

## Notice to Convene the Extraordinary General Meeting of Shareholders of Pharming Group N.V.

Pharming Group N.V. (hereafter the “Company” or “Pharming”) invites its shareholders to the Extraordinary General meeting of Shareholders to be held on Friday 11 December at 14.00 hours (CET) (hereafter also the “EGM”).

*Note: due to the extraordinary circumstances of a result of the COVID-19 pandemic, the related health risks and with the health of shareholders and employees in mind, the Company highly recommends shareholders not to attend the meeting in person, but to exercise voting rights by way of written proxy. The meeting will be held via live webcast and shareholders are invited to submit questions regarding the items on the agenda prior to the meeting. Please refer to the section ‘Registration’ at page 2 for more details.*

### AGENDA

1. **Opening and announcements**
2. **Change of the Company's corporate governance structure (*discussion item*)**
3. **(i) Amendment of the Company's articles of association, (ii) authorization to implement such amendment and (iii) designation of the executive and non-executive directors (*voting item*)**

Proposal (i) to amend the Company's articles of association for the implementation by Pharming of a one-tier board structure in anticipation of the issuance and listing of American Depositary Receipts (ADRs) on the Nasdaq Stock Market, (ii) to authorize NautaDutilh N.V. to execute the deed of amendment to effect these amendments, and (iii) to designate the Company's Chief Executive Officer and its supervisory directors (including the individuals mentioned in agenda item 4, if appointed) as executive director and non-executive board members, respectively, upon such amendments to the articles of association taking effect.
4. **Appointment of two new supervisory directors (*voting items*)**

Proposal to appoint:

  - 4.1 Ms. Barbara Yanni; and
  - 4.2 Mr. Mark Pykett;

as new members of the Board of Supervisory Directors with immediate effect.
5. **Remuneration (*voting items*)**
  - 5.1 Remuneration policy for the Board of Directors (*voting item*)
  - 5.2 Long-Term Incentive (LTI) Program
    - 5.2.1 Approval of the LTI Program for executive board members (*voting item*)
    - 5.2.2 Approval of one-off transition arrangement for implementation of the LTI Program (*voting item*)
6. **Any other business (*discussion item*)**
7. **Closing**

No business shall be voted on at the Extraordinary General Meeting, except for such voting items as included in the above-mentioned agenda.

The agenda with the explanatory notes thereto, the draft Remuneration Policy for the Board of Directors, the draft deed of amendment to the Company's articles of association and other meeting information, are available as of the date hereof for inspection and can be obtained free of charge at the office address of the Company shown below and from the Company's website (<https://www.pharming.com/investors/shareholder-meetings>)

## REGISTRATION

This section sets out the procedure to be followed by shareholders to attend or vote at the Extraordinary General Meeting on 11 December 2020. The meeting will be held at the Johan Cruijff Arena, Johan Cruijff Boulevard 1, 1100 DL Amsterdam, the Netherlands.

However, due to the extraordinary circumstances of the COVID-19 pandemic and with the health of its shareholders and employees in mind, the Company highly recommends and urges shareholders **not** to attend the meeting in person, but to follow the meeting through our live webcast and to exercise voting rights by way of written proxy as described below in more detail. As a healthcare company, the Company has to set an example that groups of people congregating together is highly discouraged for the moment. The Company may also decide to switch to a virtual meeting, subject to the prevailing Dutch emergency COVID-legislation and if the actual situation would require such a decision.

Shareholders who have registered themselves for the EGM (see below), are invited to submit questions regarding the items on the agenda by sending an e-mail summarizing the questions to the following address [investor@pharming.com](mailto:investor@pharming.com) **by 8 December 2020 17:30 CET at the latest**. The Company intends to address all questions during the meeting, to the extent related to the items on the agenda and appropriate with a view to the orderly conduct of the meeting.

In order to mitigate the COVID-19 health risks as much as possible, the Company has decided to take the following precautionary measures:

- 1) the Company will not allow more than 10 shareholders to attend the meeting in order to ensure sufficient distance between all attendees in the meeting room, provided that the Company may limit physical attendance even further if so required or advised by the Dutch Government and/or the Dutch RIVM at the time of the EGM;
- 2) if a shareholder insists on attending the meeting in person, he/she is kindly requested (*in addition to following the regular registration procedure as outlined below*) to send an email to the company secretary (Ruud van Outersterp) at [corporate.secretariat@pharming.com](mailto:corporate.secretariat@pharming.com) **by 4 December 2020 18:00 CET at the latest**, clarifying the reasons for the desired attendance. This will allow the Company to assess such request and to determine whether the Company will continue to be able to meet the prevailing guidelines and instructions as imposed by the Dutch Government and the Dutch RIVM. The Company will send the shareholder by e-mail a confirmation of attendance or a rejection of the request. ***Shareholders who have not submitted a request and who have not received a confirmation will not be admitted;***
- 3) shareholders who do attend the meeting in person will do so at their own health risk and are responsible for maintaining the mandatory distance at all times, for using a medical or non-medical facemask and, generally, for observing the measures required or advised by the Dutch Government, the Dutch RIVM and/or the Company for the duration of the EGM until they leave the premises;
- 4) those who show symptoms of COVID-19 as referred to on the Dutch RIVM website from time to time, such as cough, shortness of breath or fever, or who have been in contact with any person suffering from COVID-19 during the previous 14 days, may not attend the meeting;

- 5) attendees who do not act in accordance with the mandatory distance or any of the other foregoing requirements will be asked to leave the meeting. Visitors, other than the registered shareholders, will not be admitted;
- 6) no social gatherings, including a post-meeting reception or side meetings, will be held.

