

**Regulations of the  
Remuneration Committee of**

**Pharming Group N.V.**

## INTRODUCTION

The Board of Supervisory Directors of Pharming Group N.V. appointed a Remuneration Committee, such in accordance with Article 7 of the Regulations of the Board of Supervisory Board Directors.

Capitalised terms used herein have the meaning set forth in the List of Definitions as attached to the Regulations of the Board of Supervisory Directors.

## CHAPTER I. ROLE AND RESPONSIBILITIES

### Article 1. General Role and Responsibilities

- 1.1 The BOSD appointed a Remuneration Committee, which shall in any event have the following duties:
  - a) drafting a proposal to the BOSD for the remuneration policy regarding the BOM to be pursued;
  - b) drafting a proposal for the remuneration of the individual members of the BOM, for adoption by the BOSD; such proposal shall, in any event, deal with:
    - (i) the remuneration structure; and
    - (ii) the amount of the fixed remuneration, the shares and/or options to be granted and/or other variable remuneration components, pension rights, redundancy pay and other forms of compensation to be awarded, as well as the performance criteria and their application;
  - c) preparing the Remuneration Report.
- 1.2 The Remuneration Committee shall have delegated authority on behalf of the BOSD only on (i) issues specified in these Regulations or on (ii) other issues as the BOSD may specifically decide from time to time. Any use by the Remuneration Committee of the aforementioned delegated authority shall be conveyed to the full BOSD.
- 1.3 The Remuneration Committee shall present all material findings and recommendations, and a report of each of its meetings, to the BOSD for consideration.
- 1.4 Every member of the BOSD shall have unrestricted access to all records of the Remuneration Committee.

## CHAPTER II. COMPOSITION REMUNERATION COMMITTEE

### Article 2. Composition Remuneration Committee and Size

- 2.1 The Remuneration Committee shall consist of two or more members, all being members of the BOSD. A maximum of one member of the Remuneration Committee need not be independent within the meaning of Article 4.1 of the Regulations of the BOSD.
- 2.2 The BOSD shall appoint the members of the Remuneration Committee. The BOSD may substitute the members of the Remuneration Committee at any time.

- 2.3 The Chairperson of the Remuneration Committee shall be designated by the BOSD.
- 2.4 Generally the term of office of a member of the Remuneration Committee will not be set in advance. It will, *inter alia*, depend on the composition of the BOSD as a whole and other committees of the BOSD from time to time.
- 2.5 The composition of the Remuneration Committee shall be mentioned in the report of the BOSD which is part of the Annual Report and on the Company's website.

### **CHAPTER III. MEETINGS OF THE REMUNERATION COMMITTEE**

#### **Article 3. Meetings of the Remuneration Committee**

- 3.1 The Remuneration Committee shall hold at least two meetings per year and whenever one or more of its members have requested a meeting. The meetings shall generally be held at the office of the Company, but may also take place elsewhere.
- 3.2 The convocation notices for meetings of the Remuneration Committee shall be distributed in writing, together with the agenda and other documents for the meeting, at least five days before the meeting. In urgent cases, the chairperson may determine that the meeting shall be convened upon shorter notice.
- 3.3 Every member of the BOSD may attend meetings of the Remuneration Committee.
- 3.4 The secretary of the Remuneration Committee shall take minutes of the meeting. The minutes shall be adopted in the next meeting of the Remuneration Committee, and shall be signed by the chairperson and the secretary of the Remuneration Committee. A copy of the minutes will be sent to the BOSD.
- 3.5 If and when required, the chairman of the Remuneration Committee shall provide further information to the BOSD during its meetings on the results of the Remuneration Committee's discussions.
- 3.6 The number of meetings of the Remuneration Committee and the main items discussed shall be mentioned in the report of the BOSD which is part of the Annual Report.

### **CHAPTER IV. OTHER PROVISIONS**

#### **Article 4. Amendment**

- 4.1 The BOSD may amend these Regulations and/or revoke any powers granted by it to the Remuneration Committee.

#### **Article 5. Website**

- 5.1 These Regulations shall be posted on the Company's website.