEDULE 14A
(RULE 14A-101)

**INFORMATION REQUIRED IN
PROXY STATEMENT**

SCHEDULE 14A INFORMATION

**Proxy Statement Pursuant to Section 14(a) of
the Securities Exchange Act of 1934 (Amendment No.)**

Filed by the Registrant ☒ x

Filed by a Party other than the Registrant ☐ o

Check the appropriate box:

- ☒ x Preliminary Proxy Statement
- ☐ o **Confidential, for Use of the Commission Only** (as permitted by Rule 14a-6(e)(2))
- ☐ o Definitive Proxy Statement
- ☐ o Definitive Additional Materials
- ☐ o Soliciting Material under §240.14a-12

UNIQUE N.V.

(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

- ☒ x No fee required.
- ☐ o Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.
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- ☐ o Fee paid previously with preliminary materials.
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 - (1) Amount Previously Paid: _____
 - (2) Form, Schedule or Registration Statement No.: _____
 - (3) Filing Party: _____
 - (4) Date Filed: _____

uniQure N.V.
Paasheuvelweg 25a
1105BP Amsterdam
The Netherlands
+1-339-970-7000

May 9, 2019

Dear Shareholder:

On behalf of the Board of Directors of uniQure N.V. (the “Company”), I invite you to attend our 2019 Annual General Meeting of Shareholders (the “2019 Annual Meeting”). The 2019 Annual Meeting will be held on June 19, 2019, at 9:30 a.m., Central European Summer Time at the Company’s principal executive offices located at Paasheuvelweg 25a, 1105BP Amsterdam, the Netherlands.

The matters to be voted upon at the 2019 Annual Meeting are listed in the Notice of the 2019 Annual Meeting and are more fully described in the proxy statement accompanying this letter (the “Proxy Statement”).

At the 2019 Annual Meeting, you will be provided an opportunity to ask questions regarding the matters to be voted upon, gain an up-to-date perspective on the Company and its activities, and meet the directors of the Company.

We have opted to provide our materials in connection with the 2019 Annual Meeting pursuant to the full set delivery option. Under the full set delivery option, a company delivers all proxy materials to its shareholders. Accordingly, you are receiving our proxy materials by mail or, if you previously agreed, by e-mail. These proxy materials include this Notice of Annual Meeting of Shareholders, Proxy Statement, proxy card and the Annual Report on Form 10-K. These materials are available free of charge at <http://www.edocumentview.com/QUIRE> and, if you are a registered holder, you may vote at <http://www.investorvote.com/QUIRE>. Further instructions for accessing the proxy materials and voting are described in the Notice of the 2019 Annual Meeting and the Proxy Statement. Your vote is very important. Whether or not you plan to attend the meeting, please carefully review the enclosed proxy statement and then cast your vote, regardless of the number of shares you hold. If you are a shareholder of record, you may vote over the Internet, by telephone or by completing, signing, dating and mailing the accompanying proxy card in the return envelope. If you mail the proxy card within the United States, no additional postage is required. Submitting your vote via the Internet or by telephone or proxy card will not affect your right to vote in person if you decide to attend the 2019 Annual Meeting, provided you have notified the Company of your intention to attend the meeting no later than June 17, 2019. If your shares are held in street name (held for your account by a broker or other nominee), you will receive instructions from your broker or other nominee explaining how to vote your shares and you will have the option to cast your vote by telephone or over the Internet if your voting instruction form from your broker or nominee includes instructions and a toll-free telephone number or Internet website to do so. In any event, to be sure that your vote will be received in time, please cast your vote by your choice of available means at your earliest convenience.

Thank you for your continuing interest in the Company. We look forward to seeing you at the 2019 Annual Meeting.

If you have any questions about the Proxy Statement, please contact investor relations at investors@uniQure.com.

Sincerely,

/s/ Matthew Kapusta

Matthew Kapusta

Chief Executive Officer, interim Chief Financial Officer and Executive
Director

uniQure N.V.

**NOTICE OF ANNUAL GENERAL MEETING OF SHAREHOLDERS
June 19, 2019**

To the Shareholders of uniQure N.V.:

Notice is hereby given that the 2019 Annual General Meeting of Shareholders (the “2019 Annual Meeting”) of uniQure N.V., a public company with limited liability (*naamloze vennootschap*) under the laws of the Netherlands (the “Company,” “uniQure,” and “we”), will be held on June 19, 2019, at 9:30 a.m., Central European Summer Time, at the Company’s principal executive offices located at Paasheuvelweg 25a, 1105BP Amsterdam, the Netherlands for the following purposes:

- I. Opening and announcements
- II. Report on the financial year 2018 (for discussion only)
- III. Explanation of the application of the remuneration policy (for discussion only)
- IV. Adoption of the 2018 Dutch statutory annual accounts and treatment of the results (Voting Proposal No. 1)
- V. Discharge of liability for the members of the Board of Directors (Voting Proposal No. 2)
- VI. Board Appointment: Re-election of Matthew Kapusta as executive director (Voting Proposal No. 3);
- VII. Renew the designation of the Board as the competent body to issue Ordinary Shares and options (Voting Proposal No. 4)
- VIII. Reauthorize the Board to exclude or limit preemptive rights upon the issuance of Ordinary Shares (Voting Proposal No. 5)
- IX. Reauthorize the Board to repurchase Ordinary Shares (Voting Proposal No. 6)
- X. Appointment of KPMG Accountants N.V. as external auditors of the Company for the financial year 2019 (Voting Proposal No. 7)
- XI. To approve, on an advisory basis, the compensation of the named executive officers of the Company (Voting Proposal No. 8)
- XII. To approve, on an advisory basis, the frequency of advisory votes on the compensation of the named executive officers of the Company (Voting Proposal No. 9)
- XIII. Any other business
- XIV. Closing of the meeting

Our Board of Directors (our “Board”) recommends that you vote “**FOR**” each of the voting proposals noted above.

A number of the agenda items are presented to the 2019 Annual Meeting because our Company is organized under the laws of the Netherlands. Several matters that are within the authority of the Board under the corporate laws of most U.S. states require shareholder approval under Dutch law. Additionally, Dutch corporate governance provisions require certain discussion topics for an annual general meeting of shareholders upon which shareholders do not vote.

The Board has fixed the close of business Eastern Time on May 22, 2019 as the record date and, therefore, only the Company’s shareholders of record at the close of business Eastern Time on May 22, 2019 are entitled to receive this notice (this “Notice”) and to vote at the 2019 Annual Meeting and any adjournment thereof.

Only shareholders who have given notice in writing to the Company by June 17, 2019 of their intention to attend the 2019 Annual Meeting in person are entitled to attend the 2019 Annual Meeting in person. The conditions for attendance at the 2019 Annual Meeting are as follows:

1. Shareholders of record (“Registered Shareholders”) must (i) notify the Company of their intention to attend the 2019 Annual Meeting by submitting their name and the number of registered shares held by them through the

Company’s email address at investors@uniQure.com no later than June 17, 2019 and (ii) bring a form of personal picture identification to the 2019 Annual Meeting; and

2. Holders of shares held in street name (“Beneficial Holders”) must have their financial intermediary, agent or broker with whom the shares are on deposit issue a proxy to them that confirms they are authorized to take part in and vote at the 2019 Annual Meeting. These Beneficial Holders must (i) notify the Company of their intention to attend the 2019 Annual Meeting by submitting their name and the number of shares beneficially owned by them through the Company’s email address at investors@uniQure.com no later than June 17, 2019, (ii) bring an account statement or a letter from the record holder indicating that you owned the shares as of the record date to the 2019 Annual Meeting, (iii) bring the proxy issued to them by their financial intermediary to the 2019 Annual Meeting and (iv) bring a form of personal picture identification to the 2019 Annual Meeting.

A proxy statement more fully describing the matters to be considered at the 2019 Annual Meeting (the “Proxy Statement”) is attached to this Notice. Copies of our Annual Report on Form 10-K for the year ended December 31, 2018 (the “Annual Report on Form 10-K”), including our financial statements and notes thereto, as filed with the Securities and Exchange Commission, accompany this Notice, but are not deemed to be part of the Proxy Statement.

We have opted to provide our materials in connection with the 2019 Annual Meeting pursuant to the full set delivery option. Under the full set delivery option, a company delivers all proxy materials to its shareholders. This delivery can be by mail or, if a shareholder has previously agreed, by e-mail. Accordingly, you are receiving. Accordingly, you are receiving our proxy materials by mail or, if you previously agreed, by e-mail. These proxy materials include this Notice of Annual Meeting of Shareholders, Proxy Statement, proxy card and the Annual Report on Form 10-K. In addition to delivering proxy materials to shareholders, a company must also post all proxy materials on a publicly accessible website and provide information to stockholders about how to access that website. These materials are available free of charge at <http://www.edocumentview.com/QURE>.

Our 2018 Dutch statutory annual accounts are available on our website at www.uniqure.com.

If you do not plan on attending the 2019 Annual Meeting and if you are a Registered Shareholder, please vote via the Internet or, if you are a Beneficial Holder, please submit the voting instruction form you receive from your broker or nominee as soon as possible so your shares can be voted at the meeting. You may submit your voting instruction form by mail. If you are a Registered Shareholder, you also may vote by telephone or by submitting a proxy card by mail. If you are a Beneficial Holder, you will receive instructions from your broker or other nominee explaining how to vote your shares, and you also may have the choice of instructing the record holder as to the voting of your shares by proxy, over the Internet or by telephone. Follow the instructions on the voting instruction form you receive from your broker or nominee. You do not need to affix postage to the enclosed reply envelope if you mail it within the United States. If you attend the meeting, you may withdraw your proxy and vote your shares personally.

All proxies submitted to us will be tabulated by Computershare. All shares voted by Registered Shareholders present in person at the 2019 Annual Meeting will be tabulated by the secretary designated by the chairman of the 2019 Annual Meeting.

All shareholders are extended an invitation to attend the 2019 Annual Meeting.

By Order of the Board of Directors,

/s/ Matthew Kapusta

Matthew Kapusta

Chief Executive Officer, interim Chief Financial Officer and Executive
Director

May 9, 2019

Important Notice Regarding the Availability of Proxy Materials for the Shareholder Meeting To Be Held on June 19, 2019

The Proxy Statement, Proxy Card, and our 2018 Annual Report on Form 10-K are available at
<http://www.edocumentview.com/QUIRE>
and, together with the Dutch 2018 annual statutory accounts, on our website at <http://www.uniqure.com>.

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NOTE REGARDING FORWARD-LOOKING STATEMENTS

Certain statements in the following proxy statement for the 2019 Annual General Meeting of Shareholders are “forward-looking statements” within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), and are subject to the safe harbor created by those sections. Forward-looking statements are based on our current assumptions, projections and expectations of future events, and are generally identified by words such as “may,” “will,” “should,” “could,” “would,” “expects,” “plans,” “anticipates,” “believes,” “estimates,” “projects,” “predicts,” “potential” and similar expressions, or the negatives thereof, or future dates. Forward-looking statements are subject to risks and uncertainties that could cause actual results to differ materially from those projected or implied. The most significant factors known to us that could materially adversely affect our business, operations, industry, financial position or future financial performance are described in “*Part I, Item 1A, Risk Factors*” in our most recent Annual Report on Form 10-K filed with the Securities and Exchange Commission (the “SEC”) on February 28, 2019 (the “Annual Report on Form 10-K”), which is being provided to you together with this proxy statement. You should not place undue reliance on any forward-looking statement, which speaks only as of the date made, and should recognize that forward-looking statements are predictions of future results, which may not occur as anticipated. Actual results could differ materially from those anticipated in the forward-looking statements and from historical results due to the risks and uncertainties described in our Annual Report on Form 10-K, including in “*Part I, Item 1A. Risk Factors*,” as well as others that we may consider immaterial or do not anticipate at this time. The risks and uncertainties described in our Annual Report on Form 10-K are not exclusive and further information concerning our company and our business, including factors that could materially affect our operating results or financial condition, may emerge from time to time. We undertake no obligation to update forward-looking statements to reflect actual results or changes in factors or assumptions affecting such forward-looking statements. We advise you, however, to consult any further disclosures we make on related subjects in our future Annual Reports on Form 10-K, Quarterly Reports on Form 10-Q and Current Reports on Form 8-K that we file with or furnish to the SEC.

uniQure N.V.
Paasheuvelweg 25a
1105BP Amsterdam
The Netherlands
+1-339-970-7000

PROXY STATEMENT FOR THE 2019 ANNUAL GENERAL MEETING OF SHAREHOLDERS

To Be Held on June 19, 2019 at 9:30 a.m., Central European Summer Time

This proxy statement (the “Proxy Statement”), which includes the explanatory notes to the agenda for the 2019 Annual General Meeting of Shareholders (the “2019 Annual Meeting”), and the accompanying proxy card (the “Proxy Card”), are being furnished with respect to the solicitation of proxies by the Board of Directors (the “Board”) of uniQure N.V., a public company with limited liability (*naamloze vennootschap*) under the laws of the Netherlands (the “Company,” “uniQure” or “we”), for the 2019 Annual Meeting. The 2019 Annual Meeting will be held at 9:30 a.m. Central European Summer Time, on June 19, 2019, and at any adjournment thereof, at the Company’s principal executive offices, Paasheuvelweg 25a, 1105BP Amsterdam, the Netherlands.

The approximate date on which the Proxy Statement and Proxy Card are first being sent or given to the Company’s shareholders (each a “Shareholder and collectively, the “Shareholders”) is May 22, 2019.

The purposes of the 2019 Annual Meeting are to discuss and/or vote on the following:

- I. Opening and announcements
- II. Report on the financial year 2018 (for discussion only)
- III. Explanation of the application of the remuneration policy (for discussion only)
- IV. Adoption of the 2018 Dutch statutory annual accounts and treatment of the results (Voting Proposal No. 1)
- V. Discharge of liability for the members of the Board of Directors (Voting Proposal No. 2)
- VI. Board Appointment: Re-election of Matthew Kapusta as executive director (Voting Proposal No. 3);
- VII. Renew the designation of the Board as the competent body to issue Ordinary Shares and options (Voting Proposal No. 4)
- VIII. Reauthorize the Board to exclude or limit preemptive rights upon the issuance of Ordinary Shares (Voting Proposal No. 5)
- IX. Reauthorize the Board to repurchase Ordinary Shares (Voting Proposal No. 6)
- X. Appointment of KPMG Accountants N.V. as external auditors of the Company for the financial year 2019 (Voting Proposal No. 7)
- XI. To approve, on an advisory basis, the compensation of the named executive officers of the Company (Voting Proposal No. 8)
- XII. To approve, on an advisory basis, the frequency of advisory votes on the compensation of the named executive officers of the Company (Voting Proposal No. 9)
- XIII. Any other business
- XIV. Closing of the meeting

Who May Vote

Shareholders of record of our ordinary shares (the “Ordinary Shares”) as of the close of business Eastern Time on May 22, 2019 (the “Record Date”) are entitled to receive notice of and to vote at the 2019 Annual Meeting and any adjournment thereof. On March 31, 2019, we had issued and outstanding 37,763,842 Ordinary Shares. We have no other securities entitled to vote at the 2019 Annual Meeting. Each Ordinary Share is entitled to one vote on each matter. There is no cumulative voting.

A list of Shareholders entitled to vote at the 2019 Annual Meeting will be available at the 2019 Annual Meeting and will also be available for ten (10) days prior to the 2019 Annual Meeting, during regular office hours, at the principal executive offices of the Company, located at Paasheuvelweg 25a, 1105BP Amsterdam, the Netherlands, by contacting Investor Relations at uniQure N.V., Paasheuvelweg 25a, 1105BP Amsterdam, the Netherlands, by telephone at +1-339-970-7000, or by email to investors@uniQure.com

Under the Company’s Articles of Association and the Nasdaq rules, the presence at the 2019 Annual Meeting of 33 1/3% of the outstanding Ordinary Shares, represented in person or by proxy, is required for a quorum. “Abstentions” and “broker non-votes,” if any, will be counted as present and entitled to vote for purposes of determining whether a quorum is present for the transaction of business at the meeting.

Each matter proposed by the Board, other than with respect to the election of directors, shall be adopted by a simple majority of the votes cast at the 2019 Annual Meeting. Abstentions will have the effect of a negative vote on all voting proposals other than Voting Proposal No. 9, in which case they will have no effect. Brokers will have discretion to vote only with respect to Voting Proposal No. 7.

Consistent with Dutch law and the Company’s Articles of Association, executive directors and non-executive directors are appointed by a general meeting from a binding nomination by the Board. The proposed candidate specified in the binding nomination shall be appointed, provided that the requisite quorum is present or represented at the general meeting, unless the nomination is overruled by the general meeting (which would result if a majority of at least two-thirds of the votes cast vote “against” the appointment of such director, with abstentions, “blank votes”, broker non-votes and invalid votes not considered votes cast), in which case he or she will not be appointed.

“Broker non-votes” are shares represented at the 2019 Annual Meeting held by brokers, bankers or other nominees (i.e., in “street name”) that are not voted on a particular proposal because the nominee does not have discretionary voting power with respect to that item and has not received instructions from the beneficial owner. Generally, brokerage firms may vote to ratify the selection of independent auditors and on other “discretionary” or “routine” items. In contrast, brokerage firms may not vote to elect directors, because those proposals are considered “non-discretionary” items. Accordingly, if you do not instruct your broker how to vote your shares on “non-discretionary” matters, your broker will not be permitted to vote your shares on these matters.

Methods of Voting

If you were a record holder of Ordinary Shares on May 22, 2019, you may vote as follows:

- **By Internet.** Access the website of the Company’s tabulator, Computershare, at: <http://www.investorvote.com/QUIRE>, using the voter control number printed on the furnished proxy card. Your shares will be voted in accordance with your instructions. You must specify how you want your shares voted or your Internet vote cannot be completed and you will receive an error message. If you vote on the Internet, you also may request electronic delivery of future proxy materials.
- **By Telephone.** Call 1-800-652-8683 toll-free from the U.S., U.S. territories and Canada and follow the instructions on the enclosed proxy card. Your shares will be voted in accordance with your instructions. You must specify how you want your shares voted or your telephone vote cannot be completed. You must have the control number that is included on the proxy card when voting.

- **By Mail.** Complete and mail a proxy card in the enclosed postage prepaid envelope to the address provided. Your proxy will be voted in accordance with your instructions. If you are mailed or otherwise receive or obtain a proxy card, and you choose to vote by telephone or by Internet, you do not have to return your proxy card.
- **In Person at the Meeting.** If you attend the 2019 Annual Meeting, be sure to bring a form of personal picture identification with you. You may deliver your completed proxy card in person, or you may vote by completing a ballot, which will be available at the meeting. Directions to the Annual Meeting are available by contacting Investor Relations at uniQure N.V., Paasheuvelweg 25a, 1105BP Amsterdam, the Netherlands, telephone number +1-339-970-7000, email investors@uniQure.com.

If your Ordinary Shares are held in street name (held for your account by a broker or other nominee) at the close of business Eastern Time on May 22, 2019, you may vote:

- **By Internet or By Telephone.** You will receive instructions from your broker or other nominee if you are permitted to vote by internet or telephone.
- **By Mail.** You will receive instructions from your broker or other nominee explaining how to vote your shares.
- **In Person at the Meeting.** If you attend the meeting, in addition to picture identification, you should bring an account statement or a letter from the record holder indicating that you owned the shares as of the record date, *and* contact the broker or other nominee who holds your shares to obtain a broker's proxy card and bring it with you to the meeting.

Board's Recommendations

The Board recommends a vote:

- Voting Proposal No. 1: **"FOR"** adoption of the 2018 Dutch statutory annual accounts and treatment of the results.
- Voting Proposal No. 2: **"FOR"** discharge of liability for the members of the Board.
- Voting Proposal No. 3: **"FOR"** reelection of Matthew Kapusta as an executive director.
- Voting Proposal No. 4: **"FOR"** renewing the designation of the Board as the competent body to issue Ordinary Shares and options.
- Voting Proposal No. 5: **"FOR"** authorizing the Board to limit or exclude preemptive rights upon the issuance of Ordinary Shares.
- Voting Proposal No. 6: **"FOR"** reauthorization of the Board to repurchase Ordinary Shares.
- Voting Proposal No. 7: **"FOR"** appointment of KPMG Accountants N.V. as the Company's independent registered public accounting firm for the financial year 2019.
- Voting Proposal No. 8: **"FOR"** on an advisory basis, the compensation of the named executive officers of the Company.
- Voting Proposal No. 9: **"FOR"** For an advisory vote **"EVERY THREE YEARS"** on the compensation of the named executive officers of the Company.

Voting by Proxy

The Ordinary Shares represented by any proxy duly given will be voted at the 2019 Annual Meeting in accordance with the instructions of the Shareholder. You may vote “**FOR**” or “**AGAINST**” or “**ABSTAIN**” from each of the proposals. If no specific instructions are given, the shares will be voted “**FOR**” the voting proposals described in this Proxy Statement. In addition, if any other matters come before the 2019 Annual Meeting, the persons named in the accompanying Proxy Card will vote in accordance with their best judgment with respect to such matters.

If we receive a signed and dated proxy card or receive your instructions by internet or by telephone and your instructions do not specify how your shares are to be voted, your shares will be voted with the aforementioned Board’s recommendations.

Revoking Your Proxy

Even if you execute a proxy, you retain the right to revoke it, and to change your vote or to attend and vote in person at the 2019 Annual Meeting or any adjournment thereof. You must notify us of your intention to revoke your proxy no later than June 17, 2019. Such revocation may be effected in writing by execution of a subsequently dated proxy, or by a written notice of revocation, sent to the attention of Investor Relations at the address of our principal executive office set forth above. Unless so revoked, the shares represented by a proxy, if received in time, will be voted in accordance with the directions given therein.

If the 2019 Annual Meeting is postponed or adjourned for any reason, at any subsequent reconvening of the 2019 Annual Meeting, all proxies will be voted in the same manner as the proxies would have been voted at the original convening of the 2019 Annual Meeting (except for any proxies that have at that time effectively been revoked or withdrawn).

You are requested, regardless of the number of shares you own or your intention to attend the 2019 Annual Meeting, to vote by proxy as soon as possible. You do not need to affix postage to the enclosed reply envelope if you mail it within the United States.

Solicitation of Proxies

The expenses of solicitation of proxies will be paid by the Company. We may solicit proxies by mail, by electronic mail or by phone through agents of the Company. Additionally, the employees of the Company, who will receive no extra compensation therefor, may solicit proxies personally, by telephone, electronic mail, facsimile or mail. The Company will also reimburse banks, brokers or other institutions for their expenses incurred in sending proxies and proxy materials to the beneficial owners of shares held by them.

Delivery of Proxy Materials to Households

Only one copy of the Company’s Annual Report on Form 10-K and this Proxy Statement will be delivered to an address where two or more Shareholders reside unless we have received contrary instructions from a Shareholder residing at such address. Upon written or oral request from a Shareholder, we will promptly deliver a separate copy of the Annual Report on Form 10-K, the Proxy Statement, Notice of Internet Availability of Proxy Materials, and Proxy Card to each Shareholder at the shared address.

If you are a Shareholder who lives at a shared address and you would like additional copies of the Annual Report on Form 10-K, the Proxy Statement, or any future annual reports or proxy statements, please contact Investors Relations, uniQure N.V., Paasheuvelweg 25a, 1105BP Amsterdam, the Netherlands, by telephone at +1-339-970-7000 or by email at investors@uniQure.com, and we will promptly mail you copies. This Proxy Statement and the 2018 Annual Report are also available at <http://www.edocumentview.com/QUIRE>. If you are receiving multiple copies of this Proxy Statement and 2018 Annual Report at your household and wish to receive only one, please contact Investor Relations at the mailing address, phone number or email address listed above.