The Company is closely monitoring the insights and measures from the Dutch Government and the Dutch RIVM and may impose additional measures that may be required to mitigate the COVID-19 health risks. We recommend you to regularly check our website for any further updates.

The following sections outline the procedure to be followed for attending or voting at the meeting, each time subject to the above comments in connection with the COVID-19 pandemic.

### RECORD TIME AND RELEVANT REGISTER

For this meeting, those entitled to attend and/or vote during the meeting are those who on 13 November 2020 at 18.00 hours (CET), after processing of all credit and debit entries and transfers (the "Record Time"), are registered in the registers administered by the intermediaries as referred to in the Section 1 of Securities Giro Transactions Act (each, an "Intermediary"), indicating who is entitled to such shares at the Record Time.

The sub-register designated for holders of registered shares that are not ordinary deposit shares (*girale aandelen*) is the share register of the Company at the Record Time.

### MEETING REGISTRATION BY HOLDERS OF ORDINARY DEPOSIT SHARES (GIRALE AANDELEN)

A holder of ordinary deposit shares who wishes to participate in the EGM, or to join the EGM by webinar, should take the following steps for registration *and* notify the company secretary by email as noted above, in each case **by 4 December 2020 18.00 hours (CET) at the latest**:

- a. ***If your shares are registered at ABN AMRO Bank***: notify ABN AMRO Corporate Broking that you wish to attend the EGM or to join the EGM by webinar.  
Please choose one of the following options:
  - the most efficient way: use the portal via the following link: [www.abnamro.com/evoting](http://www.abnamro.com/evoting);
  - or
  - call ABN AMRO's contact center at telephone number 0900-9215.
- b. ***If your shares are registered at another Intermediary***: ask your Intermediary to inform ABN AMRO Corporate Broking as soon as possible that you wish to attend the EGM or to join the EGM by webinar. Please ask them to use the following link: [www.abnamro.com/intermediary](http://www.abnamro.com/intermediary)

As confirmation of registration, you will receive from ABN AMRO or your own Intermediary a **registration certificate/admission ticket** ("Admission Ticket").

The link to sign up for the EGM webinar will be posted on the Company's website in the coming weeks. The webinar will be in both English and Dutch. Should you have any further questions, please contact us at [investor@pharming.com](mailto:investor@pharming.com).

### MEETING REGISTRATION BY HOLDERS OF NON-TRADED SHARES

A holder of non-traded shares (i.e., shares that are registered in the share register of the Company and

not included in a book-entry trading system) who wishes to participate in the meeting, may apply in writing *until 4 December 2020 at 18.00 hours (CET)* to the Company at the office address of the Company confirming his or her identity and the number of shares registered in his or her name at the Record Time. The acknowledgement of receipt (“Acknowledgement of Receipt”) provided will be valid as an attendance card to the meeting.

#### PROXY AND INSTRUCTIONS TO VOTE

If you wish to cast your vote during the EGM, without attending the meeting in person, you are required to submit a proxy. To do that we ask you to take the following two steps *by 4 December 2020 18.00 hours (CET) at the latest*:

1. register yourself for the EGM attendance, as explained in the foregoing section. You will receive from ABN AMRO or your own Intermediary an Admission Ticket or you will receive from the Company an Acknowledgement of Receipt, as applicable;
2. Download the proxy form Pharming’s website ([www.pharming.com/investors/shareholdermeetings/proxy](http://www.pharming.com/investors/shareholdermeetings/proxy)), sign it and send the signed proxy together with a copy of your Admission Ticket or Acknowledgement of Receipt, as applicable to the following e-mail address: [investor@pharming.com](mailto:investor@pharming.com), or to our office address: Darwinweg 24, 2333 CR Leiden, the Netherlands.

Only shareholders (and their proxies) holding (i) their Admission Ticket or Acknowledgement of Receipt, as applicable, (ii) the confirmation of attendance as part of the precautionary measures due to the COVID-19 pandemic (see page 2), and (iii) valid identification document will be admitted to the meeting.

The foregoing requirements and procedures apply mutatis mutandis to those who have statutory meeting rights other than shareholders, such as pledgees with voting rights.

**Leiden, the Netherlands, 29 October 2020**  
**Board of Management**