

**Board Rules of
Pharming Group N.V.**

INTRODUCTION

Article 1. Introduction

- 1.1 These rules govern the organization, decision-making and other internal matters of the Board. In performing their duties, the Directors shall comply with these rules.
- 1.2 These rules shall be posted on the Website.

Article 2. Definitions and Interpretation

- 2.1 In these rules the following definitions shall apply:
- **Article:** an article of these rules;
 - **Articles of Association:** the Company's articles of association;
 - **Audit Committee:** the Company's audit committee;
 - **Board:** the Company's board of directors;
 - **Board Meeting:** a meeting of the Board;
 - **CEO:** the Company's chief executive officer;
 - **CFO:** the Company's chief financial officer;
 - **Chairperson:** the chairperson of the Board;
 - **Committee:** the Audit Committee, the Remuneration Committee, the Corporate Governance Committee and such other committee as the Board may establish from time to time to the exclusion of the Executive Committee;
 - **Committee Charter:** the charter of the relevant Committee or the Executive Committee;
 - **Company:** Pharming Group N.V.;
 - **Company Secretary:** the Company's company secretary;
 - **Corporate Governance Committee:** the Company's corporate governance committee;
 - **Conflict of Interests:** direct or indirect personal interest which conflicts with the interests of the Company and of the business connected with it;
 - **Director:** a member of the Board;
 - **Diversity Policy:** the Company's diversity policy;
 - **Executive Committee:** the Company's executive committee;
 - **Executive Director:** an executive Director;
 - **External Auditor:** the auditor or audit firm within the meaning of Section 2:393 of the Dutch Civil Code, engaged to audit the Company's annual accounts and annual report, or the Company's independent outside audit firm for purposes of U.S. laws and regulations (including applicable NASDAQ and/or SEC requirements), as the context may require;
 - **Family Member:** a Director's spouse, registered partner or other life companion, foster child or any relative or in-law up to the second degree;
 - **General Meeting:** the Company's general meeting;
 - **NASDAQ:** the NASDAQ Stock Market;
 - **Non-Executive Director:** a non-executive Director;
 - **Profile:** the Company's profile for the size, composition and independence of the group of

Board Rules of Pharming Group N.V.

Non-Executive Directors;

- **Remuneration Committee:** the Company's remuneration committee;
- **SEC:** the U.S. Securities and Exchange Commission;
- **Simple Majority:** more than half of the votes cast;
- **Vice-Chairperson:** the vice-chairperson of the Board;
- **Website:** the Company's website.

- 2.2 References to statutory provisions are to those provisions as they are in force from time to time.
- 2.3 Terms that are defined in the singular have a corresponding meaning in the plural.
- 2.4 Words denoting a gender include each other gender.
- 2.5 Except as otherwise required by law, the terms "written" and "in writing" include the use of electronic means of communication.

CHAPTER I. BOARD RULES

Article 3. Composition

- 3.1 The Board consists of up to three Executive Directors and up to seven Non-Executive Directors.
- 3.2 The size, composition and independence of the Board shall be determined taking into consideration the provisions of the Diversity Policy and the Profile.
- 3.3 The Directors shall be appointed, suspended and dismissed in accordance with the Articles of Association and applicable law.
- 3.4 A person may be appointed as Executive Director for a term of up to four years, without limitation on the number of consecutive terms which an Executive Director may serve. A person may be appointed as Non-Executive Director for a maximum of two consecutive terms of up to four years each and, subsequently, for a maximum of two consecutive terms of up to two years each.
- 3.5 In the event two or more Executive Directors are in office, the Board may attribute titles to the individual Executive Directors, including (but not limited to) those of "Chief Executive Officer", "Chief Financial Officer" and "Chief Medical Officer". In the event one Executive Director is in office, that Executive Director shall carry the title of "Chief Executive Officer".
- 3.6 The Board shall elect a Non-Executive Director to be the Chairperson and another Non-Executive Director to be the Vice-Chairperson. The Board may dismiss the Chairperson or the Vice-Chairperson, provided that the Non-Executive Director so dismissed shall subsequently continue his term of office as a Non-Executive Director without having the title of Chairperson or Vice-Chairperson, as the case may be.
- 3.7 A Director shall retire in the event of inadequate performance, structural incompatibility of interests, and in other instances where early retirement of the Director is considered necessary by the Board.
- 3.8 The Board shall ensure that:
 - a. the Company has a sound plan in place for the succession of Directors which is aimed at retaining the appropriate balance in the requisite expertise, experience and diversity on the Board; and
 - b. a retirement schedule is prepared in order to avoid, as much as possible and practicable, Non-Executive Directors retiring simultaneously.