Voting Results

The preliminary voting results will be announced at the 2019 Annual Meeting. The final results will be disclosed in a Current Report on Form 8-K within four days after the meeting date.

Contact for Additional Questions

If you hold your shares directly, please contact Investor Relations at uniQure N.V., Paasheuvelweg 25a, 1105BP Amsterdam, the Netherlands, by telephone at +1-339-970-7000, or by email at investors@uniQure.com. If your shares are held in street name, please use the contact information provided on your voting instruction form or contact your broker or nominee holder directly.

**AGENDA ITEM I
OPENING AND ANNOUNCEMENTS**

The Chairman will open the 2019 Annual Meeting and make any announcements.

**AGENDA ITEM II
REPORT ON THE FINANCIAL YEAR 2018**

This item is for discussion only.

Under this agenda item, the Board will discuss the business and results of operations of the Company as contained in the Dutch statutory annual report for the year December 31, 2018 (the “2018 Dutch Statutory Annual Report”). Our 2018 Dutch Statutory Annual Report includes our consolidated financial statements for the year ended December 31, 2018, for the uniQure N.V. group, which are comprised of the consolidated statements of financial position, consolidated statements of profit or loss and other comprehensive income, consolidated statements of changes in equity and consolidated statements of cash flows with explanatory notes thereto prepared in accordance with International Financial Reporting Standards (“IFRS”) as adopted by the European Union, as well as stand-alone Company-only financial statements of uniQure N.V. for the year ended December 31, 2018, comprising uniQure N.V.’s Company-only statement of financial position and the Company-only statement of profit and loss with explanatory notes thereto prepared in accordance with Book 2 of the Dutch Civil Code (together “2018 Dutch Statutory Annual Accounts”), as well as the Report of the Board of Directors.

In accordance with the Dutch Corporate Governance Code, the contents of the corporate governance chapter in the 2018 Dutch Annual Report, including the Company’s compliance with the Dutch Corporate Governance Code, will also be submitted for discussion.

**AGENDA ITEM III
EXPLANATION OF THE APPLICATION OF THE REMUNERATION POLICY**

This item is for discussion only.

Under this agenda item and in accordance with the Dutch Civil Code, an explanation will be provided on how the Company’s remuneration policy was applied in fiscal year 2018.

**AGENDA ITEM IV
VOTING PROPOSAL NO. 1 - ADOPTION OF THE 2018 DUTCH STATUTORY ANNUAL ACCOUNTS
AND TREATMENT OF THE RESULTS**

As a public limited liability corporation (*namenslooze vennootschap*) incorporated under the laws of the Netherlands, we are required by both Dutch law and our Articles of Association to prepare the Dutch statutory annual accounts and submit them to our Shareholders for confirmation and adoption. Our 2018 Dutch Statutory Annual Accounts differ from the consolidated financial statements contained in our Annual Report on Form 10-K for the year ended December 31, 2018, that were prepared in accordance with U.S. generally accepted accounting principles (“U.S. GAAP”), and filed with the SEC. The 2018 Dutch Statutory Annual Accounts contain some disclosures that are not required under U.S. GAAP and not contained in our 2018 Annual Report on Form 10-K.

A copy of our 2018 Dutch Statutory Annual Accounts is available on our website at www.uniqure.com or may be obtained by contacting Investor Relations at investors@uniQure.com or by telephone at +1-339-970-7000.

Due to the international nature of our business and pursuant to a prior shareholder authorization, our 2018 Dutch Statutory Annual Accounts have been prepared in the English language.

VOTE REQUIRED

The affirmative vote of a majority of our Ordinary Shares present in person or represented by proxy at the 2019 Annual Meeting and entitled to vote, is required to approve Voting Proposal No. 1. Abstentions will have the effect of a negative vote and broker-non votes will have no effect on the outcome of this vote.

OUR BOARD UNANIMOUSLY RECOMMENDS THAT SHAREHOLDERS VOTE “FOR” THE ADOPTION OF OUR DUTCH STATUTORY ANNUAL ACCOUNTS FOR THE FISCAL YEAR ENDED DECEMBER 31, 2018.

AGENDA ITEM V

VOTING PROPOSAL NO. 2 - DISCHARGE OF LIABILITY FOR THE MEMBERS OF THE BOARD

At the 2019 Annual Meeting, as contemplated by Dutch law and as is typical for Dutch registered companies, our Shareholders will be asked to grant discharge of liability for the members of our Board in office for the management and conducted policy during the 2018 financial year insofar as the exercise of such duties is reflected in the 2018 Dutch Statutory Annual Report or otherwise disclosed to the 2019 Annual Meeting.

If our Shareholders approve to grant discharge of liability, the members of our Board will not be liable to our Company for actions that such directors took on behalf of our Company in the exercise of their duties in 2018 and as reflected in the 2018 Dutch Statutory Annual Report or otherwise disclosed to the 2019 Annual Meeting. Therefore, this release does not apply to matters that were not previously disclosed to our Shareholders. This release also is subject to the provisions of Dutch law relating to liability upon commencement of bankruptcy or other insolvency proceedings.

VOTE REQUIRED

The affirmative vote of a majority of our Ordinary Shares present in person or represented by proxy at the 2019 Annual Meeting and entitled to vote, is required to approve Voting Proposal No. 2. Abstentions will have the effect of a negative vote and broker-non votes will have no effect on the outcome of this vote.

OUR BOARD UNANIMOUSLY RECOMMENDS THAT SHAREHOLDERS VOTE “FOR” THE GRANT OF DISCHARGE OF LIABILITY OF THE MEMBERS OF OUR BOARD IN OFFICE DURING THE FISCAL YEAR ENDED DECEMBER 31, 2018 FOR THE MANAGEMENT AND CONDUCTED POLICY DURING OUR FISCAL YEAR ENDED DECEMBER 31, 2018 INSOFAR AS THE EXERCISE OF SUCH DUTIES IS REFLECTED IN THE DUTCH STATUTORY ANNUAL REPORT OR DISCLOSED TO THE 2019 ANNUAL MEETING.

AGENDA ITEM VI

VOTING PROPOSAL NO. 3 - BOARD APPOINTMENT

The Board is responsible for establishing broad corporate policies and monitoring the overall performance of the Company. It selects the Company’s senior management, delegates authority for the conduct of the Company’s day-to-day operations to those senior managers and monitors their performance. Members of the Board are kept informed of the Company’s business by, among other things, participating in Board and Committee meetings and by reviewing analyses and reports provided to them.

The Board is currently made up of nine directors. The term of office of one executive director, Matthew Kapusta, is scheduled to expire on the date of the 2019 annual meeting (the “2019 Annual Meeting”); the terms of office of four non-executive directors, Jack Kaye, David Schaffer, Madhavan Balachandran and Jeremy Springhorn, are scheduled to expire on the date of the 2020 annual meeting (the “2020 Annual Meeting”); and the terms of office of three non-executive directors, Philip Astley-Sparke, David Meek, and Paula Soteropoulos, and one executive director, Robert Gut, are scheduled to expire on the date of the 2021 annual meeting (the “2021 Annual Meeting”). Under our Articles of Association, all directors hold office for a maximum term of four years, or until their earlier death, resignation, removal or disqualification. However, current practice of the Board is to nominate all directors, both

executive and non-executive, for terms of office of three years. Our Articles of Association do not require the terms of the directors be staggered.

The Board has nominated Matthew Kapusta for reelection to the Board, to serve until the 2022 Annual General Meeting of Shareholders or until his earlier death, resignation, removal or disqualification. Mr. Kapusta has consented to being named in this Proxy Statement and to serve if elected.

The name, position with the Company and age as of the Record Date of the individual who is our nominee for election as a director is:

Name	Age	Position	Director Since
Matthew Kapusta	46	Executive Director	2015

MATTHEW KAPUSTA. Matthew Kapusta, age 46, joined uniQure as our Chief Financial Officer in January 2015 and was elected to our Management Board at the 2015 Annual General Meeting. In December 2016 he was appointed our Chief Executive Officer. Prior to joining uniQure, Mr. Kapusta was Senior Vice President at AngioDynamics (NASDAQ: ANGO) from 2011 to 2014, responsible for corporate development, strategic planning and national accounts. Prior to AngioDynamics, he served as Vice President, Finance and Strategic Planning and Analysis for Smith & Nephew Orthopaedics. Mr. Kapusta’s career also includes more than a decade of investment banking experience focused on emerging life sciences companies. Mr. Kapusta was Managing Director, Healthcare Investment Banking at Collins Stewart, and held various positions at Wells Fargo Securities, Robertson Stephens and PaineWebber. Mr. Kapusta holds a Master of Business Administration from New York University’s Stern School of Business, a Bachelor of Business Administration from University of Michigan’s Ross School of Business and earned his Certified Public Accountant license in 1996 while at Ernst & Young. We believe that Mr. Kapusta is qualified to serve as our CEO, Executive Director and Principal Financial Officer due to his broad expertise in the biotechnology and finance industries.

If elected, the term of office for Mr. Kapusta will expire on the date of the 2022 Annual General Meeting of Shareholders.

If the 2019 Annual Meeting approves the appointment of Mr. Kapusta to the Board, the Board does not plan to appoint him to serve on any committees of the Board.

For information as to the Ordinary Shares held by Mr. Kapusta, see “Security Ownership of Certain Beneficial Owners and Management.”

There are no arrangements or understandings between the nominees, directors or executive officers and any other person pursuant to which our nominee, directors or executive officers have been selected for their respective positions. However, Mr. Kapusta’s employment agreement effective January 1, 2015 as amended on March 14, 2017 includes a provision pursuant to which Mr. Kapusta ceasing to serve on the Board would constitute “Good Reason” for the termination of his employment and potentially entitle Mr. Kapusta to receive severance compensation pursuant to his employment agreement.

VOTE REQUIRED

Consistent with Dutch law and Company's Articles of Association, executive directors and non-executive directors are appointed by a general meeting from a binding nomination by the Board. The proposed candidate specified in the binding nomination shall be appointed, provided that the requisite quorum is present or represented at the general meeting, unless the nomination is overruled by the general meeting (which would result if a majority of at least two-thirds of the votes cast vote "against" the appointment of such director, with abstentions, "blank votes", broker non-votes and invalid votes not considered votes cast), in which case he or she will not be appointed.

THE BOARD UNANIMOUSLY RECOMMENDS THAT YOU VOTE "FOR" THE NOMINEE FOR DIRECTOR.

AGENDA ITEM VII

VOTING PROPOSAL NO. 4 - RENEW THE DESIGNATION OF THE BOARD AS THE COMPETENT BODY TO ISSUE ORDINARY SHARES AND OPTIONS

At the 2019 Annual Meeting, as contemplated by Dutch law and as is typical for Dutch registered companies, our Shareholders will be asked to redesignate our Board as the competent body to issue Ordinary Shares and to grant rights to subscribe for Ordinary Shares up to a maximum of (i) our authorized share capital in the event of an underwritten public offering, or (ii) a maximum of 19.9% of our aggregate issued capital at the time of issuance in connection with any other single issuance (or series of related issuances), for a term of 18 months with effect from the date of the 2019 Annual Meeting.

Our current authorized share capital consists of 60,000,000 Ordinary Shares, each with a nominal value per share of €0.05. Under Dutch law and our Articles of Association, we are required to seek the approval of our Shareholders each time we wish to issue shares of our authorized ordinary share capital unless our Shareholders have authorized our Board to issue shares. This authorization may not continue for more than five years but may be given on a rolling basis. We currently have authorization from our Shareholders to issue Ordinary Shares, or grant rights to subscribe for Ordinary Shares, up to a maximum of (i) our authorized share capital in the event of an underwritten public offering or (ii) a maximum of 19.9% of the Company's aggregate issued capital at the time of issuance in connection with any other single issuance (or series of related issuances). This existing authorization expires on December 13, 2019, and it is common practice for Dutch companies to seek to renew this authorization annually on a rolling basis. The approval of this voting proposal will maintain our flexibility to allow our Board to issue our Ordinary Shares without the delay and expense of calling extraordinary general meetings of Shareholders. The designation can be used for any and all purposes, including any issuance under the Purchase Plan, subject to statutory limitations and with the exception of awards granted under the 2014 Amended and Restated Share Option Plan as amended by this 2019 Annual Meeting.

We also currently issue Ordinary Shares from our authorized share capital to satisfy our obligations under awards granted under our equity compensation plans, and the Shareholders separately authorized such plans. Other than ordinary share issuances in connection with our equity compensation plans, we do not have any specific plans, proposals, or arrangements to issue any of our authorized Ordinary Shares for any purpose. However, in the ordinary course of our business, our Board may determine from time to time that the issuance of authorized and unissued shares is in the best interests of our Company, including in connection with equity compensation or future acquisitions or financings.

This authority to issue shares is similar to that generally afforded under state law to the boards of directors of public companies domiciled in the United States. Management believes that retaining the flexibility to allow our Board to issue our Ordinary Shares for acquisitions, financings or other business purposes in a timely manner without first obtaining specific shareholder approval is important to our continued growth. Furthermore, our Ordinary Shares are listed on the Nasdaq Global Select Market, and the issuance of additional shares will remain subject to Nasdaq rules. For example, one of the Nasdaq rules requires shareholder approval for the issuance of shares in a private placement in excess of 20% of the shares outstanding, with several exceptions.

If our Shareholders do not redesignate our Board as the competent body to issue Ordinary Shares, then the previous authorization would remain in place, and our Board would continue to retain authority to issue our Ordinary Shares pursuant to that authorization until it expires on December 13, 2019.

VOTE REQUIRED

The affirmative vote of a majority of our Ordinary Shares present in person or represented by proxy at the 2019 Annual Meeting and entitled to vote, is required to approve Voting Proposal No. 4. Abstentions will have the effect of a negative vote and broker-non votes will have no effect on the outcome of this vote.

OUR BOARD UNANIMOUSLY RECOMMENDS THAT SHAREHOLDERS VOTE “FOR” THE RENEWAL OF THE AUTHORITY OF OUR BOARD TO ISSUE OUR ORDINARY SHARES, GRANT RIGHTS TO PURCHASE OR SUBSCRIBE FOR, OUR UNISSUED ORDINARY SHARES UP TO A MAXIMUM OF OUR AUTHORIZED SHARE CAPITAL, FOR A TERM OF 18 MONTHS WITH EFFECT FROM THE DATE OF THE 2019 ANNUAL MEETING.

AGENDA ITEM VIII

VOTING PROPOSAL NO. 5 - RENEW THE AUTHORITY OF THE BOARD TO EXCLUDE OR LIMIT PREEMPTIVE RIGHTS IN CONNECTION WITH THE ISSUANCE OF ORDINARY SHARES

Under Dutch law, holders of our Ordinary Shares would generally have a pro rata pre-emptive right of subscription to any of our Ordinary issued for cash. A pre-emptive right of subscription is the right of our current Shareholders to maintain their percentage ownership of our Ordinary by buying a proportional number of any new ordinary shares that we issue. However, Dutch law and our Articles of Association permit our Shareholders to authorize our Board to exclude or limit these pre-emptive rights. This authorization may not continue for more than five years, but may be given on a rolling basis. We currently have authorization from our Shareholders to exclude or limit these pre-emptive rights, which authorization expires on December 13, 2019, and it is common practice for Dutch companies to seek to renew this authorization annually on a rolling basis.

At the 2019 Annual Meeting, we are asking our Shareholders to renew the authority of our Board to exclude or limit pre-emptive rights of our Ordinary Shares in connection with the issuance thereof for a term of 18 months with effect from the date of the 2019 Annual Meeting.

If our Shareholders do not reauthorize our Board to exclude or limit preemptive rights to subscribe for Ordinary Shares on the terms set forth above, then the previous authorization would remain in place, and our Board would continue to retain authority to exclude or limit preemptive rights to subscribe for our Ordinary Shares pursuant to that authorization until it expires on December 13, 2019.

VOTE REQUIRED

The affirmative vote of a majority of our Ordinary Shares present in person or represented by proxy at the 2019 Annual Meeting and entitled to vote, is required to approve Voting Proposal No. 5. Abstentions will have the effect of a negative vote and broker-non votes will have no effect on the outcome of this vote.

OUR BOARD UNANIMOUSLY RECOMMENDS THAT SHAREHOLDERS VOTE “FOR” THE AUTHORITY OF THE BOARD TO EXCLUDE OR RESTRICT PRE-EMPTIVE RIGHTS FROM TIME TO TIME, FOR A TERM OF 18 MONTHS WITH EFFECT FROM THE DATE OF THE 2019 ANNUAL MEETING.

AGENDA ITEM IX
VOTING PROPOSAL NO. 6 - REAUTHORIZATION OF THE BOARD TO REPURCHASE ORDINARY SHARES

At the 2019 Annual Meeting, as contemplated by Dutch law and as is typical for Dutch registered companies, our Shareholders will be asked to authorize our Board to acquire the Company's own fully paid-up Ordinary Shares up to a maximum of 10% of the issued share capital of the Company for a period of 18 months from the date of the 2019 Annual Meeting in open market purchases, through privately negotiated transactions, or by means of self-tender offer or offers, at prices per share ranging up to 110% of the market price per share at the time of the transaction. This authority to repurchase shares is similar to that generally afforded under state law to public companies domiciled in the United States. For purposes of this authorization, "market price" means the highest price officially quoted for the Ordinary Shares on any of the official stock markets on which the Ordinary Shares are listed during any of the 30 banking days preceding the date the repurchase is effected or proposed. The current authorization of our Board to repurchase Ordinary Shares is scheduled to expire on December 13, 2019.

Under Dutch law and our Articles of Association, our Board may, subject to certain Dutch statutory provisions, be authorized to repurchase our issued Ordinary Shares on our behalf in an amount, at prices and in the manner authorized by the general meeting of Shareholder Adoption of this voting proposal will allow us to have the flexibility to repurchase our Ordinary Shares without the expense of calling an extraordinary general meeting of Shareholders. Such authorization may not continue for more than 18 months, but may be given on a rolling basis. Although our Board has no present intention to commence an open market or other share repurchase program, our Board believes that we would benefit by authorizing our Board to repurchase our Ordinary Shares if the Board believes such repurchases would be in the best interests of our company and Shareholders. For example, to the extent our Board believes that our Ordinary Shares may be undervalued at the market levels at which they are then trading, repurchases of our share capital may represent an attractive investment for us. Such Ordinary Shares could be used for any valid corporate purpose, including use under our equity compensation plans, or for acquisitions, mergers or similar transactions. The reduction in our issued capital resulting from any such purchases will increase the proportionate interest of the remaining Shareholders in our net worth and whatever future profits we may earn, if any. However, the number of Ordinary Shares repurchased, if any, and the timing and manner of any repurchases would be determined by our Board, in light of prevailing market conditions, our available resources and other factors that cannot be predicted now. The nominal value of the Ordinary Shares in our capital that we acquire, hold, hold as pledgee or which are acquired or held by one of our subsidiaries, may never exceed 50% of our issued share capital.

In order to provide us with sufficient flexibility, our Board proposes that our Shareholders authorize our Board for an 18-month period from the date of the 2019 Annual Meeting to acquire the Company's own fully paid-up Ordinary Shares up to a maximum of 10% of the issued share capital of the Company on the open market, or through privately negotiated repurchases or in self-tender offers, at prices ranging up to 110% of the market price per share at the time of the transaction, within the limits set by Dutch law and the Company's Articles of Association.

VOTE REQUIRED

The affirmative vote of a majority of our Ordinary Shares present in person or represented by proxy at the 2019 Annual Meeting and entitled to vote, is required to approve Voting Proposal No. 6. Abstentions will have the effect of a negative vote and broker-non votes will have no effect on the outcome of this vote.

OUR BOARD UNANIMOUSLY RECOMMENDS THAT SHAREHOLDERS VOTE "FOR" THE AUTHORIZATION OF THE BOARD TO REPURCHASE FULLY PAID UP ORDINARY SHARES UP TO 10% OF THE ISSUED SHARE CAPITAL FOR A PERIOD OF 18 MONTHS FROM THE DATE OF THE 2019 ANNUAL MEETING AT A REPURCHASE PRICE BETWEEN THE NOMINAL VALUE OF THE ORDINARY SHARES CONCERNED AND AN AMOUNT EQUAL TO 110% OF THE MARKET PRICE PER SHARE AT THE TIME OF THE PURCHASE.

REPORT OF THE AUDIT COMMITTEE

The report of the Audit Committee is not “soliciting material,” is not deemed “filed” with the SEC and is not to be incorporated by reference into any filing of the Company under the Securities Act of 1933 or the Securities Exchange Act of 1934, both as amended.

The Audit Committee of our Board is responsible for assisting the Board in fulfilling its oversight responsibilities regarding the Company’s financial accounting and reporting processes, system of internal control, audit process, and process for monitoring compliance with laws and regulations.

Management of the Company has the primary responsibility for preparing the Company’s consolidated financial statements, as well as establishing and maintaining the integrity of the Company’s financial reporting process, accounting principles and internal controls. PricewaterhouseCoopers Accounts N.V., the Company’s independent registered public accounting firm for the 2018 financial year, was responsible for performing an audit of the Company’s consolidated financial statements and expressing an opinion as to the conformity of such financial statements with U.S. generally accepted accounting principles.

In this context, the Audit Committee reviewed and discussed the audited financial statements of the Company as of and for the year ended December 31, 2018 with the Company’s management and PricewaterhouseCoopers Accounts N.V. To ensure independence, the Audit Committee met separately with PricewaterhouseCoopers Accounts N.V. and members of the Company’s management. These reviews included discussion with the independent registered public accounting firm of matters required to be discussed pursuant to Statement on Auditing Standards No. 61 , as amended (AICPA, *Professional Standards*, Vol. 1, AU section 380), as adopted by the Public Company Accounting Oversight Board (“PCAOB”) in Rule 3200T. In addition, the Audit Committee received the written disclosures and the letter from the independent registered public accounting firm required by Rule 3526 of the PCAOB requiring independent registered public accounting firms to annually disclose in writing all relationships that, in their professional opinion may reasonably be thought to bear on independence, to confirm their perceived independence and to engage in a discussion of independence, and it has discussed with PricewaterhouseCoopers Accounts N.V. its independence from the Company.

Based on the reviews and discussions described above, the Audit Committee recommended to the Board the inclusion of the audited financial statements in the Company’s Annual Report on Form 10-K for the fiscal year ended December 31, 2018, for filing with the Securities and Exchange Commission.

The Audit Committee

/s/ Jack Kaye

Jack Kaye, Chairman

/s/ Philip Astley-Sparke

Philip Astley-Sparke

/s/ Jeremy Springhorn

Jeremy Springhorn

AGENDA ITEM X
VOTING PROPOSAL NO. 7 - APPOINTMENT OF INDEPENDENT REGISTERED
PUBLIC ACCOUNTING FIRM

The Board has selected KPMG Accountants N.V. (“KPMG”) to serve as our auditor and independent registered public accounting firm who will (i) audit the Dutch Annual Accounts to be prepared in accordance with the International Financial Reporting Standards, as adopted by the European Union (“IFRS”), for the year ending December 31, 2019 and (ii) serve as our independent registered public accounting firm for purposes of reporting pursuant to U.S. law for the fiscal year ending December 31, 2019. As required by Dutch law, shareholder approval must be obtained for the selection of KPMG to serve as our auditor and independent registered public accounting firm.

