

## Notice to Convene the Annual General Meeting of shareholders of Pharming Group N.V.

Pharming Group N.V. (hereafter the “Company” or “Pharming”) invites its shareholders to the Annual General Meeting of shareholders to be held on Wednesday, May 17, 2023 at 14:00 CEST (hereafter also the “AGM”).

The AGM will be held as a physical meeting at the Corpus Congress Centre, Willem Einthovenstraat 1, 2342 BH in Oegstgeest, the Netherlands. Our shareholders are invited to attend in person. Alternatively, you may choose to follow the AGM through our live webcast. Please refer to the section ‘Registration’ (page 2) for more details.

### AGENDA

#### 1. Opening and announcements

#### 2. Annual Report 2022 (*voting and discussion items*)

- a) Explanation of the business, the operations and the results for the year ending on 31 December 2022 (*discussion item*)
- b) Remuneration report for 2022 (*advisory voting item*)
- c) Corporate Governance (*discussion item*)
- d) Explanation of the dividend policy (*discussion item*)
- e) Proposal to adopt the financial statements for 2022 (*voting item*)
- f) Proposal to discharge the members of the Board of Directors (*voting item*).

#### 3. Reappointment Non-Executive Directors (*2 separate voting items*)

- a) Proposal to reappoint Paul Sekhri, upon binding recommendation of the Board of Directors, as Non-Executive Director pending the ongoing search for a new Chair for a period of one year.
- b) Proposal to reappoint Deborah Jorn, MBA, upon binding recommendation of the Board of Directors, as Non-Executive Director for a period of two years.

#### 4. Remuneration Transaction Committee (*voting item*)

Proposal to approve the payment of annual fees in cash to the Chair (EUR 6,000) and the Members (EUR 3,000) of the new Transaction Committee with retrospective effect from January 1, 2023, subject to the remaining provisions of the applicable Remuneration policy for the Board of Directors.

#### 5. Re-appointment of the external auditor of the Company (*voting item*)

Proposal to re-appoint Deloitte Accountants B.V. as the external auditor of the Company for the financial years 2023 and 2024.

#### 6. Amendment to the Articles of Association and authorization to implement such amendment (*voting item*)

Proposal to amend the articles of association of the Company ("Articles of Association") to increase the authorised capital by 20% to ten million five hundred and sixty thousand Euros (€10,560,000 or 1,056,000,000 shares), to facilitate the further growth of the Company and to increase the Company's flexibility in issuing new shares (subject to the authorization granted by

the general meeting to the Board of Directors to issue shares from time to time). In addition, it is proposed to authorize NautaDutilh N.V. to execute the deed of amendment to effect these amendments. (*voting item*)

**7. Designation of the Board of Directors as the Company's body, authorized to: (i) issue shares, (ii) grant option rights and (iii) restrict or exclude pre-emptive rights (2 voting items):**

- a) general authorization for generic corporate purposes, including (i) share issuances to the Board of Directors in accordance with the remuneration policy and the incentive plans for the CEO as approved by our shareholders, and (ii) issuances of shares and/or stock options to staff members under the applicable staff equity incentive plans, for a period of eighteen months up to 10% of the issued share capital; and
- b) a specific authorization, for a period of eighteen months up to 10% of the issued share capital, for the financing of mergers, acquisitions or strategic alliances only.

**8. Authorization of the Board of Directors to repurchase shares in the Company (*voting item*)**

Proposal to authorize the Board of Directors for a period of eighteen months starting on May 17, 2023 as the body which is authorized, to repurchase not more than 10% of the issued capital through the stock exchange or otherwise.

**9. Any other business (*discussion item*)**

**10. Closing**

The agenda with the explanatory notes thereto, the 2022 Annual Report, the financial statements, the proposed amendments to the Articles of Association and the other meeting information are available for inspection as of the date hereof and can be obtained free of charge at the office address of the Company and from the Company's website (<https://www.pharming.com/investors/shareholder-meetings>).