- 3.9** The acceptance by an Executive Director of a position as supervisory director or non-executive director with another company or entity shall be subject to the approval of the Board. An Executive Director shall notify the Board in advance of any other position he/she wishes to pursue.

Article 4. Duties and Organization

- 4.1** The Board is charged with the management of the Company, subject to the restrictions contained in the Articles of Association, with the Executive Directors being primarily charged with the Company's day-to-day operations and the Non-Executive Directors being primarily charged with the supervision of the performance of the duties of the Directors. In performing their duties, Directors shall be guided by the interests of the Company and of the business connected with it.
- 4.2** The Board may obtain information from officers and external advisers of the Company in order to perform their duties, and the Company shall facilitate this.
- 4.3** All Directors shall follow an induction program geared to their role, covering general financial, social and legal affairs, financial reporting by the Company, specific aspects that are unique to the Company and its business, the Company's corporate culture, the Company's relationship with employees and the responsibilities of a Director under applicable law.
- 4.4** The Executive Directors shall ensure that internal procedures are established and maintained which safeguard that relevant information is or becomes known to the Board in a timely fashion.
- 4.5** At least annually, the Board shall evaluate - outside the presence of the Executive Directors - the functioning of the Board, the Committees and the functioning of the individual Directors, shall discuss the conclusions of such evaluations, and shall identify aspects where the Directors require further training or education. Each Non-Executive Director may require that all Non-Executive Directors be able to express their views confidentially during such evaluation. When performing the annual evaluation, the Non-Executive Directors shall at least consider:
- a.** the mutual interaction among the Board;
 - b.** lessons learned from recent events; and
 - c.** the desired profile, composition, competency and expertise of the Board.

Article 5. Chairperson, Vice-Chairperson and Company Secretary

- 5.1** The Chairperson, in regular consultation with the CEO, shall ensure that:
- a.** the Non-Executive Directors have proper contact with the Executive Directors, the Executive Committee, the Company's employee representatives (if any) and the General Meeting;
 - b.** the Board elects a Vice-Chairperson;
 - c.** there is sufficient time for deliberation and decision-making by the Board;
 - d.** the Directors receive all information that is necessary for the proper performance of their duties in a timely fashion;
 - e.** the Board, the Executive Committee and the Committees have a balanced composition and function properly;
 - f.** the functioning of individual Directors is reviewed at least annually;

Board Rules of Pharming Group N.V.

- g.** the Directors follow their induction program, as well as their education or training program (if and when relevant);
 - h.** the Executive Directors perform activities in respect of corporate culture;
 - i.** the Board is responsive to signs of misconduct or irregularities from the Company's business and ensures that any material misconduct and irregularities, or suspicions thereof, are reported to the Board without delay;
 - j.** the General Meeting proceeds in an orderly and efficient manner;
 - k.** effective communication with the Company's investors is assured; and
 - l.** the Non-Executive Directors shall be involved closely, and at an early stage, in any merger or takeover process involving the Company.
- 5.2** If the Chairperson is absent or incapacitated, he/she may be replaced temporarily by the Vice-Chairperson.
- 5.3** The Chairperson shall act on behalf of the Board as the primary contact for Directors and investors regarding the functioning of Directors, except for the Chairperson himself or herself. The Vice-Chairperson shall fulfil such role regarding the functioning of the Chairperson.
- 5.4** The Board may be supported by a Company Secretary. The Company Secretary may be appointed and dismissed by the Board.