As a matter of practice and from time to time the Board and Audit Committee reviews the Company’s relationship with its auditor and independent registered public accounting firm. Following a competitive bidding process as part of this review and upon the recommendation of the Audit Committee, the Board has determined that KPMG presented the strongest proposal and should be selected to be our auditor and independent registered accounting firm. They will replace our current auditor and independent registered public accounting firm, PricewaterhouseCoopers Accountants N.V. (“PwC”). We expect that representatives of both PwC and KPMG will be present at the Annual Meeting and will be available to answer appropriate questions. The representatives will also have the opportunity to make a statement if they desire to do so.

During both of the two most recent fiscal years, PwC’s report on the financial statements of the Company did not contain an adverse opinion or a disclaimer of opinion and was not qualified or modified as to uncertainty, audit scope or accounting principles. During the two most recent fiscal years and the subsequent interim periods, there were no disagreements between the management of the Company and PwC on any matter of accounting principles or practices, financial statement disclosure, or auditing scope or procedure, which disagreement, if not resolved to the satisfaction of PwC, would have caused it to make reference to the subject matter of the disagreement in connection with its report.

PwC has served as our independent registered public accounting firm since April 2013. The services provided to us by PwC during the years ended December 31, 2018 and 2017 are described below under “Principal Accountant Fee Information.”

The Audit Committee annually reviews the independent registered public accounting firm’s independence, including reviewing all relationships between the independent registered public accounting firm and us and any disclosed relationships or services that may impact the objectivity and independence of the independent registered public accounting firm, and the independent registered public accounting firm’s performance. We do not believe that any relationships exist which would interfere with PwC’s or KPMG’s independence.

Principal Accountant Fees and Services

We regularly review the services and fees of our independent registered public accountants. These services and fees are also reviewed by the Audit Committee on an annual basis. The following table shows the fees paid or accrued by the Company for audit and other services provided by PwC for the fiscal years ended December 31, 2018 and 2017:

	2018 (\$)	2017 (\$)
	(in thousands)	
Audit fees	1,172	595
Audit-related fees(1)	122	150
Tax fees	—	—
Total	1,294	745

(1) Audit-related fees consisted of the aggregate fees billed for assurance services rendered by PwC related to equity offering that are expensed in accordance with U.S. Generally Accepted Accounting Principles.

We paid no fees to KPMG for audit services for the fiscal years ended December 31, 2018 and 2017.

Pre-Approval Policies and Procedures

The Audit Committee pre-approves all auditing services, internal control related services and permitted non-audit services (including the fees and terms thereof) to be performed, subject to the de minimis exception for non-audit services that are approved by the Audit Committee prior to the completion of an audit. The Audit Committee has adopted policies and procedures relating to the approval of all audit and non-audit services that are to be performed by the Company's independent registered public accounting firm. This policy generally provides that the Company will not engage its independent registered public accounting firm to render audit or non-audit services unless the service is specifically approved in advance by the Audit Committee or the engagement is entered into pursuant to the pre-approval procedure described below.

From time to time, the Audit Committee may pre-approve specified types of services that are expected to be provided to the Company by its independent registered public accounting firm during the next 12 months. Any such pre-approval is detailed as to the particular service or type of services to be provided and is also generally subject to a maximum dollar amount.

The Audit Committee pre-approved all services performed since the pre-approval policy was adopted.

VOTE REQUIRED

The affirmative vote of a majority of our Ordinary Shares present in person or represented by proxy at the 2019 Annual Meeting and entitled to vote, is required to approve Voting Proposal No. 7. Abstentions will have the effect of a negative vote and brokers will have discretion to vote on this item.

THE BOARD UNANIMOUSLY RECOMMENDS THAT YOU VOTE "FOR" THE APPOINTMENT OF KPMG ACCOUNTANTS N.V. AS THE COMPANY'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE FISCAL YEAR ENDING DECEMBER 31, 2019.

AGENDA ITEM XI

VOTING PROPOSAL NO. 8 — ADVISORY VOTE ON COMPENSATION OF NAMED EXECUTIVE OFFICERS

As required by Section 14A of the Exchange Act, the Company's shareholders have the opportunity to approve, on an advisory basis, the compensation of the Company's Named Executive Officers as disclosed in this Proxy Statement in accordance with the SEC rules, which we also have referred to herein as the Say-on-Pay vote.

Our executive compensation program is designed to align compensation metrics with our strategic imperatives, align the interests of management with our shareholders, and attract and retain talented executives. Please see the Compensation Discussion and Analysis beginning on page 36 of this Proxy Statement for additional details, including information about the fiscal year 2018 compensation of our Named Executive Officers.

We believe that Shareholders have benefitted from the continued development of our product candidates and research pipeline over the past year. Given the Company's development and growth under the leadership of the Named Executive Officers, the Board recommends that shareholders vote "FOR" the following resolution at the AGM:

"RESOLVED, that the Company's shareholders approve, on an advisory basis, the compensation of the named executive officers, as disclosed on pages 36 to 61 of the Proxy Statement for the 2019 Annual Meeting pursuant to Item 402 of Regulation S-K, including the Compensation Discussion and Analysis, the 2018 Summary Compensation Table, and the other related tables and disclosure."

VOTE REQUIRED

Although advisory and not binding, the Compensation Committee and the Board will take into account the outcome of this vote when considering future compensation arrangements for the Company's Named Executive Officers.

THE BOARD UNANIMOUSLY RECOMMENDS THAT YOU VOTE "FOR" THE APPROVAL, ON AN ADVISORY BASIS, OF THE COMPENSATION OF THE NAMED EXECUTIVE OFFICERS, AS STATED IN THE ABOVE RESOLUTION.

AGENDA ITEM XII

VOTING PROPOSAL NO. 9 — ADVISORY VOTE ON THE FREQUENCY OF ADVISORY VOTES ON THE COMPENSATION OF THE NAMED EXECUTIVE OFFICERS OF THE COMPANY

The Dodd-Frank Wall Street Reform and Consumer Protection Act provides that shareholders must be given the opportunity to vote, on a non-binding, advisory basis, for their preference as to how frequently we should seek future advisory votes on the compensation of our Named Executive Officers as disclosed in accordance with the compensation disclosure rules of the Securities and Exchange Commission, which we refer to as an advisory vote on executive compensation.

By voting with respect to this Voting Proposal 9, shareholders may indicate whether they would prefer that we conduct future advisory votes on executive compensation once every one, two, or three years. Shareholders also may, if they wish, abstain from casting a vote on this proposal.

Our board of directors believes that a triennial executive compensation advisory vote is the best approach for the Company based on a number of considerations, including the following:

- A significant portion of the Company's executive compensation program is designed to reward performance over a multi-year period. Advisory votes should occur over a similar time frame and correlate with longer term business planning cycles. An annual vote on pay would tend to shift the focus to short term financial results that may not be in the interest of long-term value creation for shareholders.
- The Company's compensation program ties a substantial portion of the compensation provided to our Named Executive Officers to long-term equity-based incentive awards.
- The Company's compensation philosophy has been consistently applied for an extended period, and the compensation program does not typically change materially from year-to-year. We believe that our compensation program includes an appropriate mix of short-term and long-term incentives evaluated against a peer group of publicly-traded companies.
- A three-year vote cycle allows sufficient time for the Compensation Committee to review and respond to shareholders' views on executive compensation and to implement changes, if necessary, to the executive compensation program.
- A triennial vote provides shareholders with sufficient time to evaluate, in a thoughtful and informed manner, the effectiveness of both short-term and long-term compensation strategies and related business outcomes.
- Other mechanisms, such as requirements for shareholder approval of employee stock plans and other compensation related matters, allow shareholders to provide input on an ongoing basis, including in years when advisory votes on named executive officer compensation do not occur.

The Company recognizes that the shareholders may have different views as to the best approach for the Company, and therefore we look forward to hearing from our shareholders as to their preferences on the frequency of an advisory vote on executive compensation. This is the first year the Company has held a Say-on-Pay vote and the Company expects that the next Say-on-Pay vote will occur at the 2020 Annual General Meeting, the 2021 Annual General Meeting or the 2022 Annual General Meeting depending upon the outcome of this Voting Proposal No. 9.

VOTE REQUIRED

The proxy card provides shareholders with the opportunity to choose among four options (holding the vote every one, two or three years, or abstaining). Although advisory and not binding, the Compensation Committee and the Board will take into account the outcome of this vote when considering the frequency of future advisory votes on executive compensation. The Board may decide that it is in the best interests of our shareholders and the Company to hold an advisory vote on executive compensation more or less frequently than the frequency receiving the most votes cast by our shareholders. Abstentions and broker-non votes will have no effect on the outcome of this vote.

THE BOARD UNANIMOUSLY RECOMMENDS THAT YOU VOTE, ON AN ADVISORY BASIS, FOR A SHAREHOLDER VOTE ON NAMED EXECUTIVE OFFICER COMPENSATION TO TAKE PLACE EVERY THREE YEARS.

AGENDA ITEM XIII - ANY OTHER BUSINESS

The 2019 Annual Meeting will review and discuss any other business brought to its attention.

AGENDA ITEM XIV - CLOSING OF THE MEETING

The Chairman will adjourn the meeting.

CORPORATE GOVERNANCE

Board Leadership Structure and Composition

We have a one-tier board structure under Dutch law, meaning that executive and non-executive directors are members of the same board of directors. Our Articles of Association provide that the number of members of our Board will be determined by our Board, provided that the Board shall be comprised of at least one executive director and at least one non-executive director and provided further that the number of executive directors shall at all times be less than the number of non-executive directors. Our Board currently consists of nine directors, two of whom are executive directors and seven of whom are non-executive directors. If a director is to be appointed, the non-executive directors make a binding nomination, which is approved by the general meeting of shareholders pursuant to the procedure described in Voting Proposal Number 3. Under our Articles of Association, a general meeting of shareholders may suspend or dismiss a director by at least a two-thirds majority of votes cast, provided that such majority represents more than half the issued share capital. The Board may suspend (but may not dismiss) an executive director. In the event of an absence or inability to act with respect to one or more of the directors, our Articles of Association provide that the non-executive directors shall be authorized to temporarily fill the vacant position for a period up to the first general meeting, or in the case of a director unable to act, up to the moment he is no longer able to act.

Under our Articles of Association and Dutch law, the members of our Board are collectively responsible for our management, general and financial affairs, and policy and strategy. Our executive directors are primarily responsible for managing our day-to-day affairs. Our non-executive members supervise our executive directors and our general affairs, and provide general advice to them. In performing their duties, our directors are guided by the interest of our Company and, with the boundaries set by relevant Dutch law, must take into account the relevant interests of our stakeholders. In consultation with the Nominating and Corporate Governance Committee, the Board has determined that the current board structure is appropriate for the Company. Having multiple-year terms for each of our directors provides for stability, continuity and experience among our Board. Further, the Board believes that building a cohesive board of directors is an important goal. In our industry in particular, long-term focus is critical. The time horizon required for successful development of gene therapies makes it vital that we have a board that understands the implications of this process and has the ability to develop and implement long-term strategies while benefiting from an in-depth knowledge of our business and operations. Our current board structure helps to ensure that there will be the continuity and stability of leadership required to resist the pressure to focus on short-term results at the expense of the long-term value and success of the Company. Our future success depends in significant part on the ability to attract and retain capable and experienced directors. In this regard, we believe that longer terms for our directors will enhance director independence from both management and stockholder special interest groups.

Under our Articles of Association and consistent with Dutch corporate governance principles, the Board appoints an executive director as Chief Executive Officer and appoints a non-executive director as Chairman of the Board. We believe that the separation of these roles serves our shareholders and us well. Philip Astley-Sparke serves as our Chairman. The duties and responsibilities of the Chairman include, among others: determining the agenda and chairing the meetings of the Board, managing our Board to ensure that it operates effectively, ensuring that the members of our Board receive accurate, timely, and clear information, encouraging active engagement by all members of our Board, promoting effective relationships and open communication between the non-executive directors and the executive directors, and monitoring effective implementation of our Board decisions.

There are no arrangements or understandings between the directors or senior management and any other person pursuant to which our directors or senior management have been selected for their respective positions.

Directors and Senior Management

Set forth below are the names of our current directors and officers, their ages (as of March 31, 2019), all positions and offices that they hold with us, the period during which they have served as such, and their business experience during at least the last five years.

Name	Age	Position
Matthew Kapusta	46	Chief Executive Officer, Executive Director and interim Chief Financial Officer
Philip Astley-Sparke	47	Chairman, Non-Executive Director
Madhavan Balachandran	68	Non-Executive Director
Robert Gut, Ph.D.	55	Chief Medical Officer, Executive Director
Jack Kaye	75	Non-Executive Director
David Meek	55	Non-Executive Director
David Schaffer, Ph.D.	48	Non-Executive Director
Paula Soteropoulos	51	Non-Executive Director
Jeremy Springhorn, Ph.D.	56	Non-Executive Director
Maria Cantor	51	Senior Vice President, Investor Relations & Communications,
David Cervený	52	Chief Legal Officer
Jonathan Garen	53	Chief Business Officer
Sander van Deventer, M.D., Ph.D.	64	Chief Scientific Officer, General Manager, Amsterdam
Christian Klemt	46	Chief Accounting Officer
Alexander Kuta, Ph. D.	59	Senior Vice President, Regulatory Affairs
Scott McMillan, Ph.D.	60	Chief Operations Officer

MATTHEW KAPUSTA. Matthew Kapusta, age 46, joined uniQure as our Chief Financial Officer in January 2015 and was elected to our Management Board at the 2015 Annual General Meeting. In December 2016 he was appointed our Chief Executive Officer. Prior to joining uniQure, Mr. Kapusta was Senior Vice President at AngioDynamics (NASDAQ: ANGO) from 2011 to 2014, responsible for corporate development, strategic planning and national accounts. Prior to AngioDynamics, he served as Vice President, Finance and Strategic Planning and Analysis for Smith & Nephew Orthopaedics. Mr. Kapusta's career also includes more than a decade of investment banking experience focused on emerging life sciences companies. Mr. Kapusta was Managing Director, Healthcare Investment Banking at Collins Stewart, and held various positions at Wells Fargo Securities, Robertson Stephens and PaineWebber. Mr. Kapusta holds a Master of Business Administration from New York University's Stern School of Business, a Bachelor of Business Administration from University of Michigan's Ross School of Business and earned his Certified Public Accountant license in 1996 while at Ernst & Young. We believe that Mr. Kapusta is qualified to serve as our CEO, Executive Director and Principal Financial Officer due to his broad expertise in the biotechnology and finance industries.

PHILIP ASTLEY-SPARKE. Philip Astley-Sparke, age 47, has served as a member of our Board since June 2015 and as chairman since 2016. He was previously president of uniQure Inc. from January 2013 until February 2015 and was responsible for building uniQure's U.S. infrastructure. Mr. Astley-Sparke is currently Executive Chairman and co-founder of Replimune Group, Inc. (NASDAQ: REPL), a company developing second-generation oncolytic vaccines. Mr. Astley-Sparke served as Vice President and General Manager at Amgen, Inc. (NASDAQ: AMGEN), a biopharmaceutical company, until December 2011, following Amgen's acquisition of BioVex Group, Inc., a biotechnology company, in March 2011. Mr. Astley-Sparke had been President and Chief Executive Officer of BioVex Group, which developed the first oncolytic vaccine to be approved in the western world following the approval of Imlygic in 2015. He oversaw the company's relocation to the U.S. from the UK in 2005. Prior to BioVex, Mr. Astley-Sparke was a healthcare investment banker at Chase H&Q/Robert Fleming and qualified as a Chartered Accountant with Arthur Andersen in London. Mr. Astley-Sparke has been a Venture Partner at Forbion Capital Partners, a venture capital fund, since May 2012 and serves as Chairman of the Board of Oxryne, a biotechnology company. We believe that Mr. Astley-Sparke is qualified to serve as a Non-Executive Director due to his expertise and experience in the biotechnology industry.

MADHAVAN BALACHANDRAN. Mr. Balachandran, age 68, has served as a member of our Board since September 2017. Mr. Balachandran has been a director of Catalent (NYSE: CTLT) since May 2017. Mr. Balachandran was Executive Vice President, Operations of Amgen Inc., a global biotechnology company, from August 2012 until July 2016 and retired as an Executive Vice President in January 2017. Mr. Balachandran joined Amgen in 1997 as Associate Director, Engineering. He became Director, Engineering in 1998, and, from 1999 to 2001, he held the position of Senior Director, Engineering and Operations Services before moving to the position of Vice President, Information Systems from 2001 to 2002. Thereafter, Mr. Balachandran was Vice President, Puerto Rico Operations from May 2002 to February 2007. From February 2007 to October 2007, Mr. Balachandran was Vice President, Site Operations, and from October 2007 to August 2012, he held the position of Senior Vice President, Manufacturing. Prior to his tenure at Amgen, Mr. Balachandran held leadership positions at Copley Pharmaceuticals, now a part of Teva Pharmaceuticals Industries Ltd., and Burroughs Wellcome Company, a predecessor through mergers of GlaxoSmithKline plc. Mr. Balachandran holds a Master of Science degree in Chemical Engineering from The State University of New York at Buffalo and an MBA from East Carolina University. We believe Mr. Balachandran is qualified to serve as a Non-Executive Director due to his extensive experience in the biotechnology industry.

ROBERT GUT, M.D., PH.D. Dr. Robert Gut, age 55, joined uniQure as our Chief Medical Officer in August 2018 and was elected as an executive director to our Board at the October 2018 extraordinary general meeting. Dr. Gut was originally elected to the Board as a non-executive director in June 2018. He resigned that position in August 2018 to take the position of Chief Medical Officer because under Dutch law our non-executive directors are not able to hold executive positions with the Company. Dr. Gut has nearly 20 years of experience in the biopharmaceutical industry leading clinical development and medical affairs activities in hematology and other therapeutic areas. For the majority of his career, Dr. Gut served as Vice President, Clinical Development & Medical Affairs at Novo Nordisk Inc. (NYSE: NVO), where he headed the company's U.S. Biopharm Medical organization with leading products in hemophilia, endocrinology and women's health (NovoSeven®, Norditropin® and Vagifem®), totaling approximately \$1.6 billion in U.S. revenue. Over his career, Dr. Gut's contributions have helped achieve six FDA product approvals and three new product indications. Dr. Gut has supported the launch of nine new products, overseeing medical activities including medical science liaison team building and health economics and outcomes research. He has also served as a member of the Advisory Committees for Reproductive Health Drugs and Drug Safety and Risk Management for the FDA's Center for Drug Evaluation and Research. Dr. Gut was appointed the Chief Medical Officer of Versartis, Inc. in September 2017 and received his Doctor of Medicine degree from the Medical University of Lublin, and his Doctorate degree from Lublin Institute of Medicine, Poland. He attended numerous postgraduate programs at Wharton, Stanford and Harvard Business School.

JACK KAYE. Jack Kaye, age 75, has served as a member of our Board since 2016. Mr. Kaye has also served as Chairman of the Audit Committee of Keryx Biopharmaceuticals, Inc. (NASDAQ: KERX) from 2006 to 2016 and is currently chairman of the Audit Committee and a member of the Compensation Committee of Dyadic International, Inc. (OTC: DYAI). Mr. Kaye began his career at Deloitte LLP, an international accounting, tax and consulting firm, in 1970, and was a partner in the firm from 1978 until May 2006. At Deloitte, he was responsible for servicing a diverse client base of public and private, global and domestic companies in a variety of industries. Mr. Kaye has extensive experience consulting with clients on accounting and reporting matters, private and public debt financings, SEC rules and regulations and corporate governance/Sarbanes-Oxley matters. Prior to retiring, Mr. Kaye served as Partner-in-Charge of Deloitte's Tri-State Core Client practice, a position he held for more than 20 years. Mr. Kaye has a Bachelor of Business Administration from Baruch College and is a Certified Public Accountant. We believe that Mr. Kaye is qualified to serve as a Non-Executive Director due to his extensive accounting and financial experience.

DAVID MEEK. David Meek, age 55, has over 25 years of experience in the pharmaceutical industry where he has held various global executive positions in major pharmaceutical and biotechnology companies. Mr. Meek was appointed CEO of Ipsen in July 2016 and also serves on the Board of Directors. Prior to joining Ipsen, he was Executive Vice-President and President of the oncology division of Baxalta. Mr. Meek also spent 8 years at Novartis as a global franchise head, CEO of Novartis Canada, and region head of oncology for northern, central and Eastern Europe. He also spent 14 years at Johnson & Johnson and Janssen Pharmaceuticals, where he held a variety of senior U.S. sales and marketing positions. Mr. Meek holds a B.A. in Management from the University of Cincinnati.

DAVID SCHAFFER, PD.D. David Schaffer, age 48, has served as a member of our Board since January 2014. Dr. Schaffer is Professor of Chemical and Biomolecular Engineering, Bioengineering, and Neuroscience at University of California Berkeley, a position he has held since 2007, as well as Director of the Berkeley Stem Cell Center since 2011. Dr. Schaffer is also co-founder and the current Chief Scientific Officer of 4D Molecular Therapeutics, a company specializing proprietary technology for gene therapy products. We entered into a collaboration and license agreement with 4D Molecular Therapeutics in January 2014. Previously, Dr. Schaffer was Assistant Professor from 1999 to 2005 and Associate Professor from 2005 to 2007 at the University of California, Berkeley Department of Chemical Engineering & Helen Wills Neuroscience Institute. He has served on the boards of the American Society for Gene and Cell Therapy and the Society for Biological Engineering. He has more than 25 years of experience in chemical and molecular engineering, and stem cell and gene therapy research, has over 185 scientific publications, and serves on five journal editorial boards and five industrial scientific advisory boards. Dr. Schaffer holds a Bachelor of Science degree in Chemical Engineering from Stanford University and a Ph.D. in Chemical Engineering from the Massachusetts Institute of Technology. We believe that Dr. Schaffer is qualified to serve as a Non-Executive Director due to his experience in the biotechnology industry and his expertise in that field.

PAULA SOTEROPOULOS. Paula Soteropoulos, age 51, has served as a member of our Board since July 2013. Ms. Soteropoulos is President and Chief Executive Officer of Akcea Therapeutics (NASDAQ: AKCA), a position she has held since January 2015. From July 2013 to December 2014, she served as Senior Vice President and General Manager, Cardiometabolic Business and Strategic Alliances at Moderna Therapeutics Inc. Prior to this, Ms. Soteropoulos worked at Genzyme Corporation, a biotechnology company, from 1992 to 2013, most recently as Vice President and General Manager, Cardiovascular, Rare Diseases. Ms. Soteropoulos holds a Bachelor of Science degree in chemical engineering and a Master of Science degree in chemical and biochemical engineering, both from Tufts University, and holds an executive management certificate from the University of Virginia, Darden Graduate School of Business Administration. Ms. Soteropoulos serves on the Advisory Board for the Chemical and Biological Engineering Department of Tufts University. We believe Ms. Soteropoulos is qualified to serve as a Non-Executive Director due to her extensive experience in the biotechnology industry.

JEREMY SPRINGHORN, PH.D. Dr. Springhorn, age 56, has served as a member of our Board since September 2017. Since November 2017, Dr. Springhorn has been Chief Business Officer of Syros Pharmaceuticals (NASDAQ: SYRS), Inc. Prior to taking his position at Syros, Dr. Springhorn most recently served as Partner, Corporate Development at Flagship Pioneering from March 2015 until June 2017 where he worked with VentureLabs (in helping companies in various strategic and corporate development capacities and in creating next generation startups) and Flagship's Corporate Limited Partners. Prior to joining Flagship, Dr. Springhorn was one of the original scientists at Alexion Pharmaceuticals, Inc. (NASDAQ: ALXN), where he played an integral role in its antibody engineering capabilities and was one of the original inventors of the drug Soliris. At Alexion Pharmaceuticals, Dr. Springhorn was Vice President of Corporate Strategy and Business Development from 2009 until March 2015 and Head of Global Business Development and Corporate Strategy from December 2006 until 2009. In 2006, Dr. Springhorn moved from research to business development, leveraging much of his drug development experience into the review of opportunities for ultra-orphan diseases. Dr. Springhorn also served as Head of Corporate Strategy as Alexion transitioned from a development firm to a global commercial stage company. Prior to 1992, Dr. Springhorn received his Ph.D. from Louisiana State University Medical Center in New Orleans and did his postdoctoral training at the Brigham and Woman's Hospital in Boston. Dr. Springhorn currently serves on the Board of Visitors for Colby College and Board of Advisors for Mythic Therapeutics. We believe Dr. Springhorn is qualified to serve as a Non-Executive Director due to his extensive experience in the biotechnology industry.