**RECORD TIME AND RELEVANT REGISTER**

For this meeting, only the shareholders who, on **April 19, 2023 at 18:00 CEST**, 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, are entitled to attend (in person or via webcast) and/or to vote during the meeting (by proxy only, in case of attendance via webcast). 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.

**REGISTRATION**

This section sets out the procedure to be followed by shareholders to attend or vote at the Annual General Meeting on May 17, 2023.

The AGM will be held as a physical meeting and our shareholders are invited to attend in person. Alternatively, you may choose to follow the AGM through our live webcast. **Please note that only shareholders attending the AGM in person will be able to cast their votes during the meeting.** All other shareholders are invited to file a proxy and register their voting instructions prior to the AGM, as further explained below in the section under the heading "Voting".

- **MEETING REGISTRATION BY HOLDERS OF LISTED ORDINARY DEPOSIT SHARES (“GIRALE AANDELEN”)**

Each holder of ordinary shares listed on Euronext who wishes to participate in the AGM in person or to follow the AGM using the live webcast facilities, should register via the ABN AMRO online portal using the following link: [www.abnamro.com/evoting](http://www.abnamro.com/evoting). *Please make sure that your registration is completed by May 10, 2023 at 18:00 (CEST) at the latest.*

Shareholders who have registered themselves via the ABN AMRO online portal will receive a registration certificate. If you have indicated in the ABN AMRO portal that you wish to view the AGM using the live webcast facilities, you will receive your log-in details from ABN AMRO together with your registration certificate.

We kindly ask you to send us an e-mail at [investor@pharming.com](mailto:investor@pharming.com) *by May 12, 2023 at 17:00 (CEST) at the latest* if you would like to change the indicated way of attending the meeting (i.e., in person instead of via webcast, or vice versa). Regretfully, in order to ensure orderly conduct of the AGM, we are not able to change your registration after that date.

The *intermediaries* are requested to provide ABN AMRO no later than May 11, 2023, at 14:00 (CEST) via [www.abnamro.com/intermediary](http://www.abnamro.com/intermediary) with an electronic statement that includes the number of shares held on the Record date by the shareholder concerned and which have been applied for registration.

- **MEETING REGISTRATION BY HOLDERS OF ADSs**

Each registered holder of American Depositary Shares listed on Nasdaq representing ordinary shares of the Company (hereafter ADSs; the registered holders of the ADSs hereafter being referred to as Holders of ADSs) is entitled to vote on the resolutions on the AGM’s agenda as set out in the section ‘Voting’ of this Notice to Convene, subject to the terms and conditions of the ADSs, including the provisions of the Deposit Agreement.

- **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 in person or to follow the AGM using the webcast, may apply in writing *until May 10, 2023 at 18:00 (CEST)* 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. These shareholders will receive an acknowledgement of receipt (“Acknowledgement of Receipt”) and, if they wish to follow the webcast, an e-mail including a link to log-in to the AGM webcast on May 17, 2023.

#### ***Shareholders attending in person***

The meeting venue for the AGM will be the Corpus Congress Centre, Willem Einthovenstraat 1, 2342 BH in Oegstgeest, the Netherlands.

Shareholders who have registered themselves for the AGM via the ABN AMRO online portal will receive a registration certificate. This will also be your admission ticket. Registered holders 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) will receive an Acknowledgement of Receipt.

You are requested to bring both your registration certificate (or, if applicable, the Acknowledgement of Receipt) and a valid ID (passport, identity card or driver's licence) for your registration at the meeting venue. Failure to provide both documents on-site will unfortunately mean that we cannot give you access to the meeting room. ***Please report to the registration desk on May 17, 2023 by 13:45 (CEST).***

Shareholders who will attend the AGM in person, are entitled to vote and ask questions on the agenda items during the meeting. Details on the related procedure will be explained during the AGM. The shareholders who attend in person are also invited to ask questions on the items on the agenda in advance of the AGM, as further explained in the section "Questions on the Agenda Items".

