

**Regulations of the
Remuneration and Nominating Committee of**

Amsterdam Molecular Therapeutics (AMT) Holding N.V.

INTRODUCTION

The Supervisory Board of **Amsterdam Molecular Therapeutics (AMT) Holding N.V.**] appointed a Remuneration and Nominating Committee (for the purpose of these Regulations: the "**Remuneration Committee**"), such in accordance with Article 6.3 (b) of the Regulations of the Supervisory Board.

Capitalised terms used herein have, unless otherwise indicated, the meaning set forth in the List of Definitions as attached to the Regulations of the Supervisory Board.

CHAPTER I. ROLE AND RESPONSIBILITIES.

Article 1. General Role and Responsibilities.

1. Purpose

- 1.1 The Supervisory Board appointed a Remuneration Committee, which shall in any event have the following duties:
- a) drafting a proposal to the Supervisory Board for the remuneration policy to be pursued;
 - b) drafting a proposal for the remuneration of the individual members of the Executive Board, for adoption by the Supervisory Board; such proposal shall, in any event, deal with:
 - (i) the remuneration structure; and
 - (ii) the amount of the fixed remuneration, the shares and/or options to be granted and/or other variable remuneration components, pension rights, redundancy pay and other forms of compensation to be awarded, as well as the performance criteria and their application;
 - c) preparing the Remuneration Report;
 - d) drawing up selection criteria and appointment procedures for Supervisory Board members and Executive Board members;
 - e) periodically assessing the size and composition of the Supervisory Board and the Executive Board, and making a proposal for a composition profile of the Supervisory Board;
 - f) periodically assessing the functioning of individual Supervisory Board members and Executive Board members, and reporting on this to the Supervisory Board;
 - g) making proposals for appointments and reappointments; and
 - h) supervising the policy of the Executive Board on the selection criteria and appointment procedures for senior management.
- 1.2 The Remuneration Committee shall have delegated authority on behalf of the Supervisory Board only on (i) issues specified in these Regulations or on (ii) other issues

as the Supervisory Board may specifically decide from time to time. Any use by the Remuneration Committee of the aforementioned delegated authority shall be conveyed to the full Supervisory Board.

- 1.3 The Remuneration Committee shall present all material findings and recommendations, and a report of each of its meetings, to the Supervisory Board for consideration.
- 1.4 Every member of the Supervisory Board shall have unrestricted access to all records of the Remuneration Committee.

CHAPTER II. COMPOSITION REMUNERATION COMMITTEE.

Article 2. Composition Remuneration Committee and Size.

- 2.1 The Remuneration Committee shall consist of two or more members. A maximum of one member of the Remuneration Committee need not be independent within the meaning of Article 3.5 of the Regulations of the Supervisory Board.
- 2.2 Not more than one member of the Remuneration Committee shall be a member of the executive board of another Dutch listed company. All members of the Remuneration Committee must be members of the Supervisory Board.
- 2.3 The Supervisory Board shall appoint the members of the Remuneration Committee. The Supervisory Board may substitute the members of the Remuneration Committee at any time.
- 2.4 The Remuneration Committee shall not be chaired by the chairperson of the Supervisory Board or by a former member of the Executive Board, or by a member of the Supervisory Board who is a member of the executive board of another listed company. The chairman of the Remuneration Committee shall be designated by the Supervisory Board.
- 2.5 Generally the term of office of a member of the Remuneration Committee will not be set in advance. It will, *inter alia*, depend on the composition of the Supervisory Board as a whole and other committees of the Supervisory Board from time to time.
- 2.6 The composition of the Remuneration Committee shall be mentioned in the report of the Supervisory Board which is part of the Annual Report and on the Company's website.
- 2.7 The chairperson of the Remuneration Committee or one of the other members of the Remuneration Committee shall be available to answer questions about the Remuneration Committees activities at the annual General Meeting of Shareholders.

CHAPTER III. MEETINGS OF THE REMUNERATION COMMITTEE.

Article 3. Meetings of the Remuneration Committee.

- 3.1 The Remuneration Committee shall hold at least two meetings per year and whenever one or more of its members have requested a meeting. The meetings shall generally be held at the office of the Company, but may also take place elsewhere.
- 3.2 The convocation notices for meetings of the Remuneration Committee shall be distributed in writing, together with the agenda and other documents for the meeting, at least five days before the meeting. In urgent cases, the chairperson may determine that the meeting shall be convened upon shorter notice.
- 3.3 Every member of the Supervisory Board may attend meetings of the Remuneration Committee.
- 3.4 The secretary of the Remuneration Committee shall take minutes of the meeting. The minutes shall be adopted in the same meeting or in the next meeting of the Remuneration Committee, and shall be signed by the chairperson and the secretary of the Remuneration Committee. A copy of the minutes will be sent to the Supervisory Board.
- 3.5 If and when required, the chairman of the Remuneration Committee shall provide further information to the Supervisory Board during its meetings on the results of the Remuneration Committee's discussions.
- 3.6 The number of meetings of the Remuneration Committee and the main items discussed shall be mentioned in the report of the Supervisory Board which is part of the Annual Report.

CHAPTER IV. OTHER PROVISIONS.

Article 4. Amendment.

The Supervisory Board may amend these Regulations and/or revoke any powers granted by it to the Remuneration Committee.

Article 5. Website.

These Regulations shall be posted on the Company's website.