MARIA CANTOR. Ms. Cantor, age 51, has served as our Senior Vice President, Investor Relations and Communications since June 2016. Most recently, Ms. Cantor served on the Executive Leadership Team at ARIAD Pharmaceuticals, Inc. (NASDAQ: ARIA) where she led all strategic corporate communications, first as Vice President of Corporate Communications and Investor Relations from July, 2008 to October, 2011, and later as Senior Vice President, Corporate Affairs from November, 2011 to June, 2016. She was responsible for investor relations, global communications, corporate branding and social responsibility and led the communications program for the clinical development, regulatory approval and commercial launch of the company's first cancer therapeutic, Iclusig® (ponatinib), approved in both the U.S. and Europe. From September 2001 to June, 2008, she served in various communications roles at Genzyme, including Senior Director, Corporate Communications, where she was involved in all aspects of corporate and product communications. Ms. Cantor also held senior communications

positions within the healthcare industry including Director, Marketing and Public Relations at the St. Elizabeth Medical Center in Boston, and as Director, Marketing and Communications at Optima Healthcare Inc. in Manchester, New Hampshire. Ms. Cantor holds a Master of Science in Communications Management from Syracuse University, S.I. Newhouse School of Public Communications in Syracuse, New York and a Bachelor of Science in Mass Communication/Broadcast Journalism from Emerson College in Boston. She is the recipient of several communications awards, including from the Associated Press of New Hampshire and the New England Society for Healthcare Communications.

DAVID CERVENY. Mr. Cervený, aged 52, has served as our Chief Legal Officer, General Counsel and Secretary since March 2018. From 2008 until 2018, he was Chief Legal Officer, General Counsel and Secretary at ConforMIS, Inc. (NASDAQ: CFMS), a medical technology company based in Billerica, Mass. Prior to joining ConforMIS, David served as Chief Intellectual Property Counsel at Palomar Medical Technologies, Inc. Before that, David was a partner at Wilmer Cutler Pickering Hale, and Dorr LLP. Before entering law, Mr. Cervený worked as a systems engineer developing flight control systems for McDonnell Douglas Corporation, an aerospace manufacturing corporation now part of The Boeing Company. Mr. Cervený holds a Bachelor of Science in biomedical engineering from Marquette University and a J.D. from Boston College Law School.

JONATHAN GAREN. Mr. Garen, aged 53, has served as our Chief Business Officer since July 2016. He previously served as Chief Business Officer at Syros Pharmaceuticals (NASDAQ: SYRS) from May, 2015 to January 2016, where he was responsible for business transactions including partnering Syros' technology platform and drug assets, and bringing in products to enhance and accelerate its pipeline. From August 2003 to July 2014, Mr. Garen was the Assistant Vice President of Business Development at Forest Laboratories. From July 2014 to April 2015, he was Assistant Vice President of Business Development at Actavis, plc until following its acquisition of Forest Laboratories. From February, 2001 to June 2003, Mr. Garen was Director of Global Licensing with Pharmacia Corporation and, from September, 1999 to January 2001 was a Founder and Vice President of Technology Exchange, Inc., in New York, NY. Mr. Garen holds a Master of Environmental Science degree from Yale University and a Bachelor of Science degree in Physics from the Massachusetts Institute of Technology.

SANDER VAN DEVENTER, M.D., Ph.D. Dr. Sander van Deventer, age 64, has served as our Chief Scientific Officer and General Manager, Amsterdam since August 2017. He previously served as a member of our Board from April 2012 until September 2017 and served as member of the AMT supervisory board from April 2010 to April 2012. Dr. van Deventer was one of our co-founders. He served as our interim Chief Executive Officer from February to October 2009. He has been Professor of Translational Gastroenterology at the Leiden University Medical Center since 2008 and is a partner of Forbion Capital Partners, which he joined in 2006. He serves on the boards of enGene Inc., Argos Biotherapeutics, gICare Pharma Inc and Hookipa Biotech. He was previously a professor, head of the department of experimental medicine and chairman of the department of gastroenterology of the Academic Medical Center at the University of Amsterdam from 2002 to 2004, and subsequently professor of experimental medicine at the University of Amsterdam Medical School until 2008. Dr. van Deventer is currently a professor at Leiden University Medical Center. He has more than 15 years of experience in biotechnology product development. He is the author of more than 400 scientific articles in peer-reviewed journals, and he serves as an advisor to regulatory authorities including the EMA and FDA. Dr. van Deventer holds a degree in medicine as well as a Ph.D. from the University of Amsterdam.

CHRISTIAN KLEMT. Christian Klemt, age 46, has served as our Chief Accounting Officer since August 2017. From September 2015 until August 2017, Mr. Klemt served as our Global Controller. While serving as our Global Controller, Mr. Klemt oversaw our transition to a domestic U.S. filer and conversion to U.S. Generally Accepted Accounting Principles. Mr. Klemt joined us from CGG SA (NYSE: CGG) where he held the position of Regional Finance Director and Country Manager. Prior to this, he held various senior finance roles including Group Finance Manager at Basell Polyolefines N.V. (now LyondellBasell N.V.) (NYSE: LBI) where he led the conversion to U.S. Generally Accepted Accounting Principles following the acquisition of Lyondell and was involved in the acquisition of various petrochemical assets. Mr. Klemt holds a Master's degree in Business Administration from the University of Muenster, Germany and qualified as a German Certified Public Accountant and Tax Advisor while employed at KPMG.

ALEXANDER KUTA, PH.D. Dr. Kuta, age 59, has served as our Senior Vice President Regulatory Affairs since January 2017. Prior to joining uniQure, he was Vice President of Research & Development Global Regulatory Affairs for EMD Serono, responsible for immune-mediated diseases, oncology and biologics regulatory CMC, from January 2016 to September 2016. He joined EMD Serono in April 2013 as Vice President, Head of US Regulatory Affairs; while at EMD Serono he served on the US Leadership Team. From April 2012 to March 2013, Dr. Kuta was Vice President of Global Regulatory Affairs and a member of the Executive Leadership Team at Lantheus Medical Imaging. His previous industry experience includes senior regulatory leadership roles at AMAG Pharmaceuticals (NASDAQ: AMAG) from August 2010 to April 2012 as well as Genzyme Corporation from August 1995 to July 2010 where he worked in the areas of rare diseases, cell and gene therapy, therapeutic proteins and biomaterials. Prior to joining industry, he was Chief of the Cytokine and Gene Therapy Branch in the Center for Biologics at FDA from January 1993 to August 1995 and a Scientific Reviewer from January 1990 to January 1993. Dr. Kuta has served on the BIO Regulatory Affairs Leadership Committee - Cell and Gene Therapy Working Group, as reviewer for the National Gene Vector Laboratories program, on the ICH (M6) Gene Therapy Working Group and is currently on the scientific review board of the Gene Therapy Resource Program of NHLBI/NIH. Dr. Kuta holds a Bachelor of Science degree from Saint John's University, Collegeville, MN and a Ph.D. from the Chicago Medical School at Rosalind Franklin U-Med & Science. He conducted his post-doctoral studies at the National Cancer Institute/National Institutes of Health.

SCOTT MCMILLAN, PH.D. Dr. McMillan, age 60, has served as our Chief Operating Officer since August 2017. Dr. McMillan served most recently as Senior Vice President of Quality and Technical Operations at AMAG Pharmaceuticals from February 2008 to August 2017, where he also was a member of its Executive Management Team. Before joining AMAG Pharmaceuticals, Inc. (NASDAQ: AMAG), from January 2005 to February 2008 Dr. McMillan held similar positions at AVANT Immunotherapeutics, Inc. (now Celldex Therapeutics, Inc. (NASDAQ: CLDX), and from January 2002 to January 2005 with Johnson Matthey Pharmaceutical Materials, Inc. Dr. McMillan has over 25 years of biotechnology experience in quality, process development, scale-up, technology transfer from bench to commercial scale as well as manufacturing operations. Dr. McMillan holds a Ph.D. in Chemical Engineering from Georgia Institute of Technology, a Master's degree in Economics and Bachelor's degree in Chemical Engineering from the University of Delaware.

Risk Oversight

Generally, the Board, in its advisory capacity, and the Company's management regularly review the Company's strategic plan which includes, among other things, the various business, clinical, developmental, financial and other market risks confronting, and opportunities available to, the Company at any given time. Specifically, pursuant to the Company's Corporate Governance Guidelines and Board Rules, the Board is charged with assessing major risks facing the Company and reviewing options to mitigate such risks. The Board performs this oversight role by using several different levels of review. In connection with its reviews of the operations and corporate functions of the Company, the Board addresses the primary risks associated with those operations and corporate functions. In addition, the Board reviews the risks associated with the Company's business strategies periodically throughout the year as part of its consideration of undertaking any such business strategies.

The Board has delegated certain risk oversight responsibilities to its committees (the "Committees"). Each of our Board's Committees also oversees the management of the Company's risk that falls within each Committee's areas of responsibility. In performing this function, each Committee has full access to management, as well as the ability to engage advisors. For example, the Audit Committee is required to regularly review and discuss with management the Company's major financial risk exposures and the steps management has taken to monitor and control such exposures. The Nominating and Corporate Governance Committee is required to regularly review the corporate governance principles of the Company and recommend to the Board any proposed changes it may deem appropriate. The Compensation Committee considers risks related to the attraction and retention of professional talent and the implementation and administration of compensation and benefit plans affecting the Company's employees. All Committees are required, pursuant to their respective charters, to report regularly to the Board. The activities of the Audit, Nominating and Corporate Governance and Compensation Committees are more fully described below.

Board Determination of Director Independence

Our securities are listed on the Nasdaq Global Market (“Nasdaq”) and we use the standards of “independence” prescribed by rules set forth by Nasdaq. Under Nasdaq rules, a majority of a listed company’s board of directors must be comprised of independent directors. In addition, Nasdaq rules require that, subject to specified exceptions, each member of a listed company’s audit committee and compensation committee be independent and, in the case of audit committees, satisfy additional independence criteria set forth in Rule 10A-3, under the Exchange Act. Under Nasdaq rules, a director will only qualify as an “independent director” if, in the opinion of that company’s board of directors, that person does not have a relationship that would interfere with the exercise of independent judgment in carrying out the responsibilities of a director.

Based upon information requested from and provided by each director concerning their background, employment and affiliations, including family relationships, our Board has determined that each of Philip-Astley Sparke, Madhavan Balachandran, Jack Kaye, David Meek, Paula Soteropoulos, and Jeremy Springhorn has no relationship that would interfere with the exercise of independent judgment in carrying out the responsibilities of a director and is independent within the meaning of the director independence standards of the Nasdaq rules and the SEC. Our Board has determined that each of Matthew Kapusta, Robert Gut and David Schaffer do not qualify as “independent” under the Nasdaq rules. Our Board has also determined that each of the current members of our Audit Committee and our Compensation Committee satisfies the independence standards for such committee established by Rule 10A-3 under the Exchange Act, the SEC rules and the Nasdaq rules, as applicable, and that the current members of the Nominating and Corporate Governance Committee are also independent. In making these determinations, the directors reviewed and discussed information provided by the directors and the Company with regard to each director’s business and personal activities as they may relate to the Company and the Company’s management.

Board Meetings

The Board met 8 times during the calendar year ended December 31, 2018. Each of the directors attended at least 75% of the meetings of the Board and the Committees on which he or she served during the year ended December 31, 2018 (in each case, which was held during the period for which he or she was a director and/or a member of the applicable Committee). Mr. Astley-Sparke, Dr. Springhorn, Mr. Balachandran, and Mr. Kapusta attended our 2018 Annual General Meeting of shareholders held on June 13, 2018. Mr. Kapusta and Dr. Gut attended our 2018 extraordinary general meeting of shareholders held on October 24, 2018. The Company encourages its directors to attend the annual meeting of Shareholders. Executive sessions, or meetings of the independent directors without management present, are held regularly.

Committees and Committee Meetings

The Board has a standing Audit Committee, Nominating and Corporate Governance Committee, and Compensation Committee, each of which is comprised solely of independent directors, and is described more fully below. The members of each Committee are appointed by our Board. From time to time, the Board may establish other committees. Below is a description of the three principal Committees.

Audit Committee and Audit Committee Financial Expert

The Audit Committee is currently comprised of Jack Kaye, Philip Astley-Sparke and Jeremy Springhorn. Mr. Kaye serves as the Chair of the Audit Committee. The Audit Committee has determined that Mr. Kaye is an “audit committee financial expert” within the meaning of the SEC’s rules and regulations and has the level of financial sophistication required by Nasdaq Rule 5605(c)(2)(A). Each of Mr. Kaye, Mr. Astley-Sparke and Dr. Springhorn satisfies the director independence standards and the independence standards for members of the Audit Committee established by SEC and Nasdaq.

As noted above, the Audit Committee is governed by the Audit Committee Charter. A copy of this Charter is available on our website at www.unique.com under “Investors & Newsroom — Corporate Governance — uniQure Audit Committee Charter.” In addition to the risk oversight responsibilities discussed above, the Audit Committee’s other responsibilities include recommending the selection of our independent registered public accounting firm; reviewing with the Company’s independent registered public accounting firm the procedures for and results of their audits; reviewing with the independent accountants and management our financial reporting, internal controls and internal audit procedures; reviewing and approving related party transactions; and reviewing matters relating to the relationship between the Company and our independent registered public accounting firm, including the selection of and engagement fee for our independent registered public accounting firm, and assessing the independence of the independent registered public accounting firm. The Audit Committee has the authority to engage independent legal, accounting and other advisers, as it determines necessary to carry out its duties.

The Audit Committee met 5 times during 2018.

Compensation Committee

The Compensation Committee is currently comprised of Madhavan Balachandran, Jack Kaye and David Meek. Mr. Balachandran has served as the Chair of the Compensation Committee since June 2018. Prior to June 2018, Mr. Kaye served as Chair. Each of Mr. Balachandran, Mr. Kaye, and Mr. Meek satisfies the director independence standards and the independence standards for members of the Compensation Committee established by the SEC and Nasdaq. The Compensation Committee is governed by the Compensation Committee Charter. A copy of this Charter is available on our website at www.unique.com under “Investors & Newsroom — Corporate Governance — uniQure Compensation Committee Charter.” In addition to the risk oversight responsibilities discussed above, the Compensation Committee’s other responsibilities include reviewing and approving or recommending to the Board for approval, as appropriate, the compensation of our executive officers following consideration of corporate goals and objectives relevant to such executive officers; overseeing the evaluation of the Company’s senior executives; reviewing and making recommendations to the Board regarding incentive compensation and equity-based plans; and administering our stock option plans.

Without further action from the Board, the Compensation Committee has the authority to retain compensation consultants and other outside advisors to assist in the evaluation of executive officer compensation and is empowered to pay compensation to such consultants and other outside advisors. The Compensation Committee retained Willis Towers Watson to act as a compensation consultant during the year ended December 31, 2018 to assist in designing and reviewing our management and director compensation programs. For further information, please refer to “Compensation Discussion and Analysis,” below.

The Compensation Committee met 7 times during 2018.

Nominating and Corporate Governance Committee

The Nominating and Corporate Governance Committee is currently comprised of Jeremy Springhorn, Philip Astley-Sparke and Paula Soteropoulos. Dr. Springhorn currently serves as the Chair of the Nominating and Corporate Governance Committee. Each of Dr. Springhorn, Ms. Soteropoulos and Mr. Astley-Sparke satisfy the independence standards established by SEC and Nasdaq. The Nominating and Corporate Governance Committee is governed by the Nominating and Corporate Governance Committee Charter. A copy of this Charter is available on our website at www.unique.com under “Investors & Newsroom — Corporate Governance — uniQure Nominating and Corporate Governance Committee Charter.” In addition to the risk oversight responsibilities discussed above, the Nominating and Corporate Governance Committee’s other responsibilities include identifying individuals qualified to become Board members and to recommend to the Board the nominees for director at annual general meetings of Shareholders; recommending to the Board nominees for each Committee; developing and recommending to the Board corporate governance principles applicable to the Company; and leading the Board in its annual review of the Board’s performance.

The Nominating and Corporate Governance Committee met 6 times during 2018.

Polices Governing Director Nominations

Director Nomination Process

Our Board is responsible for selecting its own members. The Board delegates the selection and nomination process to the Nominating and Corporate Governance Committee, with the expectation that other members of the Board, and of management, will be requested to take part in the process as appropriate. The Nominating and Corporate Governance Committee makes recommendations to the Board regarding the size and composition of the Board. The Nominating and Corporate Governance Committee is responsible for ensuring that the composition of the Board accurately reflects the needs of the Company's business and, in furtherance of this goal, for proposing the addition of members for purposes of obtaining the appropriate members and skills. The Nominating and Corporate Governance Committee recommends, and the Board nominates, candidates to stand for election as directors.

Generally, our Nominating and Corporate Governance Committee identifies candidates for director nominees in consultation with management, through the use of other advisors, through the recommendations submitted by shareholders or through such other methods as the Nominating and Corporate Governance Committee deems to be helpful to identify candidates. Candidates recommended by shareholders and other stakeholders are given appropriate consideration in the same manner as other candidates. Once candidates have been identified, our Nominating and Corporate Governance Committee confirms that the candidates meet all of the minimum qualifications for director nominees established by the Nominating and Corporate Governance Committee. The Nominating and Corporate Governance Committee may gather information about the candidates through interviews, detailed questionnaires, background checks or any other means that the Nominating and Corporate Governance Committee deems to be appropriate in the evaluation process. The Nominating and Corporate Governance Committee then meets as a group to discuss and evaluate the qualifications and skills of each candidate, both on an individual basis and taking into account the overall composition and needs of the Board. Based on the results of the evaluation process, the Nominating and Corporate Governance Committee recommends candidates as director nominees for election to the Board for the Board's approval.

Qualifications

The Nominating and Corporate Governance Committee may receive from shareholders and others recommendations for nominees for election to the Board and recommend to the Board candidates for Board membership for consideration by the shareholders at the annual meeting of Shareholders. In recommending candidates to the Board, the Nominating and Corporate Governance Committee takes into consideration the Board's criteria for selecting new directors, including, but not limited to, integrity, past achievements, judgment, intelligence, relevant experience and a commitment to understanding the Company's business and its industry and the ability of the candidate to devote adequate time to Board duties. The Nominating and Corporate Governance Committee does not assign specific weights to particular criteria, and no particular criterion is a prerequisite for any Board candidate. We do however consider diversity in reviewing director candidates and do not discriminate on the basis of race, religion, sexual orientation, sex or national origin. Under Dutch law, as a company with fewer than 30% of the directors being women, we are required to disclose the rationale behind our failure to have a specified diversity percentage for the Board and our efforts to obtain such diversity. In order for the Board to fulfill its responsibilities, our Nominating and Corporate Governance Committee believes that the Board should include directors possessing a blend of experience, knowledge and ability, regardless of other characteristics.

Any Shareholder wishing to recommend a candidate for Board membership should submit the recommendation in writing to Investor Relations at uniQure N.V., Paasheuvelweg 25a, 1105BP Amsterdam, the Netherlands. The written submission should set forth the candidate's qualifications as specified in the uniQure Nominating and Corporate Governance Committee Charter. The Nominating and Corporate Governance Committee will consider all candidates recommended by Shareholders who satisfy the minimum qualifications for director nominees and Board member attributes.

Family Relationships

There are no family relationships among any of our directors or executive officers.

Compensation Committee Interlocks and Insider Participation

None of our executive officers currently serve, or have served during the last completed fiscal year, on the compensation committee or board of directors of any other entity that has one or more executive officers serving as a member of our Board or Compensation Committee.

Code of Business Conduct and Ethics and Corporate Governance Guidelines and Board Rules

We have adopted a code of business conduct and ethics that is applicable to all of our employees, officers, and directors, including our Chief Executive Officer and Chief Financial Officer. The code of business conduct and ethics and corporate governance guidelines and board rules are available on our website at www.unique.com under “Investors & Newsroom — Corporate Governance — uniQure Code of Business Conduct and Ethics.” We have also adopted corporate governance guidelines and board rules which are applicable to the company’s management.

In addition to the Listing Rules of the Nasdaq Global Select Stock Market and rules and regulations as promulgated by the SEC, as a Dutch company, our governance practices are governed by the Dutch Corporate Governance Code. The Dutch Corporate Governance Code (as amended) contains a number of principles and best practices, with an emphasis on integrity, transparency, and accountability as the primary means of achieving good governance.

There is considerable overlap between the requirements we must meet under U.S. rules and regulations and the provisions of the Dutch Corporate Governance Code. Although we apply several provisions of the Dutch Corporate Governance Code, as a “domestic” issuer, we comply with the Nasdaq corporate governance requirements.

In accordance with the Dutch Corporate Governance Code’s compliance principle of “apply-or-explain,” which permits Dutch companies to be fully compliant with the Dutch Corporate Governance Code by either applying the Dutch practices or explaining why the company has chosen to apply different practices, we disclose in our Dutch statutory annual report that accompanies our Dutch statutory annual accounts to what extent we do not apply provisions of the Dutch Corporate Governance Code, together with the reasons for those deviations. Our Dutch statutory annual report may be found on the “Investors & Newsroom — Events and Presentations” section of our website at <http://www.unique.com/investors-newsroom/events-presentations.php>.

SECTION 16(a) BENEFICIAL OWNERSHIP REPORTING COMPLIANCE

Section 16(a) of the Exchange Act requires our executive officers, directors and persons who beneficially own more than ten percent of our Ordinary Shares to file reports of their beneficial ownership and changes in ownership (Forms 3, 4 and 5, and any amendment thereto) with the SEC. Executive officers, directors, and greater-than-ten-percent holders are required to furnish us with copies of all Section 16(a) forms they file.

Based solely upon a review of the Forms 3, 4, and 5, as applicable, furnished to us we believe that our executive officers, directors, and greater-than-ten-percent beneficial owners filed their beneficial ownership and change in ownership reports with the SEC in a timely manner during the 2018 calendar year.

CERTAIN RELATIONSHIPS AND RELATED PERSONS TRANSACTIONS

Pre-Approval Policy Regarding Related Party Transactions

The Board has adopted a related party transactions policy, pursuant to which the Chief Financial Officer and the Audit Committee is charged with reviewing and approving or disapproving related party transactions. A “Related Party Transaction” under the policy means any transaction, arrangement or relationship (or any series of similar transactions, arrangements or relationships) where the amount involved or proposed to be involved exceeds \$120,000 (or its equivalent in any currency), in which the Company or any of its controlled subsidiaries was, is or will be a participant (i.e., not necessarily a party) and in which any Related Party, as defined below, had, has or will have a direct or indirect material interest. The “Related Party Transactions Policy” supplements the provisions in the Company’s Code of Business Conduct and Ethics concerning potential conflict of interest situations. Pursuant to the policy, compensation of directors and senior management are reviewed and approved by the Compensation Committee.