#### ***Shareholders following the live webcast***

Shareholders who have registered for the AGM (in accordance with the procedure described above) and have indicated that they wish to follow the AGM via the live webcast, will receive a link from ABN AMRO to log-in to the AGM webcast on May 17, 2023 (as of 13:00 CEST).

Shareholders who will follow the meeting through the live webcast, can only exercise their voting rights on the items on the agenda by submitting a written proxy and voting instructions prior to the AGM, as described below in more detail. These shareholders will be able to ask questions on the items on the agenda, both in advance of the AGM and online during the meeting itself, as further explained in the section "Questions on the Agenda Items".

The webcast will be broadcast in English. A live translated Dutch language broadcast will also be available as a service to our shareholders.

The below procedure applies mutatis mutandis to those who have statutory meeting rights other than shareholders, such as pledgees with voting rights.

#### **VOTING**

Shareholders who attend the AGM *in person* will be invited to cast their vote during the meeting on the decision items on the agenda.

If you are following the AGM *via webcast*, or if you will attend in person but wish to cast your vote beforehand, you are invited to submit *a proxy* prior to the AGM. To do that, we ask you to take one of the following two steps ***by May 10, 2023 at 18:00 (CEST)***:

1. register yourself for the AGM via the ABN AMRO online portal using the following link: [www.abnamro.com/evoting](http://www.abnamro.com/evoting) and submit your voting instructions via the button "Give Voting Instructions".

***Or***

2. download the proxy form on Pharming's website: ([www.pharming.com/investors/shareholder-meetings](http://www.pharming.com/investors/shareholder-meetings)), sign it and send the signed proxy, together with the registration certificate received following registration via the ABN AMRO online portal, or your Acknowledgement of Receipt for non-traded shares, 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.

The Holders of ADSs that are **registered holders of record at the close of business on April 19, 2023**, will receive a **Voting Instruction Card** from the Depository JPMorgan Chase Bank (hereafter the Depository). If they wish to vote on the resolutions on the agenda of the AGM, they are requested to complete, execute and forward the Voting Instruction Card to the Depository, in accordance with the instructions included on the card. For Beneficial Owners, voting is arranged by the DTC nominee/Broker via Broadridge. Beneficial Owners will be contacted by Broadridge to submit voting instructions, in accordance with the process and schedule to be outlined in the related notification.

#### **QUESTIONS ON THE AGENDA ITEMS**

Shareholders or Holders of ADSs who have registered themselves for the AGM 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 May 12, 2023, 17:30 (CEST)**.

During the meeting, the shareholders who attend the AGM in person are entitled to ask questions.

There will also be a limited possibility for registered shareholders who follow the AGM via the webcast to ask questions related to the items on the agenda, by using an online chat function. Details on the related procedure during the meeting will be explained at the start of the AGM. *Shareholders who would like to ask questions online are requested to send us an e-mail at [investor@pharming.com](mailto:investor@pharming.com) by May 12, 2023 at 17:00 (CEST) at the latest, including a copy of their registration certificate. We will send these shareholders unique log-in details prior to the AGM. Shareholders who have not sent an e-mail by the identified date will not be permitted to ask questions online.*

The Company intends to address all questions related to the agenda items during the meeting. The Chairman of the AGM may decide to cluster questions, or to limit the number of questions, to ensure an orderly meeting. The questions that have been received by e-mail prior to the AGM will be answered first. Thereafter, questions received during the meeting will be addressed.

Other questions raised during the AGM will be answered to the extent possible, with a view to the orderly conduct of the meeting.

The answers to the questions raised on the items on the agenda, including those questions that cannot be addressed during the meeting, will be published on the Company's website.

#### **ANY OTHER QUESTIONS?**

Should you have any further questions, please contact us at **[investor@pharming.com](mailto:investor@pharming.com)**.

**Leiden, the Netherlands, April 5, 2023**

**Board of Directors**