Article 6. Decision-making

- 6.1** The Board shall meet as often as any Director deems necessary or appropriate.
- 6.2** Directors are expected to attend Board Meetings and the meetings of the Committees of which they are members. If a Director is frequently absent at such meetings, he/she shall be held accountable by the Board.
- 6.3** A Board Meeting may be convened by, or at the request of, any Director by means of a written notice sent to all Directors. Notice of a Board Meeting shall include the date, time, place and agenda for that Board Meeting. Board Meetings can be held through audio-communication facilities.
- 6.4** All Directors shall be given reasonable notice of at least five days for all Board Meetings, unless a shorter notice is required to avoid a delay which could reasonably be expected to have an adverse effect on the Company and/or the business connected with it.
- 6.5** If a Board Meeting has not been duly convened, resolutions may nevertheless be passed at that Board Meeting if all Directors not present or represented at that Board Meeting have waived compliance with the convening formalities in writing.
- 6.6** All Board Meetings shall be chaired by the Chairperson or, in his absence, by the Vice-Chairperson or, in his absence, by another Director designated by the Directors present at the relevant Board Meeting. The chairperson of the Board Meeting shall appoint a secretary to prepare the minutes of the proceedings at such Board Meeting. The secretary does not necessarily need to be a Director.
- 6.7** Minutes of the proceedings at a Board Meeting shall be sufficient evidence thereof and of the observance (or waiver) of all necessary formalities, provided that such minutes are approved in

Board Rules of Pharming Group N.V.

the next Board Meeting, provided that the chairperson of the relevant Board Meeting may certify the minutes before they have been approved in the next Board Meeting in case such minutes are needed on an urgent basis.

- 6.8** Each Director may cast one vote in the decision-making of the Board. Invalid votes, blank votes and abstentions shall not be counted as votes cast.
- 6.9** A Director can be represented by another Director holding a written proxy for the purpose of the deliberations and the decision-making of the Board.
- 6.10** Resolutions of the Board shall be passed, irrespective of whether this occurs at a Board Meeting or otherwise, by Simple Majority, unless these rules provide differently.
- 6.11** Where there is a tie in any vote of the Board, the relevant resolution shall not have been passed.
- 6.12** Resolutions of the Board may, instead of at a Board Meeting, be passed in writing, provided that all Directors are familiar with the resolution to be passed and none of them objects to this decision-making process. Articles 6.8 through 6.11 apply *mutatis mutandis*.
- 6.13** Each Director, group of Directors, or Committee can validly pass resolutions in respect of matters which fall under the tasks and duties allocated to such Director, group of Directors, or Committee, respectively, pursuant to these rules or a Committee Charter.
- 6.14** The Board may require that officers and external advisers of the Company attend Board Meetings. In particular, the Board shall request the External Auditor to attend the Board Meeting where the External Auditor's audit report regarding the Company's financial statements is discussed.

Article 7. Conflict of Interest

- 7.1** A Director shall promptly report any actual or potential Conflict of Interests in a transaction that is of material significance to the Company and/or such Director to the other Directors, providing all relevant information relating to such transaction, including the involvement of any Family Member.
- 7.2** The determination whether a Director has a Conflict of Interests shall primarily be the responsibility of that Director. However, in case of debate, that determination shall be made by the Board without the Director concerned being present.
- 7.3** A Director shall not participate in the deliberations and decision-making of the Board on a matter in relation to which he/she has a Conflict of Interests. If, as a result thereof, no resolution can be passed by the Board, the resolution may nevertheless be passed by the Board as if none of the Directors has a Conflict of Interests.
- 7.4** Transactions in respect of which a Director has a Conflict of Interests shall be agreed on arms' length terms. Any such transactions where the Conflict of Interests is of material significance to the Company and/or to the Director concerned shall be subject to the approval of the Board.
- 7.5** In order to avoid potential Conflicts of Interests, or the appearance thereof, Directors shall not:
 - a.** enter into competition with the Company;
 - b.** demand or accept substantial gifts from the Company for themselves or for their respective Family Members;
 - c.** provide unjustified advantages to third parties to the detriment of the Company;
 - d.** take advantage of business opportunities to which the Company would be entitled for

Board Rules of Pharming Group N.V.

themselves or for their respective Family Members.

- 7.6** The Company shall not grant its Directors or their respective Family Members any personal loans, guarantees or similar financial arrangements.
- 7.7** This Article 7 applies without prejudice to the rules under the Company's related person transaction policy concerning decision-making with respect to related person transactions in which a Director is involved.