This written policy covers transactions or series of transactions in which the Company or any subsidiary participates and a “Related Party” has or will have a direct or indirect material interest. For purposes of this policy, a “Related Party” is:

- Each director and executive officer of the Company and any person who was serving as a director and/or executive officer at any time since the beginning of the Company’s last fiscal year;
- Any nominee for election as a director of the Company;
- Any security holder who is the beneficial owner or record holder of more than 5% of any class of the Company’s voting securities;
- Any immediate family member of any of the foregoing persons. An “immediate family member” includes the spouse, parents, stepparents, children, stepchildren, siblings, mothers- and fathers-in-law, sons- and daughters-in-law, brothers- and sisters-in-law, and any person (other than a tenant or employee) sharing the household of a director, executive officer, director nominee or greater than 5% security holder of the Company; and
- Any entity that employs any person identified in the above or in which any person identified in the above directly or indirectly owns or has a material interest.

Pursuant to the Related Party Transactions Policy, each Company executive officer, director or nominee for director or any other officer or employee who intends to cause the Company to enter into a related party transaction must fully disclose to the Chief Financial Officer all material facts concerning a prospective transaction or arrangement involving the Company in which such person may have an interest. The Chief Financial Officer will review the information and make a preliminary, written conclusion as to whether the transaction is a related party transaction. If the preliminary conclusion is that the transaction would be a related party transaction, the Chief Financial Officer will present the information and his conclusion to the Audit Committee for review. If a member of the Audit Committee is involved in the transaction, that member will not participate in determining whether the related party transaction is approved or ratified by the Audit Committee. Annually, the Audit Committee will review any previously approved or ratified related party transactions that are continuing and determine based on then-existing facts and circumstances.

Before any related person transaction is approved, the following factors are to be considered:

- The Related Party's interest in the transaction;
- The approximate value of the aggregate amount involved in the transaction;
- The approximate value of the amount of the Related Party's interest in the transaction;
- A summary of the material terms of and facts relating to the transaction, including any documentation or proposed documentation for the transaction, and identification of the area(s) of the Company's business directly relevant to the transaction;
- Where the transaction involves the purchase or sale of products, property or services, the availability of comparable products, property or services from or to (as applicable) unrelated third-party sources;
- Whether the transaction was undertaken in the ordinary course of business of the Company;
- An assessment of whether the transaction's terms are comparable to terms available from or to (as applicable) unrelated third parties in an arms-length transaction;
- The purpose of, and the potential benefits to the Company of the transaction; and
- Any other information regarding the 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.

Approval of a transaction under the policy will be granted only if it is determined that, under all of the circumstances, the transaction is in, or not inconsistent with, the best interests of the Company.

Review of Related Party Transactions

Since January 1, 2018, we have engaged in the following transactions with the members of our Board, senior management, parties that held more than 5% of our Ordinary Shares during that period, and their affiliates, which we refer to as our related parties. Each of these transactions was approved in accordance with our Related Transactions Policy.

Grants of Options to Related Parties

We grant options to members of the Board and senior management. Details of options granted are included within the beneficial ownership table below.

4D Molecular Therapeutics Collaboration

In January 2014, we entered into a collaboration and license agreement with 4D Molecular Therapeutics. 4D Molecular Therapeutics is a company co-founded by Dr. David Schaffer, and he currently serves as the Chief Scientific Officer. Dr. Schaffer was appointed to our Board in January 2014 pursuant to the terms of that collaboration and license agreement. In connection with this transaction, we agreed to provide specified research and development financing, are obligated to make certain upfront, royalty and milestone payments. We continue to have rights under the collaboration and license agreement, and have been in discussions with 4DMT to potentially amend, and engage in further activity pursuant to, that agreement.

BMS

In April 2015, we and Bristol Myers Squibb (“BMS”) entered into various commercial and investment agreements providing BMS exclusive access to uniQure’s gene therapy technology platform for multiple targets in cardiovascular and other target-specific disease areas. We received \$50 million in upfront payments upon effectiveness of the licensing and collaboration transaction in May 2015. An additional \$15 million payment was received in July 2015 upon designation of three additional collaboration targets by BMS. In addition, pursuant to the collaboration agreements, in June 2015, BMS purchased 1,112,319 of our Ordinary Shares for aggregate consideration of \$37.6 million. Immediately after the issuance, BMS owned 4.9% of our outstanding Ordinary Shares. In August 2015, we issued an additional 1,275,789 of our Ordinary Shares to BMS for aggregate consideration of \$37.9 million. Immediately after the issuance, BMS owned 9.9% of our outstanding Ordinary Shares. We recognized \$7.5 million in license revenue from BMS for the year ended December 31, 2018 (2017: \$4.1 million).

**SECURITY OWNERSHIP OF CERTAIN
BENEFICIAL OWNERS AND MANAGEMENT**

Based on information publicly filed and provided to us by certain holders, the following table shows the number of our Ordinary Shares beneficially owned as of April 15, 2019 by (i) each person known by us to beneficially own more than five percent of our voting securities, (ii) each Named Executive Officer, (iii) each of our directors, (iv) each of our director nominees, and (v) all of our current Named Executive Officers and directors as a group. Beneficial ownership is determined in accordance with the rules of the SEC and generally includes voting or investment power with respect to securities. In computing the number of shares beneficially owned by a person and the percentage ownership of that person, Ordinary Shares that could be issued upon the exercise of outstanding equity awards and warrants held by that person that are currently exercisable or exercisable within 60 days of April 15, 2019 are considered outstanding. As of April 15, 2019, we had 37,798,421 Ordinary Shares outstanding. Unless otherwise stated in a footnote, each of the beneficial owners listed below has direct ownership of and sole voting power and investment power with respect to our Ordinary Shares.

Unless otherwise noted below, the address of each director and named executive officer is c/o uniQure N.V., Paasheuvelweg 25a, 1105 BP Amsterdam, the Netherlands.

Name and Address of Beneficial Owner	Ordinary Shares Beneficially Owned	
	Number	Percent
5% or Greater Shareholders (“Major Shareholders”):		
ForUniQure B.V. (1)	4,479,276	11.85%
Bristol-Myers Squibb Company (2)	2,388,108	6.32%
FMR, LLC (3)	3,659,162	9.68%
Nantahala Capital Management, LLC (4)	3,578,667	9.47%
Consonance Capital (5)	1,896,225	5.02%
Directors and Named Executive Officers		
Matthew Kapusta	504,171	1.32%
Robert Gut, Ph.D.	0	*0%
Philip Astley-Sparke	59,932	0.16%
Madhavan Balachandran	13,722	0.04%
Jack Kaye	35,969	0.10%
David Meek	0	*0%
David Schaffer, Ph.D.	62,481	0.17%
Paula Soteropoulos	49,094	0.13%
Jeremy P. Springhorn, Ph.D.	13,722	0.04%
Maria Cantor	69,555	0.18%
Jonathan Garen	91,355	0.24%
Alexander E Kuta, Ph.D.	77,806	0.21%
Scott McMillan, Ph. D.	61,785	0.16%
Directors and Named Executive Officers Total	1,039,592	2.91%
Major Shareholders, Directors and Named Executive Officers Total	17,041,031	45.24%

* Denotes less than 0.01% beneficial ownership.

- (1) The registered office of Forbion 1, ForUniQure and Forbion Management is Gooimeer 2-35, 1411DC Naarden, The Netherlands. The number of shares reported is based solely on Schedules 13G/A filed by ForUniQure B.V. and Forbion I Management B.V. on February 14, 2019. Forbion’s beneficial ownership consists of (i) 4,376,883 Ordinary Shares held by ForUniQure B.V., or ForUniQure, (ii) 9,859 Ordinary Shares held by Forbion Management, and (iii) 8,789 Ordinary Shares and options to purchase 83,746 Ordinary Shares held by Dr. van Deventer, or SvD. Forbion 1 Management B.V. or Forbion 1, the director of ForUniQure and Forbion Management may be deemed to have voting and dispositive power over the Ordinary Shares held by ForUniQure and Forbion Management. Forbion 1, the director of ForUniQure, has voting and investment power over the shares held by ForUniQure, which are exercised through Forbion’s investment committee,

consisting of H. A. Slootweg, M. A. van Osch, G. J. Mulder and Dr. van Deventer. None of the members of the investment committee have individual voting and investment power with respect to such shares, and the members disclaim beneficial ownership of such shares except to the extent of their proportionate pecuniary interests therein. In addition to serving on Forbion's investment committee, Dr. van Deventer is a partner of Forbion Capital Partners, which acts as the investment advisor to the directors of ForUniQure and Forbion 1. Dr. van Deventer disclaims beneficial ownership of such Ordinary Shares, except to the extent of his pecuniary interest therein.

- (2) The registered office of Bristol-Myers Squibb Company is 345 Park Avenue, New York, NY 10154, United States. The number of shares reported is based solely on a Schedule 13G filed with the Securities and Exchange Commission by Bristol-Myers Squibb Company on August 17, 2015.
- (3) The registered office of FMR, LLC is 245 Summer Street, Boston, Massachusetts 02210, United States. The number of shares reported is based solely on a Schedule 13G/A filed with the Securities and Exchange Commission by FMR, LLC on February 13, 2019.
- (4) The registered office of Nantahala Capital Management, LLC is 19 Old Kings Highway S, Suite 200, Darien, CT 06820, United States. The number of shares reported is based solely on a Schedule 13G/1 filed with the Securities and Exchange Commission by Nantahala Capital Management, LLC on February 14, 2019.
- (5) The registered officer of Consonance Capital Management LP ("Capital Management"), Consonance Capital Opportunity Fund Management LP ("Consonance Opportunity"), Mitchell Blutt ("Blutt") and Consonance Capman GP LLC ("Capman") (collectively, "Consonance Capital") is 1370 Avenue of the Americas, Floor 33, New York, NY 10019, United States. The number of shares reported is based solely on Schedule 13G filed with the Securities and Exchange Commission by Consonance Capital on February 14, 2019. Consonance Capital's beneficial ownership consists of (i) 1,818,531 Ordinary Shares directly held by Consonance Capital Master Account LP ("Master Account") where Capital Management exercises voting and investment power over the Master Account Ordinary Shares, and (ii) 77,965 Ordinary Shares held directly through Consonance Opportunity. Capman is the general partner of Capital Management and Consonance Opportunity. Blutt is the Manager and Member of Capman and Chief Executive Officer of Capital Management. Capman and Blutt may be deemed to have voting and dispositive power over the Master Account Ordinary Shares and the Consonance Opportunity Ordinary Shares. Capital Management, Capman and Blutt disclaim beneficial ownership of such Ordinary Shares except to the extent of their pecuniary interest therein.

Securities Authorized for Issuance under Equity Compensation Plans

The table below provides information about our Ordinary Shares that may be issued under our 2014 Amended and Restated Share Option Plan (the “2014 Restated Plan”), our predecessor plans and outside these plans as of April 15, 2019:

Plan Category	(a) Number of securities to be issued upon exercise of outstanding options, warrants and rights	(b) Weighted-average exercise price of outstanding options, warrants and rights (1)	(c) Number of securities remaining available for future issuance under equity compensation plans (excluding securities reflected in column (a))
2012 Equity Incentive Plan (Equity Compensation Plan Approved by Security Holders)	14,000	\$ 9.15(2)	—
2014 Restated Plan (Equity Compensation Plan Approved by Security Holders)	3,618,778	\$ 14.67(3)	3,083,113
Equity Compensation Plans Not Approved by Security Holders (4)	284,000	\$ 6.99	—(5)
Total	3,916,778	\$ 14.10	3,083,113

- (1) The exercise price for our RSU and PSU awards is \$0.00 and is included in the weighted-average exercise price of outstanding options, warrants and rights.
- (2) The exercise price of outstanding options is denominated in euro and translated to \$ at the foreign exchange rate as of April 15, 2019.
- (3) These PSU Awards are measured at target for the outstanding performance-based awards.
- (4) These awards include inducement grants entered into by the Company outside of the 2014 Restated Plan and the predecessor plans.
- (5) At the 2018 Annual General Meeting, our Board was granted the authority to issue a maximum of 19.9% of the Company’s aggregate issued capital outside of a public offering. Ordinary Shares may be issued as part of inducement or other option grants but are not restricted to that purpose.

COMPENSATION COMMITTEE REPORT

The Compensation Committee Report is not “soliciting material,” is not deemed “filed” with the SEC and is not to be incorporated by reference into any filing of the Company under the Securities Act of 1933 or the Securities Exchange Act of 1934, both as amended.

We have reviewed and discussed the Compensation Discussion & Analysis contained in this Proxy Statement with uniQure’s management, and based upon such review and discussion, we recommended to the Board that the Compensation Discussion & Analysis be included in this Proxy Statement.

The Compensation Committee

/s/ Madhavan Balachandran
Madhavan Balachandran

/s/ Jack Kaye
Jack Kaye

/s/ David Meek
David Meek

COMPENSATION DISCUSSION & ANALYSIS

This Compensation Discussion and Analysis (the CD&A) explains our compensation philosophy, policies and decisions for 2018 for the following executives, whom we refer to in this CD&A and in the following tables as our Named Executive Officers:

Named Executive Officer	Title
Matthew Kapusta	Chief Executive Officer and interim Chief Financial Officer
Jonathan Garen	Chief Business Officer
Scott McMillan	Chief Operations Officer
Maria Cantor	Senior Vice President, Investor Relations & Communications
Alexander Kuta	Senior Vice President, Regulatory Affairs

Executive Summary

Our Business

We are a leader in the field of gene therapy, seeking to develop one-time administered treatments with potentially curative results for patients suffering from genetic and other devastating diseases. We are working to advance a focused pipeline of innovative gene therapies that have been developed both internally and through partnerships, such as our collaboration with Bristol Myers-Squibb focused on cardiovascular diseases. We believe our gene therapy technology platform and manufacturing capabilities provide us distinct competitive advantages, including the potential to reduce development risk, cost and time to market. We produce our adeno-associated virus based, or AAV-based, gene therapies in our own facilities with a proprietary, commercial-scale, current good manufacturing practices (“cGMP”) and compliant, manufacturing process. We believe our Lexington, Massachusetts-based facility is one of the world’s leading, most versatile, gene therapy manufacturing facilities.

2018 and Early 2019 Achievements

In 2018 and early 2019, our Named Executive Officers played critical roles in the achievement of our goal to advance and expand our pipeline of leading gene therapy product candidates. In June 2018, we announced the enrollment of the first patient in the lead-in phase of the HOPE-B pivotal study of AMT-061 in hemophilia B. This first patient was treated in January 2019 after completing the lead-in phase. In September 2018, we completed the dosing of a Phase IIb dose-confirmation study of AMT-061. In February 2019, we presented updated data from the Phase IIb dose-confirmation study, which demonstrated that all three patients experienced increasing and sustained FIX levels after a one-time administration of AMT-061.

In December 2018, we submitted to the FDA our Investigational New Drug application for AMT-130, a novel gene therapy candidate for Huntington’s disease, which was subsequently cleared in January 2019. Preparations are underway to initiate the world’s first clinical study of a one-time administered therapy for the treatment of Huntington’s disease.

In November 2018, we announced the expansion of our research pipeline to include additional novel gene therapy candidates for treating additional indications, including hemophilia A, Fabry disease and spinocerebellar ataxia Type 3 (“SCA3”).

Compensation Philosophy and Principles

We operate in a competitive, rapidly changing and heavily-regulated industry. The long-term success of our business requires us to be resourceful, adaptable, and innovative. The skills, talent, and dedication of our executive officers are critical components to our success and the future growth of the company. Therefore, our compensation program for our executive officers, including our Named Executive Officers, is designed to attract, retain, and incentivize the best possible talent.

The Compensation Committee has established core objectives for our compensation programs, which are underpinned by a focus on elements that attract and retain the talent we believe is necessary to successfully lead uniQure and our employees globally.

Pay for performance

Motivate and reward our senior management to achieve established business and individual objectives

Align interests with our shareholders

Align compensation with the value realized by our shareholders

Use “at risk” compensation to incentivize executives

Use “at risk,” or variable, compensation to align the interests with those of our shareholders over time and contribute to the achievement of both short- and long-term goals

Attract and retain talented executives

Provide compensation opportunities and policies that are competitive with similarly sized biotechnology companies

How We Determine Executive Compensation

Compensation Oversight

The Compensation Committee is composed solely of independent directors, who at the end of 2018 were Madhavan Balachandran, Jack Kaye and David Meek, with Mr. Balachandran serving as the Committee Chair. The Chair of the Board, Philip Astley-Sparke is invited to attend meetings, but is not a formal member.

Details of the Compensation Committee’s duties are fully set out in the Compensation Committee’s charter, which can be found on our website: <http://uniqure.com/investors-newsroom/corporate-governance.php>.

The overarching purpose of the Compensation Committee is to oversee the manner in which the Board discharges its responsibilities relating to uniQure’s compensation policies, plans and programs for uniQure’s executive officers and directors.

The Compensation Committee is wholly accountable for any changes in compensation for the Chief Executive Officer, and the Chief Executive Officer is not included in any discussions regarding changes to his own compensation. For other Named Executive Officers, recommendations are made by the Chief Executive Officer and subsequently reviewed and approved by the Compensation Committee. The practice of the Compensation Committee has been to recommend for approval by our Board the compensation of the Chief Executive Officer and other Named Executive Officers. Overall compensation for our Named Executive Officers may increase or decrease year-to-year based upon, among other things, his or her annual performance or changes in his or her responsibilities.

The Annual Committee Process

The Compensation Committee typically meets six times a year to consider the following items:

Quarter	Typical Meeting Topics
Q1	<ul style="list-style-type: none"> · Determine corporate goals for current year; · Determine executive compensation for current year, including base salary, and bonus for prior year, target bonus for current year, and long term equity incentives; · Determine director compensation, including cash and equity compensation; and · Determine employee equity grants; and adopt terms of annual incentive bonus plan for current year.
Q2	<ul style="list-style-type: none"> · Assess prior year activities and Compensation Committee performance; and · Plan compensation cycle through remainder of current year and into following year.
Q3	<ul style="list-style-type: none"> · Review Compensation Committee Charter; · Review with compensation consultant best practices related to disclosure and director and executive compensation; and · Engage compensation consultant for work associated with upcoming compensation cycle.
Q4	<ul style="list-style-type: none"> · Review compensation peer group; · Review information provided by compensation consultant, including comparable data related to director and executive compensation; and · Perform initial evaluations of executive compensation (including base salary, bonus for current year, target bonus for upcoming year, and long term equity incentives), director compensation (including cash and equity compensation), employee equity grants, and terms of annual incentive bonus plan for upcoming year.

Additional meetings are scheduled on an as needed basis.

Use of an Independent Advisor

As set out in its Charter, the Compensation Committee has the authority to retain outside consultants to provide independent advice to the Committee. In 2018 the Committee retained Willis Towers Watson (“WTW”) as its independent compensation consultant. WTW reported directly to the Compensation Committee and took direction from the Chair of the Committee. Having assessed WTW’s independence pursuant to SEC rules and Nasdaq listing rules, the Compensation Committee concluded that the work of WTW did not raise any conflicts of interest.

During the year, WTW provided assistance in designing and reviewing our management and director compensation programs, including developing compensation peer groups, providing market data on all aspects of compensation, and attended Compensation Committee meetings and provided general advice.

The Compensation Committee considered the analysis and advice from WTW, as well as support and insight from management when making compensation decisions.

Managing Compensation-Related Risk

uniQure operates in a highly regulated and competitive sector, and managing risk is embedded in the manner in which the Company is run and operates. The Board has delegated to the Compensation Committee responsibility to oversee compensation-related risk.

The Compensation Committee annually evaluates whether there are potential risks arising from the Company’s compensation policies and practices as part of our annual risk assessment performed by management and reported to and discussed with the Board. The Compensation Committee has determined that uniQure’s compensation policies and practices do not encourage executives to take excessive risks given that the various elements of the policies and practices diversify the risks associated with any single element of the executives’ compensation.

Compensation Peer Group

Given the fast-paced nature of our sector, the Compensation Committee reviews the constituents of the compensation peer group on an annual basis, with the support of WTW, to ensure they remain relevant and appropriate for comparisons. The Compensation Committee, upon advice received from WTW, selected companies that comprised our 2018 peer group through a screening process that considered publicly traded biopharmaceutical companies similar to us in number of employees, market capitalization and stage of product development. The number of employees at the companies in our 2018 peer group ranged from 89 to 594 and these companies had market capitalizations that ranged from approximately \$459 million to \$3.16 billion. At the time the analysis was conducted in the fall of 2017, we had 217 employees and a market capitalization of approximately \$1 billion.

The 2018, compensation peer group was comprised of the following 18 companies:

- | | | |
|--------------------------------|------------------------|------------------------|
| · Adverum Biotechnologies | · Dynavax Technologies | · Revance Therapeutics |
| · Applied Genetic Technologies | · Epizyme | · Sangamo Therapeutics |
| · Arrowhead Pharmaceuticals | · Genoea Biosciences | · Spark Therapeutics |
| · Blueprint Medicines | · Invitae | · T2 Biosystems |
| · Celldex Therapeutics | · NewLink Genetics | · Vital Therapies |
| · Concert Pharmaceuticals | · Regenxbio | · XBiotech |

The Compensation Committee determined that uniQure’s size relative to the peer group was appropriate for the purpose of compensation comparisons, with our November 2017 market cap ranking at the 59th percentile, one-year Total Shareholder Return (“TSR”) ranking at the 79th percentile, revenue ranking at the 82nd percentile and headcount ranking at the 94th percentile. For roles where insufficient proxy statement data was available to inform market comparisons, the Committee additionally referenced survey data provided by WTW and Radford for similarly sized biotech and biopharma companies.

Compensation Elements

At the 2016 Annual General Meeting, uniQure shareholders approved our Remuneration Policy, which sets out the structure for the compensation granted to our senior managers, including the Chief Executive Officer and other Named Executive Officers. The full policy can be found on our website: <http://unique.com/investors-newsroom/corporate-governance.php>.

In summary, our compensation program is designed to be straightforward in nature with five core elements, the first three of which are compensation related and the last two are benefits reflecting local market practices for each Named Executive Officer.

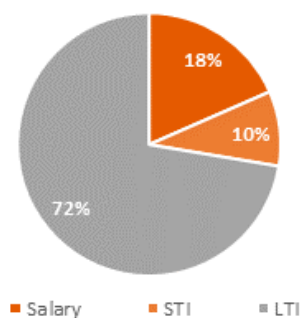
Element	Purpose	Key Features
Base Salary	Provide market-competitive fixed compensation Attract exceptional talent in the relevant market	<ul style="list-style-type: none"> Fixed cash compensation Reviewed annually Value informed by market levels for executives with comparable qualifications, experience and responsibility, coupled with the nature, scope and impact of the role Target approximately 50th percentile of market peers, considering the factors noted above
Short-Term Incentive (Annual Cash Bonus)	Reward for achievement of pre-defined criteria in areas of strategic importance to uniQure Align compensation with Company performance	<ul style="list-style-type: none"> Subject to the approval of the Board in its discretion Discretionary variable cash compensation ranging from 35% to 50% of annual Base Salary for target performance in 2018 Maximum opportunity capped at 150% of target Objectives based solely on corporate performance for the Chief Executive Officer, and a combination of corporate (80%) and individual (20%) performance for the other Named Executive Officers Corporate and individual targets established in the beginning of each year Assessment against the predetermined targets informs actual cash bonus that is awarded Target opportunity informed by levels in the market, with reference to the 50th — 75th percentile
Long-Term Incentives (Equity Awards)	Align long-term interests with shareholders Reward sustainable value creation Encourage retention	<ul style="list-style-type: none"> Subject to the approval of the Board in its discretion Annual awards of variable equity-based compensation 2018 awards were a mix of stock options, restricted stock units (RSUs) and performance stock units (PSUs) Stock options have a ten-year term, with 25% vesting after one year and then rateably on a quarterly basis RSUs vest rateably on an annual basis over three years PSUs are earned based on the Company's performance related towards corporate objectives, as determined and assessed by the Board. These awards have a pay-out range of 0% - 150% of target and vest after three years
Pension and Retirement Savings Plans	Provide market-competitive retirement benefits	<ul style="list-style-type: none"> Based on local market practice U.S.-based Named Executive Officers are eligible to participate in a qualified 401(k) Plan with matching of up to 3% of base salary Netherlands-based Named Executive Officers are eligible to participate in a defined contribution pension plan
Other Benefits	Provide market competitive benefits focused on well-being	<ul style="list-style-type: none"> An Employee Stock Purchase Plan ("ESPP") is offered to all eligible employees, which includes eligible Named Executive Officers ESPP allows for purchase of discounted Ordinary Shares through accumulated payroll deductions Medical, dental and vision health care plans with premiums paid by the company for U.S.-based Named Executive Officers Named Executive Officers participate in other programs on consistent terms with broader employee population including paid time off, company-paid life insurance and short-term and longterm disability (with employee contribution), tuition reimbursement and fitness membership reimbursement

Target Pay Mix

A significant portion of our Named Executive Officers’ target compensation is variable and at-risk, short term incentives (“STI”) and long term incentives (“LTI”) maximizing alignment with our shareholders and long-term value creation.

