

**Executive Committee
Charter of
Pharming Group N.V.**

INTRODUCTION

Article 1. Introduction

- 1.1 This charter, together with the relevant provisions of the Board Rules, govern the organization, decision-making and other internal matters of the Committee. In performing their duties, the Committee Members shall comply with this charter
- 1.2 This charter shall be posted on the Website.

Article 2. Definitions and Interpretation

- 2.1 The following definitions shall apply in this charter:
 - **Article:** an article of this charter;
 - **Board:** the Company's board of directors;
 - **Board Rules:** the internal rules of the Board;
 - **CEO:** the Company's chief executive officer;
 - **CFO:** the Company's chief financial officer;
 - **Committee:** the Company's executive committee;
 - **Committee Chairperson:** the chairperson of the Committee;
 - **Committee Member:** a member of the Committee;
 - **Company:** Pharming Group N.V.; and
 - **Website:** the Company's website.
- 2.2 Terms that are defined in the singular have a corresponding meaning in the plural.
- 2.3 Words denoting a gender include each other gender.
- 2.4 Except as otherwise required by law, the terms "written" and "in writing" include the use of electronic means of communication.

CHAPTER I. COMMITTEE CHARTER

Article 3. Composition

- 3.1 The Committee at least consists of the CEO and the CFO. Other Committee Members shall be appointed and dismissed by the CEO, subject to the approval of the Chairperson of the Board.
- 3.2 All Committee Members shall be appointed with due observance of the general principle of "best person for the job" and with due observance of the principles set out in the Company's diversity policy.
- 3.3 The CEO shall be the Committee Chairperson.
- 3.4 The CEO shall periodically assess the size, composition and functioning of the Committee.
- 3.5 The CEO may remove Committee Members from the Committee subject to the approval of the Chairperson of the Board. Membership of the Committee shall automatically terminate:
 - a. in respect of the CEO or CFO, if that person no longer serves as the CEO or CFO, respectively; and
 - b. in respect of any other Committee Member, if that Committee Member is no longer employed by the Company or any of its subsidiaries.

Article 4. Duties and Organization

- 4.1** The Committee shall primarily focus on supporting the CEO in performing his/her tasks and the day-to-day operations of the Company and its subsidiaries, including by reviewing and advising the CEO on the following matters:
- a.** formulating and implementing the Company's strategy;
 - b.** preparing and proposing, for approval by the Board, the Company's annual business plan and budget;
 - c.** appointing heads of divisions and determining the functions of their management teams within the Company's group;
 - d.** the managerial and organizational structure of the business of the Company and its subsidiaries;
 - e.** appropriate use of capital and recommendations, if applicable, to the Board on investments, divestments and other projects;
 - f.** the Company's financial and operational performance and targets;
 - g.** formulating policies with respect to the internal organisation of and the business connected with the Company and its subsidiaries;
 - h.** assessment of the management of the affairs of the Company's subsidiaries;
 - i.** compliance with regulatory and statutory obligations; and
 - j.** internal and external communications and disclosures.
- 4.2** In performing their duties, the Committee Members shall be guided by the interests of the Company and the business connected with it (and, in this respect, the Committee Members shall take the interests of the Company's shareholders and other stakeholders into consideration).
- 4.3** The CEO shall provide the other Committee Members with the information necessary for the performance of their tasks in a timely fashion.

Article 5. Meetings and decision-making

- 5.1** The Committee Members shall meet as often as the CEO deems necessary or appropriate.
- 5.2** Meetings of the Committee shall take place at the offices of the Company in the Netherlands, unless the CEO decides otherwise. In addition, meetings of the Committee can be held through audio- or video-communication facilities, provided that all participants can simultaneously hear one another and unless the CEO objects thereto.
- 5.3** The notice of a meeting of the Committee shall be given to the Committee Members in writing or by electronic means by or at the instruction of the CEO and shall set out the place where the meeting shall be held and an agenda identifying in reasonable detail the matters to be discussed at the meeting and shall be accompanied by copies of any relevant documentation and information to be discussed at the meeting.
- 5.4** There shall be at least five (5) days between the date on which notice is given of any meeting of the Committee and the date on which it is held, unless the CEO decides that a shorter notice period is reasonably required in the circumstances at hand.
- 5.5** The CEO shall strive for unanimity among the Committee Members. If such unanimity cannot be reached, the CEO is entitled to decide the matter and the CEO's decision shall be binding on the

Committee Members. The aforesaid applies mutatis mutandis to any resolution to be passed in writing in accordance with Article 5.6.

- 5.6** Resolutions of the Committee may, instead of in a meeting, be passed in writing, provided that (i) all Committee Members are familiar with the resolution to be passed and none of them objects to this decision-making process and (ii) such resolution requires the signatures of at least the majority of the Committee Members, including the CEO.
- 5.7** All meetings of the Committee shall be chaired by the CEO or, in his absence, by the Committee Member designated by the attending other Committee Members.
- 5.8** Each Committee Member may cast one vote at a meeting of the Committee.
- 5.9** A Committee Member can be represented by another Committee Member holding a written proxy for the purpose of the deliberations and the decision-making of the Committee.
- 5.10** Invalid votes, blank votes and abstentions shall not be counted as votes cast.
- 5.11** The minutes of a meeting of the Committee shall be adopted in the same or in the next subsequent meeting. Minutes of the matters dealt with at a meeting of the Committee shall be sufficient evidence thereof and of the observance of all necessary formalities.

Article 6. Confidentiality

- 6.1** Each Committee Member shall at all times (including after his/her employment with or service for the Company and/or its subsidiaries) treat all information and documentation obtained in his/her capacity as Committee Member with due discretion and, in the case of confidential information or documentation, with utmost confidentiality.
- 6.2** Confidential information and documentation shall not be disclosed outside the Committee, unless to the extent that:
 - a.** such disclosure is permitted by the CEO or required under applicable laws and/or by any competent court or other authority having jurisdiction over the relevant Committee Member;
 - b.** such disclosure is made to the Board or a member of the Board (in his/her capacity as such);
 - c.** it concerns a disclosure to professional advisers of a Committee Member, the Company or the Board, in each case subject to a duty of confidentiality and only to the extent necessary for any lawful purpose;
 - d.** such information has already become public knowledge at the date of such disclosure other than through the improper disclosure by a Committee Member; or
 - e.** such disclosure has been authorized by the Board.

CHAPTER II. OTHER PROVISIONS

Article 7. Amendments and Deviations

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

Article 8. Governing law and Jurisdiction

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