Article 8. Ownership of and Trading in Financial Instruments

- 8.1** The Directors shall be subject to the Company's insider trading policy. In addition, each Director shall practice great reticence:
- a.** when trading in shares or other financial instruments issued by another listed company, if this could reasonably create the appearance of such Director violating applicable insider trading and/or market manipulation prohibitions; and
 - b.** when trading in shares or other financial instruments issued by another listed company which is a direct competitor of the Company.
- 8.2** Any ordinary shares in the Company's capital held by a Non-Executive Director are expected to be long-term investments.
- 8.3** This Article 8 applies without prejudice to the Company's code of conduct and its insider trading policy.

Article 9. Executive Committee

- 9.1** The Executive Committee supports the CEO in performing his/her tasks and shall be subject to this Article 9 and its Committee Charter.
- 9.2** Unless the Committee Charter provides differently, Article 6 applies mutatis mutandis to the decision-making of the Executive Committee, provided that references to the Chairperson should be interpreted as being references to the chairperson of the Executive Committee.
- 9.3** The Board shall regularly review and discuss the reports received from the Executive Committee.

Article 10. Committees

- 10.1** Each Committee shall be subject to this Article 10 and its respective Committee Charter.
- 10.2** Unless the relevant Committee Charter provides differently, Article 6 applies mutatis mutandis to the decision-making of each Committee, provided that references to the Chairperson should be interpreted as being references to the chairperson of the relevant Committee.
- 10.3** The Board shall regularly review and discuss the reports received from the respective Committees.

CHAPTER II. OTHER PROVISIONS

Article 11. Amendments and Deviations

Pursuant to a resolution to that effect, the Board may amend or supplement these rules and allow temporary deviations from these rules, subject to ongoing compliance with applicable law and stock exchange requirements.

Article 12. Governing law and Jurisdiction

These rules shall be governed by and shall be construed in accordance with the laws of the Netherlands. Any dispute arising in connection with these rules shall be submitted to the exclusive jurisdiction of the competent court in Amsterdam, the Netherlands.

Attachment to Board Rules:
ALLOCATION AND DELEGATION OF POWERS AND DUTIES
BY THE BOARD OF DIRECTORS OF PHARMING GROUP N.V.

1 Introduction

This is an allocation and delegation of certain tasks and duties and decision-making powers as identified hereinbelow (hereafter the “Delegation”), as adopted on 15 December 2020 by the Board of Directors (hereafter the “Board of Directors”) of Pharming Group N.V. (hereafter the “Company”).

This Delegation governs the decision-making of the Board of Directors, in addition to the rules set out in the Board Rules as adopted on 23 November 2020 (hereafter the “Board Rules”). This Delegation supplements the Board Rules, without prejudice to the rules and regulations as set forth therein and each time subject to the provisions of the Company’s Articles of Association.

This Delegation shall be an attachment to the Board Rules.

2 Considerations

- 2.1 Article 16.4 of the Company’s Articles of Association authorizes the Board of Directors to determine in writing, in or pursuant to the Board Rules or otherwise pursuant to resolutions adopted by the Board of Directors, that one or more members of the Board of Directors can validly pass resolutions in respect of matters which fall under his/her/their duties.
- 2.2 The Company’s Articles of Association and the Board Rules also provide that the Executive Directors (as defined therein) shall be primarily charged with the Company’s day-to-day operations.
- 2.3 The Board of Directors has adopted this Delegation to give clear guidance on the tasks and duties and the decision-making powers as allocated and delegated to the Company’s Chief Executive Officer (hereafter the “CEO”), supported by the Company’s Executive Committee, in accordance with Article 16.4 of the Company’s Articles of Association and the Board Rules.