In 2018, the target compensation mix for the CEO, of which 82% was at-risk, is detailed below:

CEO 2018 Target Compensation Mix



We do not specify a target mix of salary, STI and LTI compensation for our other Named Executive Officers, but we use target a range of approximately 60% - 65% for the at-risk components. The overall compensation structure is adjusted to determine an appropriate mix on a position-by-position basis based on peer group data and other comparable compensation data for each position.

2018 Compensation Decisions and Outcomes

Base Salary

As described below, our Named Executive Officers receive a base salary, the terms of which are subject to each of their individual employment agreements. The Compensation Committee annually reviews each Named Executive Officer’s base salary and may adjust such individual’s base salary after considering his or her responsibilities, performance and contributions to the Company and the Company’s overall performance. Additionally, the Compensation Committee will consider market data, with a view to ensuring base salary is set competitively, with a philosophy of targeting approximately the 50th percentile, taking into consideration the above factors. Based on that analysis and the recommendation of our Compensation Committee, the Board made adjustments from the prior year to the base salaries of our executive officers.

The 2018 base salary for our Named Executive Officers are described below:

Named Executive Officer	Base Salary		Effective Date
Matthew Kapusta	\$	500,000	January 2018
Jonathan Garen	\$	360,500	January 2018
Scott McMillan	\$	364,320	January 2018
Maria Cantor	\$	309,000	January 2018
Alexander Kuta	\$	386,250	January 2018

Short-term Incentive Bonus

The Company's short-term incentives to Named Executive Officers provide an opportunity for our Named Executive Officers to earn a cash bonus, contingent on the successful achievement of goals with various program areas aligned to our strategic objectives. The award of any bonuses shall be subject to the approval of the Board in its discretion.

Any bonus for the Chief Executive Officer is based solely on the assessment of company-wide performance. For the other Named Executive Officers 80% of their opportunity is based on the same company-wide performance, with the remaining 20% based on individual performance.

Bonus opportunities for the Named Executive Officers in 2018 were as follows:

Named Executive Officer	Target Bonus (% of salary)	Maximum Bonus (% of salary)
Matthew Kapusta	50%	75.0%
Jonathan Garen	35%	52.5%
Scott McMillan	40%	60.0%
Maria Cantor	35%	52.5%
Alexander Kuta	35%	52.5%

We did not change any target bonus rates for 2018 during the year for our Named Executive Officers.

Annually, we evaluate and establish performance targets based on the corporate goals that are adopted by the Board on an annual basis. Our performance targets are generally based on the achievement of a key set of core objectives considered essential to our successful performance over a given calendar year. These core objectives are designed across the range of functions of the Company, including clinical, research and technology, regulatory, manufacturing, finance and other general and administrative functions. Our performance against targets are reviewed periodically with the Board throughout the year. At the end of the calendar year, our Board assesses the overall performance, which is then used for compensation decisions, including the payment of annual incentive bonuses.

In 2018, the Board approved the following corporate objectives.

Key Goal	Weighting	Why it Matters
Advance our hemophilia B Program	60%	Our AMT-061 product candidate for the treatment of hemophilia B is our lead product candidate and is currently enrolling a Phase III clinical trial. AMT-061 is the closest product to being approved for sale as a commercial product.
Advance our Huntington's Disease Program	20%	Our AMT-130 product candidate for the treatment of Huntington's disease is entering the clinical phase, and the associated Investigational New Drug Application recently became effective. AMT-130 also has potential to be approved for sale as a commercial product.
Advance our Heart Failure Collaboration Program	10%	During 2015, we entered into a collaboration with Bristol-Meyers Squibb Company focused primarily on cardiovascular disease. In 2018, the lead gene therapy program targeted S100A1 for congestive heart failure.
Advance our Research and Technology Programs and Corporate Development	10%	<p>The development of enabling technologies and additional product candidates is core to our strategy. Enabling technologies include novel gene therapy components, such as AAV vectors and promoters, administration techniques and manufacturing capabilities. Our research pipeline is currently focused on liver-directed and CNS disorders, including gene therapies targeting hemophilia A, Fabry disease and spinocerebellar ataxia Type 3.</p> <p>To facilitate our goals, it is also critical that we manage our corporate resources effectively, as well as develop an infrastructure and organization that anticipates emergent needs.</p>

We believe these four strategic areas are critical to the successful execution of our long-term strategy and the achievement of sustainable shareholder value creation. In approving the targets, each goal within a program area has an associated level of achievement and time frame. The extent to which the goal is achieved, and whether or not it is on time informs the rating assigned at year-end.

In order to achieve a threshold bonus, defined as 50% of the target bonus, the total performance must be assessed at a minimum of 50%. Amounts between threshold, target and maximum payout are interpolated to reward incremental achievement and no amounts are paid for results on a particular performance metric if actual results are below threshold. For performance assessed at below 50%, no bonus is paid, and for performance assessed at above 150%, no additional bonus is paid.

For the 2018 annual incentive bonus plan, our Board determined, based on the recommendation of the Compensation Committee, that the overall achievement of the Company relative to the target performance objectives was 140%. A summary of the performance assessment is below:

Key Goal	Assessment
Advance our hemophilia B Program	<p>The Board determined that there was overachievement based on:</p> <ul style="list-style-type: none"> · the successful completion of our AMT-060/AMT-061 comparability studies; · the receipt of FDA clearance to initiate our Phase 2b and phase 3 clinical studies of AMT-061; · the timely release of clinical material for the Phase 2b and Phase 3 studies; · the issuance of new patents providing broad protection of the FIX-Padua variant in gene therapy; · the initiation of patient enrollment for our Phase 3 pivotal study and achieving certain targets related to sites activated and patients enrolled at yearend; and · the completion of patient enrollment of our phase 2b study, with positive early data announced in November 2018. <p>The overall contribution to the final assessment was 100%.</p>
Advance our Huntington's Disease Program	<p>The Board determined there was partial achievement of our corporate goals based on:</p> <ul style="list-style-type: none"> · the successful completion of the Company's safety and toxicology study of AMT-130; and · the submission of our Investigational New Drug Application in December 2018. <p>The overall contribution to the final assessment was 15%.</p>
Advance our Heart Failure Collaboration Program	<p>The Board determined there was partial achievement of our corporate goals based on:</p> <ul style="list-style-type: none"> · the successful manufacture and release of AMT-126 research material; and · the timely initiation and completion of a preclinical heart function study. The results of the study demonstrated successful DNA delivery and expression of S100A1 protein, thereby validating the Company's platform technology. However, the target did not show a material impact on heart function. <p>The overall contribution to the final assessment was 5%.</p>
Advance our Research and Technology Programs	<p>The Board determined there was overachievement of our corporate goals based on:</p> <ul style="list-style-type: none"> · the initiation of new research programs (hemophilia A, Fabry disease, SCA3 and other indications); · the demonstration of proof of concept on two liver disease programs (hemophilia A and Fabry); · the demonstration of proof-of-concept for a next-generation, highly potent, liver-specific promoter; · the identification of an AAV vector for use in our SCA3 program;

- our holding of a research and development investor day in November 2018; and
- our demonstration of manufacturing production at 500 liters and with next-generation, dual-baculovirus technology.

The overall contribution to the final assessment was 13.5%.

Advance Corporate Development Initiatives

The Board determined there was overachievement of our corporate goals based on:

- the completion of a follow-on public offering of \$147.5 million;
- the achievement of financial results within budget;
- the timely completion of the organizational restructuring and;
- other items associated with the internal operations of the Company.

The overall contribution to the final assessment was 6.5%.

In respect of the individual performance component for the Named Executive Officers other than the Chief Executive Officer, the Compensation Committee noted the following achievements in approving the rating recommendation submitted by the Chief Executive Officer:

Named Executive Officer	Individual Goal Assessment	Observations
Matthew Kapusta	Not applicable	Not applicable
Jonathan Garen	Exceeded goals	Primary achievements were leading the execution of several business opportunities, including licensing opportunities relevant to research pipeline.
Scott McMillan	Exceeded goals	Primary achievements were leading the manufacture of AMT-061 and AMT-130 clinical material and successfully demonstrating production at 500-liter capacity and with a next-generation dual baculovirus process.
Maria Cantor	Exceeded goals	Primary achievements were leading team the execution of a successful investor relations plan, including facilitating meaningful investor interactions, achieving new analyst coverage and coordinating a research and development investor day.
Alexander Kuta	Exceeded goals	Primary achievements were leading the AMT-061 regulatory process that lead to confirmation to proceed with the Phase 2b and Phase 3 studies, the achievement of orphan drug designation in the European Union and the coordination of the AMT-130 IND submission.

The combination of this company-wide corporate performance and individual performance resulted in the following awards in respect of 2018 performance:

Named Executive Officer	Actual Bonus	Actual Bonus (% of salary)	Actual Bonus (% of target)
Matthew Kapusta	\$ 350,000	70%	140%
Jonathan Garen	\$ 171,598	48%	136%
Scott McMillan	\$ 198,190	54%	136%
Maria Cantor	\$ 149,247	48%	138%
Alexander Kuta	\$ 182,503	47%	135%

2018 Long-Term Incentive Awards

The Company's 2014 Restated Plan provides that the Board may grant equity awards to its employees. These grants include annual and periodic equity awards linked to continued employment and, at the Board's discretion, the achievement of certain performance targets. Such grants as they apply to our Named Executive Officers are described below. Pursuant to the 2014 Restated Plan, employees may be granted options, restricted share units (RSUs) or performance share units (PSUs). By awarding long-term incentive awards via a combination of different vehicles, the Compensation Committee can balance the objectives of driving sustainable long-term performance and shareholder value creation, encouraging retention while remaining market competitive.

The Company adopted an employee share purchase plan (the "Purchase Plan") at the 2018 Annual General Meeting. The Purchase Plan is designed to allow eligible employees of the Company and its designated subsidiaries to purchase discounted Ordinary Shares at designated intervals through their accumulated payroll deductions. The provisions of the Purchase Plan are intended to satisfy the requirements of Section 423 of the U.S. Internal Revenue Code of 1986, as amended, with respect to U.S. participants. Favorable tax treatment is available for U.S. tax residents participating in a plan that qualifies under Section 423.

Awards are generally made annually in the first calendar quarter, taking into account impact on achieving our corporate goals, performance in the prior year and market data for the compensation peer group. The key features of each award type are as follows:

Stock Options

- Options vest over a period of four years, with 25% of options granted becoming exercisable on the first anniversary, with the remaining options becoming exercisable pro-rata on a quarterly basis over the remaining three years.
- Awards expire after ten years.
- Stock options cannot be repriced, reset, or exchanged for cash if underwater without shareholder approval.

Restricted Stock Units

- RSUs vest pro-rata on an annual basis over three years.
- Dividends do not accrue until shares are free from restrictions, unless expressly stated in the applicable award agreement.
- Shares are issued to the participant upon vesting of the award, but may be subject to a sale of a portion of the shares to cover tax withholding requirements.

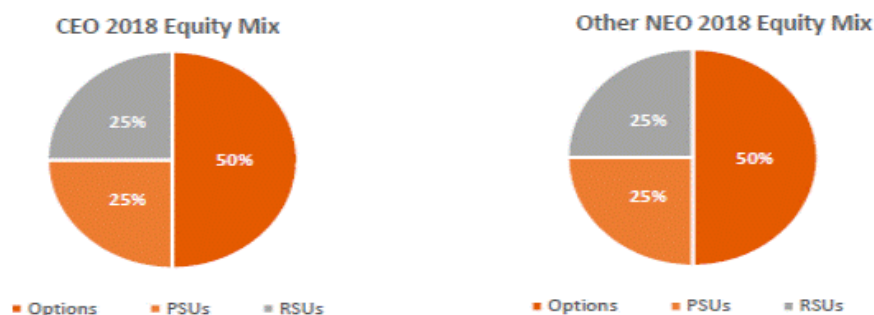
Performance Stock Units

- PSUs vest after three years subject to pre-established performance conditions.
- The performance conditions are determined by the Board, and have historically been consistent with those established on a company-wide basis under the short-term incentive plan in the year of grant.
- The payout range is 50%-150% of the target award.
- Any PSUs that are earned vest on the third anniversary of grant.
- Dividends do not accrue until shares are free from restrictions, unless expressly stated in the applicable award agreement.
- Shares are issued to the participant upon vesting of the award, but may be subject to a sale of a portion of the shares to cover tax withholding requirements.

Target equity awards are approved each year by the Compensation Committee, based on a combination of factors including overall corporate achievement, individual performance, impact of individual on achieving the Company's corporate goals and market competitiveness. In determining and approving award values, the Compensation Committee reviews data for our peer group and the overall total compensation of our executive officers. Once target values are approved, the Compensation Committee recommends that the Board grant the equity commensurate with the target equity award values. In light of the high overall corporate performance and individual achievement in 2017, our Compensation Committee recommended that the Board grant long-term incentive equity awards that were commensurate with the 62.5th percentile of our peer group. Accordingly, target equity awards for Named Executive Officers other than our CEO were approved at a level of approximately 150% or 175% of 2017 base salary, and target equity awards for our CEO were approved at a level of 436% of 2017 base salary. Scott McMillan's 2018 award was pro-rated by 50% reflecting his appointment in the middle of 2017.

In establishing the mix of long-term incentives to award our Named Executive Officers, the Compensation Committee referenced market data for our peers, which found that most competitors grant awards in either stock options or a combination of stock options and restricted stock units. To further enhance the alignment of executive interests with the achievement of our corporate objectives, the Committee determined that it was appropriate for a portion of the awards to be linked to performance in the form of performance stock units, accepting that this would differentiate uniQure from typical market practice.

In 2018, equity awards had the following target mix based on fair values determined as of December 13, 2017:



Employee Share Purchase Plan

The Employee Share Purchase Plan is designed to allow eligible employees of uniQure and its designated subsidiaries to purchase discounted Ordinary Shares at designated intervals through their accumulated payroll deductions. The purpose of the Plan is to provide employees with a convenient method to invest in uniQure Ordinary Shares which will increase the equity stake of our employees and will benefit shareholders by aligning more closely the interests of our participating employees with those of our shareholders. We believe that this will help to motivate and retain highly-qualified employees.

Under the Plan, the number of Ordinary Shares initially reserved for issuance is 150,000. The purchase price of the Ordinary Shares acquired on each purchase date will be the lesser of (a) 85% of the closing price of an Ordinary Share on the first day of the offering period or (b) 85% of the closing price of an Ordinary Share on the purchase date.

CEO Pay Ratio

Under Item 402(u) of Regulation S-K adopted by the SEC pursuant to the Dodd-Frank Wall Street Reform and Consumer Protection Act of 2010, we are required to disclose the ratio of the annual total compensation of our Chief Executive Officer to the annual total compensation of our median compensated employee, excluding our CEO.

Matthew Kapusta (a)	\$	4,095,328
Median Employee 2018 Annual Total Compensation	\$	111,598
CEO to Median Employee Pay Ratio		37:1

(a) This annual total compensation is the Total Compensation from the Summary Compensation Table.

Methodology

Our methodology for determining our CEO pay ratio relies on estimates and assumptions calculated in a manner consistent with SEC rules and guidance.

Determination of Employee Population

We determined our global employee population as of the December 31, 2018, including full-time, part-time, seasonal and temporary workers, other than our CEO. As of December 31, 2018, our total employee population, other than our CEO, consisted of 216 employees.

Calculating Median Employee Compensation

We identified the median employee based on the consistently applied compensation measure (“CACM”) of base salary obtained from our pay roll records across our global employee population. We annualized the pay of our hourly employees, adjusted the pay of employees in Europe from Euros to U.S. Dollars using the average exchange rate that we applied in 2018, and, where applicable, pro-rated any annualized base salaries of part-time employees to reflect the part-time schedule and the actual base salary being earned. Based upon the comparison using the CACM, we determined that the total compensation of our median employee was \$111,598 as of December 31, 2018.

Our CEO to median employee pay ratio is 37:1.

The SEC’s rules for identifying the median compensated employee and calculating the pay ratio based on that employee’s annual total compensation allow companies to adopt a variety of methodologies, to apply certain exclusions, and to make reasonable estimates and assumptions that reflect their employee populations and compensation practices. As a result, the pay ratio reported by other companies, including our compensation peer group, may not be comparable to the pay ratio reported above, as other companies have different employee populations and compensation practices and may utilize different methodologies, exclusions, estimates and assumptions in calculating their own pay ratios.

Employment Agreements

Matthew Kapusta

Prior to becoming our Chief Executive Officer, Mr. Kapusta served as our Chief Financial Officer. On December 9, 2014, the Company entered into an employment agreement with Mr. Kapusta for the role of Chief Financial Officer (the “Kapusta CFO Agreement”). On October 19, 2017 (the “First Kapusta Amendment, March 14, 2017 (the “Second Kapusta Amendment”) and October 26, 2017 (the “Third Kapusta Amendment,” together with the First Kapusta Amendment and the Second Kapusta Amendment, the “Kapusta Agreement Amendments”), the Company entered into amendments to the Kapusta CFO Agreement in connection with his new role as Chief Executive Officer (the Kapusta CFO Agreement as amended by the Kapusta Agreement Amendments being the “Kapusta Employment Agreement”). The Kapusta Employment Agreement provides that Mr. Kapusta will earn a base salary equal to \$450,000 per year, plus reimbursement of expenses incurred on the Company’s behalf. Effective January 1, 2019, Mr. Kapusta’s base salary was increased to \$550,000 per year. Mr. Kapusta is also eligible for an annual performance bonus with a target for 2019 of 55% of his base salary and a grant of restricted share units as further described in the Kapusta Employment Agreement. The termination provisions of the Kapusta Employment Agreements are further discussed below. The term of the Kapusta Employment Agreement will run through December 31, 2019 or until terminated by either us or by Mr. Kapusta. A copy of the Kapusta CFO Agreement is filed as Exhibit 10.6 to the Company’s Annual Report on Form 10-K filed with the SEC on March 15, 2017. A copy of the Second Kapusta Amendment is filed as Exhibit 10.7 to the Company’s Annual Report on Form 10-K filed with the SEC on March 15, 2017. A copy of the Third Kapusta Amendment is filed as Exhibit 10.1 to the Company’s Quarterly Report on Form 10-Q filed with the SEC on November 1, 2017. The foregoing descriptions of the Kapusta Employment Agreement do not purport to be complete and are qualified in their entirety by reference to the full text of such agreement.

Jonathan Garen

Mr. Garen entered into an employment agreement with the Company on June 15, 2016 for the role of Chief Business Officer (the “Garen Employment Agreement”). The Garen Employment Agreement provides that Mr. Garen will receive a base salary of \$340,000 per year, subject to review at the sole discretion of the Company and a discretionary bonus of up to 35% of annual base salary (with any such bonus for 2016 being pro-rated for length of service). Under the Garen Employment Agreement, Mr. Garen is also entitled to expenses and reimbursements. He was also entitled to a grant of an option to purchase 50,000 ordinary shares in the Company pursuant to the Company’s equity incentive plan and would be eligible for future grant awards. In March 2019, Mr. Garen received a letter (the “Garen 2019 Letter”), which provides that his 2019 base salary will be \$378,525 and his 2018 bonus will be \$171,598. The Garen 2019 Letter also provides that Mr. Garen will be entitled to participate in the 2019 equity grants. The termination provisions of the Garen Employment Agreements are further discussed below. The Garen Employment Agreement is to continue in force from year to year unless terminated in accordance with its terms.

Maria Cantor

Ms. Cantor entered into an employment agreement with the Company on May 26, 2016 for the role of Senior Vice President, Investor Relations and Communications (the “Cantor Employment Agreement”). The Cantor Employment Agreement provides that Ms. Cantor will receive a base salary of \$290,000 per year, subject to review at the sole discretion of the Company and a discretionary bonus of up to 35% of annual base salary (with any such bonus for 2016 being pro-rated for length of service). Under the Cantor Employment Agreement, Ms. Cantor is also entitled to expenses and reimbursements. She was also entitled to a grant of an option to purchase 50,000 ordinary shares in the Company pursuant to the Company’s equity incentive plan and would be eligible for future grant awards. In March 2019, Ms. Cantor received a letter (the “Cantor 2019 Letter”), which provides that her 2019 base salary will be \$321,360 and her 2018 bonus will be \$149,247. The Cantor 2019 Letter also provides that Ms. Cantor will be entitled to participate in the 2019 equity grants. The termination provisions of the Cantor Employment Agreement are further discussed below. The Cantor Employment Agreement is to continue in force from year to year unless terminated in accordance with its terms.

Alexander E. Kuta

Mr. Kuta entered into an employment agreement with the Company on January 23, 2017 for the role of Senior Vice President, Regulatory Affairs (the “Kuta Employment Agreement”). The Kuta Employment Agreement provides that Mr. Kuta will receive a base salary of \$375,000 per year, subject to review at the sole discretion of the Company and a discretionary bonus of up to 35% of annual base salary (with any such bonus for 2017 being pro-rated for length of service). Under the Kuta Employment Agreement, Mr. Kuta is also entitled to expenses and reimbursements. He was also entitled to a grant of an option to purchase 150,000 ordinary shares in the Company pursuant to the Company’s equity incentive plan and would be eligible for future grant awards. In March 2019, Mr. Kuta received a letter (the “Kuta 2019 Letter”), which provides that his 2019 base salary will be \$397,838 and his 2018 bonus will be \$182,503. The Kuta 2019 Letter also provides that Mr. Kuta will be entitled to participate in the 2019 equity grants. The termination provisions of the Kuta Employment Agreements are further discussed below. The Kuta Employment Agreement is to continue in force from year to year unless terminated in accordance with its terms.

Scott McMillan

Mr. McMillan entered into an employment agreement with the Company on August 7, 2017 for the role of Chief Operations Officer (the “McMillan Employment Agreement”). The McMillan Employment Agreement provides that Mr. McMillan will receive a base salary of \$360,000 per year, subject to review at the sole discretion of the Company and a discretionary bonus of up to 40% of annual base salary (with any such bonus for 2017 being pro-rated for length of service). Under the McMillan Employment Agreement, Mr. McMillan is also entitled to expenses and reimbursements. He was also entitled to a grant of an option to purchase 150,000 ordinary shares in the Company pursuant to the Company’s equity incentive plan and would be eligible for future grant awards. In March 2019, Mr. McMillan received a letter (the “McMillan 2019 Letter”), which provides that his 2019 base salary will be \$ 391,644 and his 2018 bonus will be \$198,190. The McMillan 2019 Letter also provides that Mr. McMillan will be entitled to participate in the 2019 equity grants. The termination provisions of the McMillan Employment Agreements are further discussed below. The McMillan Employment Agreement is to continue in force from year to year unless terminated in accordance with its terms.

