

# Executive Committee Charter of

Pharming Group N.V.

**1 April 2024**

## INTRODUCTION

### Article 1. Introduction

- 1.1 The Articles of Association and the Board Rules of the Company, respectively, provide that the CEO shall be primarily charged with the Company's day-to-day operations. The Board Rules specify the tasks and duties and decision-making powers that have been allocated and delegated accordingly to the CEO. The Board Rules provide that the CEO is supported by the Executive Committee in the execution of their tasks and duties.
- 1.2 This charter, together with the relevant provisions of the Board Rules, Articles of Association and the Rules regarding the Role and Authority of the Executive Committee as approved by the Executive Committee govern the organization, decision-making and other internal matters of the Committee. In performing their duties, the Committee Members shall comply with this charter.
- 1.3 This charter been approved by the Executive Committee in its meeting of 7 March 2024 and by the Board in its meeting of 20 March 2024 with an effective date of 1 April 2024.
- 1.4 This charter shall be posted on the Company's website.

### Article 2. Definitions and Interpretation

- 2.1 The following definitions shall apply in this charter:
  - **Board:** the Company's board of directors;
  - **Board Rules:** the internal rules governing the role and responsibility of the Board;
  - **CEO:** the Company's chief executive officer and Executive Director;
  - **CFO:** the Company's chief financial officer;
  - **Company Secretary:** the Company's company secretary as appointed by the Board;
  - **Corporate Governance Committee:** the Company's corporate governance committee;
  - **Director:** a member of the Board;
  - **Committee:** the Company's executive committee;
  - **Executive Director:** an executive Director;
  - **Committee Chairperson:** the chairperson of the Committee;
  - **Committee Member:** a member of the Committee; and
  - **Company:** Pharming Group N.V.;
- 2.2 Terms that are defined in the singular have a corresponding meaning in the plural.
- 2.3 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.
- 3.2 Committee Members (except for the CEO) shall be appointed and dismissed by the CEO, subject to the approval of the Board and with the recommendation of the Corporate Governance Committee.

- 3.3** The CEO may remove Committee Members from the Committee subject to the approval of the Board.
- 3.4** Membership of the Committee shall automatically terminate if that person no longer serves in the position for which the individual was appointed to the Committee.
- 3.5** 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 and inclusion policy.
- 3.6** The CEO shall be the Committee Chairperson.
- 3.7** The CEO shall periodically assess the size, composition and functioning of the Committee.

#### **Article 4. Duties and Organization**

- 4.1** The Committee shall primarily focus on supporting the CEO in performing their 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 mission, vision, values, and sustainable long-term strategy;
  - b.** preparing 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 non-financial 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.** the Company's risk appetite and risk tolerance and the effective functioning of the internal control framework;
  - j.** ensuring good communication with all stakeholders of the Company and considering, and balancing the interests of those stakeholders and the environment in which the Company operates;
  - k.** fostering and maintaining a culture focused on sustainable long-term value creation by the Company;
  - l.** encouraging behavior that is in keeping with the Company's values and propagate these values through leading by example;
  - m.** compliance with regulatory and statutory obligations; and
  - n.** 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.

4.4 The Committee is supported by the Company Secretary.

## 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 their 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 their employment with or service for the Company and/or its subsidiaries) treat all information and documentation obtained in their 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 their 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**

- 7.1 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.
- 7.2 The Committee shall review and reassess this charter every two years or earlier if needed due to regulatory changes and/or organizational developments and recommend any proposed changes to the Board for their consideration and, if thought fit, for approval.

### **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.