3 Delegation

- 3.1 The Board of Directors allocates to the CEO all of its tasks and duties, and also delegates to the CEO all decision-making powers, with regard to the following matters, subject to the provisions set forth in the Company’s Articles of Association and the Board Rules:
 - i. management of the day-to-day business and operations of the Company and its subsidiaries;
 - ii. execution of the strategy of the Company as approved by the Board of Directors;
 - iii. setting, and updating if necessary, commercial strategies, budgets, standards and values and performance targets both (i) at business and department level and (ii) for the Company’s subsidiaries, in accordance with the approved strategy, budget, corporate standards and values and targets at Company level;
 - iv. execution of the Company's risk management and internal controls with regard to the business and operations of the Company and its subsidiaries and the effective functioning of the internal control framework;
 - v. nominations, appointments, dismissals, appraisals, performance management and succession planning for the members of the Executive Committee, excluding the CEO (all

Board Rules of Pharming Group N.V.

- appointments and dismissals of the members of the Executive Committee subject to approval by the Board of Directors, upon recommendation of the Corporate Governance Committee), and for the heads of divisions and other senior executives of the Company and its subsidiaries;
- vi. execution of the Company's remuneration policy and other benefits policies and incentive programs, as approved by the Board of Directors (to the extent required), for all staff members of the Company and its subsidiaries, excluding the CEO and the other members of the Executive Committee;
 - vii. determining, or changing as the case may be, the managerial structure of the business and the respective departments of the Company and its subsidiaries;
 - viii. financial contributions, grants or other sponsorships to or for third parties within the approved budget and in accordance with internal policies;
 - ix. transactions, expenditures or investments up to an amount of five million euro (EUR 5,000,000) per transaction or a series of related transactions, except for Related Person Transactions as discussed in Article 3.2 below;
 - x. initiating, changing or terminating, as the case may be, drug development programs, clinical trials, other programs or projects and partnerships, in furtherance of the strategy and the business and operations of the Company and its subsidiaries, unless of far-reaching significance to the Company or requiring an investment in excess of the threshold as identified sub ix.;
 - xi. formulating, updating and issuing policies with respect to the internal organisation of and the business connected with the Company and its subsidiaries;
 - xii. contacts with shareholders, investors, industry organizations, institutions and other external networks and stakeholders in the ordinary course of business, subject to the rules and processes stipulated by the Company's Investor Dialogue Policy;
 - xiii. management of the Company's intellectual property portfolio;
 - xiv. decisions on the disclosure of inside information, or the delay of disclosure to the extent permitted, in accordance with the applicable laws and regulations, subject to the post-notification of the Board of Directors as soon as reasonably practical;
 - xv. engagement of consultants or other third party advisors for any of the tasks and duties as allocated hereinabove.

3.2 Decisions Board of Directors

Without prejudice to the provisions set forth in the Company's Articles of Association and the Board Rules, and subject to applicable law and stock exchange requirements, at least the following matters shall require a decision, or an approval as the case may be, of the full Board of Directors:

- i. adoption of, or amendments to, the Company's strategy;
- ii. approval of, or amendments to, the Company's annual budget and (financial and non-financial) objectives and targets;
- iii. approval of, or amendments to, the Company's corporate standards, culture and values;
- iv. transactions, expenditures or investments that will either cause an overrun of the approved annual budget, or that exceed the amount of five million euro (EUR 5,000,000) per transaction or a series of related transactions;
- v. participation by the Company or a subsidiary in the capital of another company, as well as a significant increase or decrease of such participation;
- vi. entering into or terminating a long-term co-operation by the Company with another legal entity or company, if that co-operation or termination of co-operation is of major significance to the Company;

Board Rules of Pharming Group N.V.

- vii. acquisitions, disposals, the entering into of financing arrangements (whether as lender, borrower, guarantor or obligor), the creation of security rights, the granting of suretyships, joint liabilities, indemnities and guarantees;
- viii. approval of the Company's internal control framework and any changes thereto;
- ix. entering into, amending or terminating any Related Person Transaction as defined in the Company's Related Person Policy;
- x. approval of procedures established for reporting of actual or suspected misconduct or irregularities, or any changes thereto;
- xi. approval of the Company's code of ethics, or any changes thereto (whether or not such deviations are of a temporary or continuous nature);
- xii. execution of the Company's remuneration policy and other benefits policies and incentive program, for the **members of the Executive Committee**.
- xiii. the termination of the employment of a considerable number of the Company's, or a subsidiary's, employees simultaneously or within a short period of time;
- xiv. a significant change in the employment conditions of a substantial number of the Company's, or a subsidiary's, employees.