Other Executive Compensation Policies

Tax and Accounting Considerations

Prior to the passage of the Tax Cuts and Jobs Act of 2017, Section 162(m) of the Internal Revenue Code of 1986, as amended (the “Internal Revenue Code”), had generally disallowed a tax deduction for compensation in excess of \$1.0 million paid to a company’s named executive officers, other than its chief financial officer. Historically, qualifying performance-based compensation was not subject to the deduction limitation if specified requirements were met. However, effective for taxable years beginning after December 31, 2017, the exemption for qualified performance-based compensation from the deduction limitation of Section 162(m) has been repealed, such that compensation paid to our NEOs in excess of \$1 million will not be deductible unless it qualifies for the limited transition relief applicable to certain compensation arrangements in certain arrangements place as of November 2, 2017.

“Nonqualified deferred compensation” is required by Section 409A of the Internal Revenue Code to be paid under plans or arrangements that satisfy certain statutory requirements regarding timing of deferral elections, timing of payments and certain other matters. Employees and service providers who receive compensation that fails to satisfy these requirements may be subject to accelerated income tax liabilities, a 20% excise tax, penalties and interest on their compensation under such plans. The Company seeks to design and administer our compensation and benefits plans and arrangements for all of our employees and service providers, including our named executive officers, to keep them either exempt from or in compliance with the requirements of Section 409A.

Sections 280G and 4999 of the Internal Revenue Code impose certain adverse tax consequences on compensation treated as excess parachute payments. An executive is treated as having received excess parachute payments if such executive receives compensatory payments or benefits that are contingent on a change in control, and the aggregate amount of such payments and benefits equal or exceeds three times the executive's base salary amount. The portion of the payments and benefits in excess of one times base salary amount are treated as excess parachute payments and are subject to a 20% excise tax, in addition to any applicable federal income and employment taxes.

Deferred Compensation and Retirement Plans

The Company operates a qualified 401(k) Plan for all employees at its Lexington facility in the USA. The uniQure, Inc. 401(k) Plan is an employee contribution plan only, and there are no employer contributions currently being made. The uniQure Inc. 401(k) Plan offers both a before tax and after tax (Roth) component, which are subject to IRS statutory limits for each calendar year.

The Company operates a defined contribution pension plan for all employees at its Amsterdam facility in the Netherlands, which is funded by the Company through payments to an insurance company.

Equity Incentive Plan

The 2014 Restated Plan enables the Board to among others grant options, Restricted Stock Units (RSUs) and PSUs. The purpose of the 2014 Restated Plan is to advance the interests of the Company's shareholders by enhancing the Company's ability to attract, retain and motivate persons who are expected to make important contributions to the group and by providing such persons with equity ownership opportunities and performance-based incentives that are intended to better align the interests of such persons with those of the Company's shareholders.

The terms of the PSUs are further discussed above. For both RSUs and PSUs, the shares are automatically issued to the grantee upon the vesting of the award.

Under the 2014 Restated Plan, the maximum number of Ordinary Shares available is currently limited to 8,601,471. As of March 31, 2019, 3,083,113 Ordinary Shares remain available for grant under the 2014 Restated Plan.

Employee Share Purchase Plan

The ESPP is designed to allow eligible employees of the Company and its designated subsidiaries to purchase discounted Ordinary Shares at designated intervals through their accumulated payroll deductions. The purpose of the ESPP is to provide employees with a convenient method to invest in the Company's Ordinary Shares which will increase the equity stake of the Company's employees and will benefit shareholders by aligning more closely the interests of participating employees with those of the Company's shareholders. The Company believes that this will help to motivate and retain highly-qualified employees.

Under the ESPP, the number of Ordinary Shares initially reserved for issuance is 150,000. The purchase price of the Ordinary Shares acquired on each purchase date will be the lesser of (a) 85% of the closing price of an Ordinary Share on the first day of the offering period or (b) 85% of the closing price of an Ordinary Share on the purchase date. As of March 31, 2019, 144,283 Ordinary Shares remain available for issuance under the ESPP.

Role of Executive Officer in Determining Executive Compensation

The Compensation Committee and Board approve all compensation decisions related to our Named Executive Offices. Such decisions by the Compensation Committee regarding compensation were made independently from our Named Executive Officers.

Stock Ownership Requirements and Hedging Policies

Currently, the Company does not have any formal stock ownership requirements or any specific hedging policies related to stock ownership.

Risk Considerations

The Compensation Committee annually evaluates whether there are potential risks arising from the Company's compensation policies and practices. Based on such evaluation, the Compensation Committee believes that the Company's compensation policies and practices do not encourage executives to take excessive risks because the various elements of the Company's executive compensation policies and practices diversify the risks associated with any single element of the executive's compensation. Instead, the elements of the Company's executive compensation policy are, collectively, designed to achieve the Company's annual and long-term corporate objectives and strategies.

SUMMARY COMPENSATION TABLE

The following table summarizes the annual compensation paid to our Named Executive Officers for the three fiscal years ended December 31, 2018, 2017 and 2016.

Name	Year	Salary (1) (\$)	Stock Award(2) (\$)	Option Awards(2) (\$)	Non-Equity Incentive Plan Compensation(3) (\$)	Medicare benefits (\$)	All other compensation (\$)	Total (\$)
Matthew Kapusta	2018	501,923	2,388,508	823,201	350,000	23,596	8,100	4,095,328
	2017	468,109	2,612,217	560,496	257,624	23,745	7,343	3,929,535
	2016	379,996	111,129	381,463	142,325	23,992	5,238	1,044,144
Jonathan Garen	2018	359,260	608,881	151,441	171,958	23,983	4,926	1,320,089
	2017	348,500	430,027	87,469	139,659	25,227	4,816	1,035,698
	2016(4)	155,762	15,921	27,216	57,834	23,992	4,668	274,785
Maria Cantor	2018	310,189	584,658	147,269	149,247	23,586	8,100	1,223,049
	2017	300,000	430,027	92,083	120,223	23,744	7,909	973,986
	2016(5)	145,139	15,921	27,216	53,444	14,237	3,393	263,949
Alexander E. Kuta	2018	387,736	166,509	183,641	182,503	16,648	8,100	945,137
	2017(6)	353,365	—	110,554	141,610	15,317	8,100	628,946
Scott McMillan	2018	365,721	93,242	230,399	198,190	23,586	8,100	919,239
	2017(7)	145,385	—	53,750	164,880	9,177	3,946	377,138

(1) Salary is determined based on actual salary during the fiscal year 2018.

(2) The value of stock awards and stock options as reported in their respective columns is calculated using the grant date accounting fair value determined in accordance with Accounting Standards Codification 718, Compensation-Stock Compensation ("ASC 718"). Amounts reflected in the stock awards column are comprised of the accounting value of both the time-vested RSUs and PSUs granted in the years reflected. For assumptions and estimates used in determining these values, see Management's Discussion and Analysis of Financial Condition and Results of Operations — Share-based Payments and Note 2.3.18 of the Consolidated Financial Statements in our 2018 Annual Report on Form 10-K.

(3) These amounts reflect the annual cash bonus awards granted to the Named Executive Officers pursuant to the Company's Short-term Incentive program.

(4) Mr. Garen's employment commenced on July 7, 2016.

(5) Mrs. Cantor's employment commenced on June 27, 2016.

(6) Mr. Kuta's employment commenced on January 25, 2017.

(7) Mr. McMillan's employment commenced on August 7, 2017.

OUTSTANDING EQUITY AWARDS AT FISCAL YEAR END 2018

The following table contains information concerning exercisable stock options with respect to our Ordinary Shares, RSUs and PSUs granted to our named executive officers that were outstanding as of December 31, 2018.

Name	Type of Equity Award	Option Awards (1)				Stock Awards (2)				
		Number of Securities Underlying Unexercised Options Exercisable (#)	Number of securities underlying unexercised options Unexercisable (#)	Equity incentive plan awards: Number of securities underlying unexercised unearned options (#)	Option Exercise Price (\$)	Option Expiration Date	Number of Shares or Units of Stock That Have Not Yet Vested (3) (#)	Market Value of Shares or Units of Stock That Have Not Vested (\$)	Equity Incentive Plan Awards: Number of Unearned Shares, Units or Rights That Have Not Yet Vested (4) (#)	Equity Incentive Plan Awards: Market or Payout Value of Unearned Shares, Units or Other Rights That Have Not Vested (\$)
Matthew Kapusta	Options	93,750	6,250	—	14.71	2025	—	—	—	—
	Options	81,250	18,750	—	23.60	2025	—	—	—	—
	Options	56,250	43,750	—	7.53	2026	—	—	—	—
	Options	76,562	98,438	—	6.22	2027	—	—	—	—
	Options	—	83,663	—	19.39	2028	—	—	—	—
	RSUs(3)	—	—	—	—	—	87,500	2,521,750	—	—
	RSUs(4)	—	—	—	—	—	31,374	904,199	—	—
	PSUs(6)	—	—	—	—	—	23,064	664,704	—	—
	PSUs(6)	—	—	—	—	—	209,625	6,041,393	—	—
Jonathan Garen	Options	28,126	21,875	—	7.60	2026	—	—	—	—
	Options	18,921	24,329	—	5.37	2027	—	—	—	—
	Options	—	22,364	—	19.39	2028	—	—	—	—
	RSUs(5)	—	—	—	—	—	43,250	1,246,465	—	—
	RSUs(4)	—	—	—	—	—	8,387	241,713	—	—
	PSUs(6)	—	—	—	—	—	56,115	1,617,234	—	—
	PSUs(6)	—	—	—	—	—	11,742	338,404	—	—
Maria Cantor	Options	31,250	18,750	—	8.21	2026	—	—	—	—
	Options	18,921	24,329	—	5.37	2027	—	—	—	—
	Options	—	19,169	—	19.39	2028	—	—	—	—
	RSUs(5)	—	—	—	—	—	43,250	1,246,465	—	—
	RSUs(4)	—	—	—	—	—	7,188	207,158	—	—
	PSUs(6)	—	—	—	—	—	56,115	1,617,234	—	—
	PSUs(6)	—	—	—	—	—	10,063	338,404	—	—
Alexander E Kuta	Options	65,625	84,375	—	5.31	2027	—	—	—	—
	Options	—	19,169	—	19.39	2028	—	—	—	—
	RSUs(4)	—	—	—	—	—	8,986	258,977	—	—
	PSUs(6)	—	—	—	—	—	12,580	362,556	—	—
Scott McMillan	Options	46,875	103,125	—	8.49	2027	—	—	—	—
	Options	—	13,419	—	19.39	2028	—	—	—	—
	RSUs(4)	—	—	—	—	—	5,032	145,022	—	—
	PSUs(6)	—	—	—	—	—	7,045	203,037	—	—

- (1) The option grants typically vest over four years; 25% on the anniversary of the grant date and in equal monthly installments thereafter.
- (2) RSU and PSU awards are valued based on the closing stock price of the Company on December 31, 2018 (\$28.82).
- (3) March 2017 RSU awards granted on March 14, 2017, vest 50% after one year, respectively two years after the grant date.
- (4) 2018 RSU awards granted on January 26, 2018, vest 1/3 after each of one year, two years and three years after the grant date.
- (5) 2017 PSU awards granted on January 27, 2017, were earned in December 2017 and vest three years following the date of the grant.
- (6) PSU awards granted on January 26, 2018 vest three years following the date of the grant, subject to the achievement of performance metrics. The performance metrics were achieved and PSUs were earned on January 25, 2019.

GRANTS OF PLAN-BASED AWARDS FOR 2018

The following table sets forth information relating to non-equity incentives awards granted pursuant to our Short-term Incentive program and equity awards granted pursuant to our Long-term Incentive program during the year ended December 31, 2018 to each of our Named Executive Officers:

Name	Award	Grant Dates	Estimated Possible Payouts under Non-Equity Incentive Plan Awards (1)			Estimated Future Payouts Under Equity Incentive Plan Awards (4)			All Other stock Awards: Number of shares of stock or units (\$)	All Other option awards: Number of securities underlying Option (#)	Exercise or Base price of Option Awards (\$/sh)	Grant Date Fair Value of Stock and Option Awards (\$)
			Threshold (\$)	Target (\$)	Maximum (\$)	Threshold (#)	Target (#)	Maximum (#)				
Matthew Kapusta	IC (1)	—	125,000	250,000	375,000	—	—	—	—	—	—	—
	Option (2)	01/26/18	—	—	—	—	—	—	—	83,663	19.39	988,897
	RSU (3)	01/26/18	—	—	—	—	—	—	31,374	—	—	608,342
	PSU (4)	01/26/18	—	—	—	17,256	31,375	47,063	43,924	—	—	1,392,830
Jonathan Garen	IC (1)	—	63,088	126,175	189,263	—	—	—	—	—	—	—
	Option (2)	01/26/18	—	—	—	—	—	—	—	22,364	19.39	264,342
	RSU (3)	01/26/18	—	—	—	—	—	—	8,387	—	—	162,624
	PSU (4)	01/26/18	—	—	—	4,613	8,387	12,581	11,742	—	—	372,339
Maria Cantor	IC (1)	—	63,756	127,512	191,268	—	—	—	—	—	—	—
	Option (2)	01/26/18	—	—	—	—	—	—	—	19,169	19.39	226,578
	RSU (3)	01/26/18	—	—	—	—	—	—	7,188	—	—	162,624
	PSU (4)	01/26/18	—	—	—	3,953	7,188	10,782	10,063	—	—	319,098
Alexander E. Kuta	IC (1)	—	54,075	108,150	162,225	—	—	—	—	—	—	—
	Option (2)	01/26/18	—	—	—	—	—	—	—	23,962	19.39	283,231
	RSU (3)	01/26/18	—	—	—	—	—	—	8,986	—	—	174,239
	PSU (4)	01/26/18	—	—	—	4,942	8,986	13,479	12,580	—	—	398,912
Scott McMillan	IC (1)	—	77,250	154,500	231,750	—	—	—	—	—	—	—
	Option (2)	01/26/18	—	—	—	—	—	—	—	13,419	19.39	158,613
	RSU (3)	01/26/18	—	—	—	—	—	—	5,032	—	—	97,570
	PSU (4)	01/26/18	—	—	—	2,768	5,032	7,548	7,045	—	—	223,397

- (1) Represents 2018 annual cash incentive awards granted under the Company’s Short-Term Incentive Plan. For additional information, please see “*Compensation Discussion and Analysis—2018 Short-Term Incentive Plan*”.
- (2) Time-vested stock options granted under the Company’s 2014 Restated Plan. Grant date values are determined in accordance with ASC Topic 718. See “*Compensation Discussion and Analysis—2018 Long-term Incentive Awards*”.
- (3) Time-vested RSUs granted under the Company’s 2014 Restated Plan. Grant date values are determined in accordance with ASC Topic 718. See “*Compensation Discussion and Analysis—2018 Long-term Incentive Awards*”.
- (4) Three-year PSUs granted in 2018 under the Company’s 2014 Restated Plan for the 2018-2020 performance period were earned on January 25, 2019. Grant date values are determined in accordance with ASC Topic 718. See “*Compensation Discussion and Analysis—2018 Long-term Incentive Awards*”.

OPTION EXERCISES AND STOCK VESTED IN 2018

The following table discloses information for each of our Named Executive Officers regarding the exercise of stock option awards and the vesting of certain stock awards as of the end of our 2018 fiscal year.

	Option Awards		Stock Awards	
	Number of shares Acquired on Exercise (#)	Value Realized on Exercise (\$)	Number of Shares Acquired on Vesting (#)	Value Realized on Vesting (1)
Matthew Kapusta	—	—	87,500	1,913,625
Jonathan Garen	—	—	17,500	504,613
Maria Cantor	—	—	17,500	504,613
Alexander E. Kuta	—	—	—	—
Scott McMillan	—	—	—	—

- (1) Value realized equals number of shares vested multiplied by the closing price of our ordinary shares on the Nasdaq Global Market on the day the shares vested.

Potential Payments upon Termination or Change of Control

Pursuant to the terms of their respective employment agreements with the Company, each of our Named Executive Officers is eligible for potential payments and benefits in connection with a termination, including for Cause or for Good Reason, or in connection with a Change of Control. The following narrative and tables set forth the potential payments and value of additional benefit that each of our Named Executive Officers would receive in the scenarios contemplated. The tables below assume that employment terminated and/or the Change of Control occurred on December 31, 2018 and reflect the stock price of the Company on December 31, 2018 of \$28.82. Except as otherwise provided, the following definitions apply to the potential payments upon termination.

“Accrued Benefit” means (a) payment of base salary through the termination date, (b) payment of any bonus for performance periods completed prior to the termination date, (c) any payments or benefits under the Company’s benefit plans that are vested, earned or accrued prior to the termination date (including, without limitation, earned but unused vacation); and (d) payment of unreimbursed business expenses incurred by the Named Executive Officer.

“Cause” means the good faith determination by the Company, after written notice from the Board to the Named Executive Officer that one or more of the following events has occurred and stating with reasonable specificity the actions that constitute Cause and the specific reasonable cure (related to sections (a) and (h) below): (a) the Named Executive Officer has willfully or repeatedly failed to perform his or her material duties, and such failure has not been cured after a period of thirty (30) days’ notice; (b) any reckless or grossly negligent act by the Named Executive Officer having the foreseeable effect of injuring the interest, business or reputation of the Company, or any of its parent, subsidiaries or affiliates in any material respect and which did in fact cause such material injury; (c) the Named Executive Officer’s evidenced use of any illegal drug, or illegal narcotic, or excessive amounts of alcohol (as determined by the Company in its reasonable discretion) on Company property or at a function where the Named Executive Officer is working on behalf of the Company; (d) the indictment on charges or conviction for (or the procedural equivalent or conviction for), or entering of a guilty plea or plea of no contest with respect to a felony; (e) the conviction for (or the procedural equivalent or conviction for), or entering of a guilty plea or plea of no contest with respect to a misdemeanor which, in the Board’s reasonable judgment, involves moral turpitude deceit, dishonesty or fraud, except that, in the event that the Named Executive Officer is indicted on charges for a misdemeanor set forth above, the Board may elect, in its sole discretion, to place the Named Executive Officer on administrative garden leave with continuation of full compensation and benefits under this Agreement during the pendency of the proceedings; (f) conduct by or at the direction of the Named Executive Officer constituting misappropriation or embezzlement of the property of the Company, or any of its parents or affiliates (other than the occasional, customary and de minimis use of Company property for personal purposes); (g) a breach by the Named Executive Officer of a fiduciary duty owing to the Company, including the misappropriation of (or attempted misappropriation of) a corporate opportunity or undisclosed self-dealing; (h) a material breach by the Named Executive Officer of any material provision of this Agreement, any of the Company’s written employment policies or the Named Executive Officer’s fiduciary duties to the Company, which breach, if curable, remains uncured for a period of thirty (30) days after receipt by the Named Executive Officer of written notice of such breach from the Board, which notice shall contain a reasonably specific description of such breach and the specific reasonable cure requested by the Board; and (i) any breach of their respective employment agreements.

“Change of Control” means any of the following: (a) any “person,” as such term is used in Sections 13(d) and 14(d) of the Securities Exchange Act of 1934, as amended (the “Act”) (other than the Company, any of its subsidiaries, or any trustee, fiduciary or other person or entity holding securities under any employee benefit plan or trust of the Company or any of its subsidiaries), together with all “affiliates” and “associates” (as such terms are defined in Rule 12b-2 under the Act) of such person, shall become the “beneficial owner” (as such term is defined in Rule 13d-3 under the Act), directly or indirectly, of securities of the Company representing forty (40) percent or more of the combined voting power of the Company’s then outstanding securities having the right to vote in an election of the Board (“Voting Securities”) (in such case other than as a result of an acquisition of securities directly from the Company); or (b) the date a majority of the members of the Board is replaced during any 12-month period by directors whose appointment or election is not endorsed by a majority of the members of the Board before the date of the appointment or election; or (c) the consummation of (1) any consolidation or merger of the Company where the stockholders of the Company, immediately prior to the consolidation or merger, would not, immediately after the consolidation or merger, beneficially own (as such term is defined in Rule 13d-3 under the Act), directly or

indirectly, shares representing in the aggregate more than 50 percent of the voting shares of the Company issuing cash or securities in the consolidation or merger (or of its ultimate parent corporation, if any), or (2) any sale or other transfer (in one transaction or a series of transactions contemplated or arranged by any party as a single plan) of all or substantially all of the assets of the Company.

“Change of Control Termination” means (i) any termination by the Company of the Named Executive Officer’s employment other than for Cause that occurs within 12 months after the Change of Control; or (ii) any resignation by the Named Executive Officer for Good Reason that occurs within 12 months after the Change of Control.

“Disability” means an incapacity by accident, illness or other circumstances which renders the Named Executive Officer mentally or physically incapable of performing the duties and services required of him or her on a full-time basis for a period of at least 120 days.

“Good Reason” means that the Named Executive Officer has complied with the Good Reason Process (hereinafter defined) following the occurrence of any of the following events: (a) a material diminution in the Named Executive Officer’s responsibilities, authority or duties (excluding any duties associated with any position that the Named Executive Officer may hold at the Company); (b) a diminution in the Named Executive Officer’s base salary, except for across-the-board salary reductions, based on the Company’s financial performance, similarly affecting all or substantially all other senior management employees of the Company, which reduction does not reduce the Named Executive Officer’s base salary (in the aggregate with any similar reductions during the term of employment) by more than 20% from the Named Executive Officer’s highest base salary; (c) a material change in the geographic location at which the Named Executive Officer provides services to the Company (i.e., outside a radius of fifty (50) miles from their primary business location); or (d) the material breach of their respective employment agreements by the Company (each a “Good Reason Condition”).

“Good Reason Process” means that (a) the Named Executive Officer reasonably determines in good faith that a Good Reason Condition has occurred; (b) the Named Executive Officer notifies the Board in writing of the first occurrence of the Good Reason Condition within sixty (60) days of the first occurrence of such condition; (c) the Named Executive Officer cooperates in good faith with the Company’s efforts, for a period not less than thirty (30) days following such notice (the “Cure Period”), to remedy the Good Reason Condition; (d) notwithstanding such efforts, the Good Reason Condition continues to exist; and (e) the Named Executive Officer terminates the employment within sixty (60) days after the end of the Cure Period. If the Company cures the Good Reason Condition during the Cure Period, Good Reason shall be deemed not to have occurred.

The following table discloses information about the benefits the Named Executive Officer would receive as of December 31, 2018, at a share price of \$ 28.81 upon termination in certain circumstances, including in the event of a change in control.

	Termination without Cause or Resignation for Good Reason (\$)	Termination in Connection with a Change in Control (\$)	Death (\$)	Disability(5) (\$)	Retirement(5) (\$)
Compensation					
Cash severance (1)	500,000	1,500,000			
Pro-rata bonus (1) , (2)	250,000	250,000	250,000	250,000	
Long term incentive					
Restricted share units — unvested & accelerated	3,424,760	3,424,760	—	—	—
Performance share units — unvested & accelerated (3)	7,969,221	7,969,221	7,969,221	7,969,221	—
Stock options — unvested & accelerated	4,128,632	4,128,632	4,128,632	4,128,632	4,128,632
Benefits and perquisites					
Health insurance (4)	24,000	36,000			
Total	16,296,613	17,308,613	12,347,853	12,347,853	4,128,632

- (1) Cash severance and pro-rata bonus are paid as a lump sum, except in the case of base salary paid on termination without cause or for good reason, which is paid over the course of the severance period.
- (2) Pro-rata bonus amounts under the “Termination without Cause or Resignation for Good Reason” and “Death” columns are based on 2018 annual short-term incentive target.
- (3) PSU amounts reflect actual earned awards for all completed tranches including the 2018 performance period.
- (4) Health costs are based on individual elections and budgeted rates for 2019.
- (5) The disclosure assumes the Committee did not exercise its discretion to award pro-rata short-term incentive amounts in the event of disability or retirement.

The Kapusta Employment Agreement requires us to provide compensation and/or other benefits to Mr. Kapusta during his employment and in the event of that executive’s termination of employment under certain circumstances and in the event of termination as a result of a change in control. Those arrangements are described in greater detail below. All severance payments and benefits described below (except for Accrued Benefits (defined below)) are conditioned upon the execution and delivery to the Company of a General Release of Claims.

Other than in the event of a Change of Control Termination (defined below), pursuant to the terms of the Kapusta Employment Agreement, if the Company terminates Mr. Kapusta’s employment (or fails to renew the Kapusta Employment Agreement) without Cause or if Mr. Kapusta resigns or opts not to renew the Kapusta Employment Agreement for Good Reason, then Mr. Kapusta is entitled to Accrued Benefits (defined below), twelve months of base salary, a lump sum bonus payment, accelerated vesting of options and restricted share unit awards which remain unvested as of the termination date, accelerated vesting of performance share unit awards to the extent then earned which remain unvested as of the termination date, and the continuation of certain other benefits.

If Mr. Kapusta’s employment with the Company terminates due to his death or disability, he will be entitled to Accrued Benefits and a lump sum bonus payment.

In the event of a Change of Control Termination (defined below), Mr. Kapusta will be entitled in such circumstances to a lump sum payment equal to two times Mr. Kapusta’s then-current base salary to be paid no later than sixty days after the termination date, his bonus for the year of termination pro-rated based upon Mr. Kapusta’s termination date, and a lump sum representing and additional two times Mr. Kapusta’s bonus, to be paid no later than sixty days following the termination date.

In the event that Mr. Kapusta incurs excise tax liability pursuant to section 4999 of the Internal Revenue Code, as amended, he will be entitled to certain reductions in his severance payments which will have the result of providing him certain tax relief, all pursuant to the Kapusta Employment Agreement.

If Mr. Kapusta's employment with the Company is terminated voluntarily without Good Reason by Mr. Kapusta, for Cause by the Company, upon a vote of the general meeting of the Company's shareholders to dismiss him or upon a vote of the Board to recommend dismissal from his positions at the Company to the general meeting of the Company's shareholders and /or to suspend Mr. Kapusta from his positions, then Mr. Kapusta is not entitled to any severance.

"Accrued Benefit" means (a) payment of base salary through the termination date, (b) payment of any bonus for performance periods completed prior to the termination date, (c) any payments or benefits under the Company's benefit plans that are vested, earned or accrued prior to the termination date (including, without limitation, earned but unused vacation); (d) payment of unreimbursed business expenses incurred by Mr. Kapusta; and (e) rights to indemnification and directors' and officers' liability insurance coverage, under any agreement between the Company and Mr. Kapusta, and/or under any of the Company's organizational documents.

"Change of Control Termination" means (a) any termination by the Company of Mr. Kapusta's employment, other than for Cause, that occurs within the period that starts ninety (90) days preceding the Change of Control and ends on the one-year anniversary of the Change in Control; or (b) any resignation by Mr. Kapusta for Good Reason, that occurs within the period that starts ninety (90) days preceding the Change of Control and ends on the one-year anniversary of the Change in Control.

Jonathan Garen

The following table discloses information about the benefits the Named Executive Officer would receive as of December 31, 2018, at a share price of \$ 28.81 upon termination in certain circumstances, including in the event of change in control.

	Termination without Cause (\$)	Resignation for Good Reason (\$)	Termination in Connection with a Change in Control (\$)	Death (\$)	Disability(1) (\$)	Retirement(1) (\$)
Compensation						
Cash severance	360,500	360,500	360,500	—	—	—
Pro-rata bonus	—	—	—	—	—	—
Long term incentive						
Restricted share units — unvested & accelerated	—	—	241,629	—	—	—
Performance share units — unvested & accelerated (2)	1,954,960	1,954,960	1,954,960	1,954,960	1,954,960	—
Stock options — unvested & accelerated	—	1,244,909	1,244,909	1,244,909	1,244,909	1,244,909
Benefits and perquisites						
Health insurance	—	—	—	—	—	—
Total	2,315,460	3,560,369	3,801,998	3,199,869	3,199,869	1,244,909

- (1) The disclosure assumes the Committee did not exercise its discretion to award pro-rata short-term incentive amounts in the event of disability or retirement.
(2) PSU amounts reflect actual earned awards for all completed tranches including the 2018 performance period.

The Garen Employment Agreement requires us to provide compensation and/or other benefits to Mr. Garen during his employment and in the event of that executive's termination of employment under certain circumstances and in the event of termination as a result of a change in control. Those arrangements are described in greater detail below. All severance payments and benefits described below (except for Accrued Benefits) are conditioned upon the execution and delivery to the Company of a General Release of Claims.

Pursuant to the terms of the Garen Employment Agreement, if Mr. Garen's employment is terminated due to the death or Disability of Mr. Garen, then Mr. Garen is entitled to Accrued Benefits. If the Company terminates Mr. Garen's employment without Cause or if Mr. Garen resigns for Good Reason or upon a Change of Control Termination, then Mr. Garen is entitled to Accrued Benefits and twelve months of base salary. In the event of a termination of Mr. Garen's employment due to death or disability or if Mr. Garen resigns for Good Reason or upon a Change of Control Termination, Mr. Garen is entitled to accelerated vesting of options and earned performance share unit awards that remain unvested as of the termination date. Additionally, if Mr. Garen retires he is entitled to accelerated vesting of options. Furthermore, in the event of a Change of Control Termination, Mr. Garen is further entitled to accelerated vesting of restricted share unit awards, and, to avoid duplication of severance payments, any amount to be paid per the above will be offset by severance amounts paid pursuant to the Company's change of control guidelines.

Maria Cantor

The following table discloses information about the benefits the Named Executive Officer would receive as of December 31, 2018, at a share price of \$ 28.81 upon termination in certain circumstances, including in the event of change in control.

	Termination without Cause (\$)	Resignation for Good Reason (\$)	Termination in Connection with a Change in Control (\$)	Death (\$)	Disability(1) (\$)	Retirement(1) (\$)
Compensation						
Cash severance	309,000	309,000	309,000	—	—	—
Pro-rata bonus	—	—	—	—	—	—
Long term incentive						
Restricted share units — unvested & accelerated	—	—	207,086	—	—	—
Performance share units — unvested & accelerated (2)	1,906,588	1,906,588	1,906,588	1,906,588	1,906,588	—
Stock options — unvested & accelerated	—	1,137,094	1,137,094	1,137,094	1,137,094	1,137,094
Benefits and perquisites						
Health insurance	—	—	—	—	—	—
Total	2,215,588	3,352,682	3,559,768	3,043,682	3,043,682	1,137,094

- (1) The disclosure assumes the Committee did not exercise its discretion to award pro-rata short-term incentive amounts in the event of disability or retirement.
(2) PSU amounts reflect actual earned awards for all completed tranches including the 2018 performance period.

The Cantor Employment Agreement requires us to provide compensation and/or other benefits to Ms. Cantor during her employment and in the event of that executive's termination of employment under certain circumstances and in the event of termination as a result of a change in control. Those arrangements are described in greater detail below. All severance payments and benefits described below (except for Accrued Benefits) are conditioned upon the execution and delivery to the Company of a General Release of Claims.

Pursuant to the terms of the Cantor Employment Agreement, if Ms. Cantor's employment is terminated due to the death or Disability of Ms. Cantor, then Ms. Cantor is entitled to Accrued Benefits. If the Company terminates Ms. Cantor's employment without Cause or if Ms. Cantor resigns for Good Reason or upon a Change of Control Termination, then Ms. Cantor is entitled to Accrued Benefits and twelve months of base salary. In the event of a termination of Ms. Cantor's employment due to death or disability or if Ms. Cantor resigns for Good Reason or upon a Change of Control Termination, Ms. Cantor is entitled to accelerated vesting of options and earned performance share unit awards that remain unvested as of the termination date. Additionally, if Ms. Cantor retires she is entitled to accelerated vesting of options. Furthermore in the event of a Change of Control Termination, Ms. Cantor is further entitled to accelerated vesting of restricted share unit awards, and, to avoid duplication of severance payments, any amount to be paid per the above will be offset by severance amounts paid pursuant to the Company's change of control guidelines.

The following table discloses information about the benefits the Named Executive Officer would receive as of December 31, 2018, at a share price of \$ 28.81 upon termination in certain circumstances, including in the event of change in control.

	Termination without Cause (\$)	Resignation for Good Reason (\$)	Termination in Connection with a Change in Control (\$)	Death (\$)	Disability(4) (\$)	Retirement(4) (\$)
Compensation						
Cash severance	386,250	386,250	386,250	—	—	—
Pro-rata bonus (1)	135,188	135,188	135,188	—	—	—
Long term incentive						
Restricted share units — unvested & accelerated	—	—	258,887	—	—	—
Performance share units — unvested & accelerated (2)	362,430	362,430	362,430	362,430	362,430	—
Stock options — unvested & accelerated	—	2,208,535	2,208,535	2,208,535	2,208,535	2,208,535
Benefits and perquisites						
Health insurance (3)	24,000	24,000	24,000	—	—	—
Total	907,868	3,116,403	3,375,290	2,570,965	2,570,965	2,208,535

- (1) Pro-rata bonus amount under the “Termination without Cause or Resignation for Good Reason” column is based on actual 2018 annual short-term incentive pay-out.
- (2) PSU amounts reflect actual earned awards for all completed tranches including the 2018 performance period.
- (3) Health insurance is an estimated amount based on employee elections and paid for a period of 12 months following termination.
- (4) The disclosure assumes the Committee did not exercise its discretion to award pro-rata short-term incentive amounts in the event of disability or retirement.

The Kuta Employment Agreement requires us to provide compensation and/or other benefits to Mr. Kuta during his employment and in the event of that executive’s termination of employment under certain circumstances and in the event of termination as a result of a change in control. Those arrangements are described in greater detail below. All severance payments and benefits described below (except for Accrued Benefits) are conditioned upon the execution and delivery to the Company of a General Release of Claims.

Pursuant to the terms of the Kuta Employment Agreement, if Mr. Kuta’s employment is terminated due to the death or Disability of Mr. Kuta, then Mr. Kuta is entitled to Accrued Benefits. If the Company terminates Mr. Kuta’s employment without Cause or if Mr. Kuta resigns for Good Reason or upon a Change of Control Termination, then Mr. Kuta is entitled to Accrued Benefits, twelve months of base salary, a bonus pro-rated to the date of termination and based on the target bonus amount set by the Board (currently 35%), and continued coverage through COBRA for a period of 12 months. In the event of a termination of Mr. Kuta’s employment due to death or disability or if Mr. Kuta resigns for Good Reason or upon a Change of Control Termination, Mr. Kuta is entitled to accelerated vesting of options and performance share unit awards that remain unvested as of the termination date. Additionally, if Mr. Kuta retires, he is entitled to accelerated vesting of options. Furthermore in the event of a Change of Control Termination, Mr. Kuta is further entitled to accelerated vesting of restricted share unit awards, and, to avoid duplication of severance payments, any amount to be paid per the above will be offset by severance amounts paid pursuant to the Company’s change of control guidelines.

Scott McMillan

The following table discloses information about the benefits the Named Executive Officer would as of December 31, 2018, at a share price of \$ 28.81 receive upon termination in certain circumstances, including in the event of change in control:

	Termination without Cause (\$)	Resignation for Good Reason (\$)	Termination in Connection with a Change in Control (\$)	Death (\$)	Disability(2) (\$)	Retirement(2) (\$)
Compensation						
Cash severance	364,320	364,320	364,320	—	—	—
Pro-rata bonus	—	—	—	—	—	—
Long term incentive						
Restricted share units — unvested & accelerated	—	—	144,972	—	—	—
Performance share units — unvested & accelerated (1)	202,966	202,966	202,966	202,966	202,966	—
Stock options — unvested & accelerated	—	2,221,907	2,221,907	2,221,907	2,221,907	2,221,907
Benefits and perquisites						
Health insurance	—	—	—	—	—	—
Total	567,286	2,789,193	2,934,165	2,424,873	2,424,873	2,221,907

(1) PSU amounts reflect actual earned awards for all completed tranches including the 2018 performance period.

(2) The disclosure assumes the Committee did not exercise its discretion to award pro-rata short-term incentive amounts in the event of disability or retirement.

The McMillan Employment Agreement requires us to provide compensation and/or other benefits to Mr. McMillan during his employment and in the event of that executive's termination of employment under certain circumstances and in the event of termination as a result of a change in control. Those arrangements are described in greater detail below. All severance payments and benefits described below (except for Accrued Benefits) are conditioned upon the execution and delivery to the Company of a General Release of Claims.

Pursuant to the terms of the McMillan Employment Agreement, if Mr. McMillan's employment is terminated due to the death or Disability of Mr. McMillan, then Mr. McMillan is entitled to Accrued Benefits. If the Company terminates Mr. McMillan's employment without Cause or if Mr. McMillan resigns for Good Reason or upon a Change of Control Termination, then Mr. McMillan is entitled to Accrued Benefits and twelve months of base salary. In the event of a termination of Mr. McMillan's employment due to death or disability or if Mr. McMillan resigns for Good Reason or upon a Change of Control Termination, Mr. McMillan is entitled to accelerated vesting of options and performance share unit awards that remain unvested as of the termination date. Additionally, if Mr. McMillan retires, he is entitled to accelerated vesting of options. Furthermore in the event of a Change of Control Termination, Mr. McMillan is further entitled to accelerated vesting of restricted share unit awards, and, to avoid duplication of severance payments, any amount to be paid per the above will be offset by severance amounts paid pursuant to the Company's change of control guidelines.

DIRECTOR COMPENSATION

Overview of Director Compensation Program

Current Director Compensation Arrangements

Our Remuneration Policy provides that our Board may determine compensation paid to non-executive directors. Other than as noted below, our Board has determined that the compensation paid to our non-executive directors will not increase in amount from that paid during the last fiscal year. Our Board-approved non-executive director compensation for their services on our Board is as follows:

- Each non-executive director received an annual retainer of \$35,000 for 2018, which amount will increase to \$40,000, effective as of the 2019 Annual Meeting, pro-rated for service over the course of the remainder of the year.
- The chairman of the board receives an annual retainer of \$70,000, pro-rated for service over the course of the year.
- Each non-executive director who serves as member of a committee of our Board receives additional compensation as follows:
 - Compensation Committee: members receive an annual retainer of \$5,000; the chair receives an annual retainer of \$10,000.
 - Nominating and Corporate Governance Committee: members receive an annual retainer of \$5,000; the chair receives an annual retainer of \$10,000.
 - Audit Committee: members receive an annual retainer of \$7,500; the chair receives an annual retainer of \$15,000.
 - Each non-executive director receives an annual equity grant consisting of one-half options and one-half RSUs with a one-year vesting period for each.

The size of the annual equity grant is determined by reference to our peer group companies. In reviewing Board of Director compensation, the Compensation Committee's independent consultant provides an analysis of cash and equity compensation practices and levels within the same compensation peer group used for the Named Executive Officers. Given the volatile nature of equity prices within our industry, for 2018 it was determined that Directors would receive a fixed value equity award. As a result, the value of the uniQure award will vary relative to our peers who predominantly use fixed share awards, which can vary dramatically in value from year-to-year.

Each annual retainer for Board and committee service is payable semi-annually.

Each member of our Board is also entitled to be reimbursed for reasonable travel and other expenses incurred in connection with attending meetings of the Board and any committee of the Board on which she or he serves.

DIRECTOR COMPENSATION TABLE

The following table summarizes the annual compensation paid to those persons who served as our non-executive directors during the fiscal year ended December 31, 2018.

Name	Fees Earned (\$)	Option Awards \$(2)	Restricted Stock Unit Awards \$(2)	Total (\$)
Philip Astley-Sparke	82,500	75,760	96,160	254,420
Jack Kaye	57,242	75,251	90,730	223,223
David Schaffer (1)	—	64,446	90,730	155,176
Paula Soteropoulos	42,242	64,446	90,730	197,418
Madhavan Balachandran	42,758	75,098	86,464	204,320
Jeremy Springhorn	52,500	75,098	86,464	214,062
David Meek (3)	19,305	37,694	—	56,999
Robert Gut (4)	5,376	14,616	—	19,992

- (1) David Schaffer does not receive cash compensation by agreement due to his relationship with 4DMT.
- (2) The value of stock awards and stock options as reported in their respective columns is calculated using the grant date accounting fair value determined in accordance with Accounting Standards Codification 718, Compensation-Stock Compensation (“ASC 718”).
- (3) David Meek was appointed to be one of our non-executive directors at our general meeting on June 13, 2018.
- (4) Robert Gut was appointed to be one of our directors at our general meeting on June 13, 2018. Mr. Gut resigned as a non-executive director August 19, 2019, in connection with his appointment as our Chief Medical Officer. Dr. Gut did not receive any additional compensation as an executive director beyond the compensation pursuant to his employment with the Company. The \$37,694 relates to his share-based compensation determined in accordance with ASC 718 for the period June 13, 2018 to August 31, 2018.

Mr. Kapusta’s compensation is disclosed above in the section titled “Management Compensation.” Dr. Gut’s compensation as a non-executive director is for the period from his election on June 13, 2018 and his resignation on August 19, 2018 (except share-based compensation, which includes the entire month of August 2018).

The following table sets forth information relating to the aggregate number of RSUs and stock options to our Ordinary Shares outstanding at December 31, 2018 for each of our non-executive directors.

Name	Award Type	Aggregate Number of Awards Outstanding (#)
Philip Astley-Sparke	Option	46,390
	RSU	4,792
Jack Kaye	Option	27,390
	RSU	4,792
David Schaeffer	Option	22,390
	RSU	4,792
Paula Soteropoulos	Option	32,390
	RSU	4,792
Madhavan Balachandran	Option	16,390
	RSU	4,792
Jeremy Springhorn	Option	16,390
	RSU	4,792
David Meek	Option	10,000
Robert Gut (1)	Option	80,000

- (1) Includes only awards outstanding based on service during period Dr. Gut was a non-executive director; does not include awards pertaining to period Dr. Gut was an executive director.

GENERAL MATTERS

Availability of Certain Documents

This Proxy Statement, a copy of our 2018 Annual Report on Form 10-K and our other filings have been posted on our website at <http://www.uniqure.com/investors-newsroom/sec-filings.php>. A copy of our Dutch statutory annual accounts is available on our website at www.uniqure.com or may be obtained free of charge by written request.

Please send a written request to investor relations at the Company's principal executive offices below:

uniQure N.V.
Paasheuvelweg 25a
1105 BP Amsterdam
The Netherlands
Attention: Investor Relations
Email: investors@uniQure.com

or to the Company's administrative offices:

uniQure N.V.
113 Hartwell Avenue
Lexington, MA 02421
United States
Attention: Investor Relations

Shareholder Communications

The Company has a process for shareholders who wish to communicate with the Board. Shareholders who wish to communicate with the Board may write to the Board at the address of the Company's principal executive office given above. These communications will be received by Investor Relations and will be presented to the Board in the discretion of investor relations. Certain items that are unrelated to the Board's duties and responsibilities may be excluded, such as spam, junk mail and mass mailings, resumes and other forms of job inquiries, surveys and business solicitations or advertisements. Any communication determined in good faith to be frivolous, unduly hostile, threatening, illegal or similarly unsuitable will not be forwarded to the Board.

Proposals for the 2020 Annual General Meeting of Shareholders

If any shareholder wishes to propose a matter for consideration at our 2019 Annual General Meeting of shareholders, the proposal should be delivered to investor relations at the address above.

To be eligible under the SEC's shareholder proposal rule (Rule 14a-8(e) of the Exchange Act) for inclusion in our proxy statement and form of proxy for our 2020 Annual General Meeting of shareholders, a proposal must be received by investor relations on or before February 19, 2020, unless the date of the 2020 Annual General Meeting is changed by more than 30 days from the date of the 2019 Annual General Meeting of shareholders, and must satisfy the proxy rules promulgated by the SEC.

Any other shareholder proposals and nominations to be presented at our 2020 Annual General Meeting of shareholders, must be received by the Company no later than 60 days before the date of the annual general meeting and must otherwise be given pursuant to the requirements of Dutch law.

Proposals and nominations that are not received by the dates specified above will be considered untimely. In addition, proposals must comply with the laws of the Netherlands, our Articles of Association and the rules and regulations of the SEC.

Other Matters

At the date of the Proxy Statement, management is not aware of any matters to be presented for action at the 2019 Annual Meeting other than those described above. However, if any other matters should properly come before the 2019 Annual Meeting, it is the intention of the persons named in the accompanying Proxy Card to vote such Proxy Card in accordance with their judgment on such matters.

May 9, 2019

By Order of the Board of Directors,

/s/ Matthew Kapusta

Matthew Kapusta, Chief Executive Officer, interim Chief Financial Officer and
Executive Director

☒ VOTE

ENDORSEMENT LINE SACKPACK

Age Group	Percentage
18-24	10
25-34	25
35-44	20
45-54	15
55-64	10
65-74	5
75-84	3
85-94	2
95+	1

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A **Proposals** – The Management Board recommends a vote FOR Proposals 1–9.

For Against Abstain

☐ ☐ ☐

For Against Abstain

For Against Abstain

For Against Abstain

For Against Abstain

For Against Abstain

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For Against Abstain

For Against Abstain

1 Year 2 Years 3 Years Abstain

Signature 2 – Please keep signature within the box.



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Small steps make an impact.

Help the environment by consenting to receive electronic delivery, sign up at www.investorvote.com/QURE



▼ IF VOTING BY MAIL, SIGN, DETACH AND RETURN THE BOTTOM PORTION IN THE ENCLOSED ENVELOPE. ▼

Proxy – uniQure N.V.



2019 ANNUAL GENERAL MEETING OF SHAREHOLDERS

This proxy is solicited by the Board of Directors for use at the Annual General Meeting on June 19, 2019.

Proxy and Power of Attorney of Shareholders

The undersigned shareholder of uniQure N.V. (the “Company”) hereby constitutes and appoints each of Philip Astley-Sparke, Matthew Kapusta and David Cerveny as the attorney and proxy of the undersigned, with full power of substitution and revocation, to vote for and in the name, place and stead of the undersigned at the Annual General Meeting of Shareholders of the Company to be held at Paasheuvelweg 25a, 1105 BP Amsterdam, the Netherlands, at 9:30 a.m. CEST on Wednesday, 19 June 2019 and at any adjournments thereof, including on any matters that may properly come before the Annual General Meeting, the number of votes the undersigned would be entitled to cast if present.

WHEN PROPERLY EXECUTED, THIS PROXY WILL BE VOTED IN THE MANNER DIRECTED HEREIN BY THE UNDERSIGNED SHAREHOLDER. IF NO DIRECTION IS MADE, THIS PROXY WILL BE VOTED FOR EACH OF THE PROPOSALS.

(Items to be voted appear on reverse side)

C Non-Voting Items

Change of Address – Please print new address below.

