

## SECURITY NOTE

## PHARMING GROUP N.V.

*(a limited liability company incorporated under the laws of the Netherlands,  
with its corporate seat in Leiden)*

**Admission to listing and trading of a maximum of 100 million newly issued ordinary shares with a nominal value of €0.04 per share and with an issue price of €0.12 per share**

This security note (the "Security Note") is published in connection with the admission to listing and trading of a minimum of 66.7 million and a maximum of 100 million ordinary shares in the capital of Pharming Group N.V. ("Pharming" or the "Company", which shall, where the context so requires, include one or more of its subsidiaries) with a nominal value of €0.04 per share (the "New Shares") and with an issue price of €0.12 per New Share (the "Issue Price"). The New Shares will be issued pursuant to a private placement with institutional investors and other qualifying investors who subscribe for at least €50,000 per investor for New Shares in various jurisdictions in order to raise a minimum of €8 million and a maximum €12 million gross proceeds (the "Private Placement"), including (a) qualified investors outside of the United States in reliance on Rule 902(k) of Regulation S under the U.S. Securities Act of 1933, as amended (the "Securities Act") and (b) "accredited investors" as defined in Rule 501(a) of Regulation D under the Securities Act inside the United States in reliance on Rule 506 thereof, provided that such investors are "qualified institutional buyers" as defined in Rule 144A under the Securities Act.

In this Security Note, any reference to "Shares" shall refer to ordinary shares of the Company, including the New Shares, outstanding from time to time (unless indicated otherwise herein). The Shares outstanding immediately prior to the issuance of the New Shares are listed and traded on Euronext Amsterdam by NYSE Euronext ("Euronext Amsterdam") under the symbol "PHARM" and ISIN Code NL0000377018. Application will be made to admit the New Shares to listing and trading on Euronext Amsterdam. Subject to the completion of the Private Placement, which is subject to certain conditions, among which at least 66.7 million New Shares having been subscribed for, Pharming expects that listing and trading in the New Shares on Euronext Amsterdam will commence on or about 7 June 2010. The actual number of New Shares to be admitted to listing and trading on Euronext Amsterdam depends on the number of New Shares which investors are willing to subscribe for in the Private Placement. The actual number of New Shares will be published in a press release and on the website of the Company following the completion of the Private Placement.

Any investments in the Shares involves significant risks. These risks are described in Chapter 1 "Risk Factors Relating to the Shares" beginning on page 4 of this Security Note and in Chapter 1 "Risk Factors Relating to Pharming" beginning on page 3 of the Registration Document (as defined below).

THE NEW SHARES ARE BEING OFFERED AND SOLD (I) OUTSIDE THE UNITED STATES, IN RELIANCE ON REGULATION S UNDER THE SECURITIES ACT, TO INVESTORS THAT ARE NOT US PERSONS (AS SUCH TERM IS DEFINED IN REGULATION S UNDER THE SECURITIES ACT) ("US PERSONS") AND (II) INSIDE THE UNITED STATES, IN RELIANCE OF REGULATION D UNDER THE SECURITY ACT OR ANOTHER AVAILABLE EXEMPTION FROM REGISTRATION UNDER THE SECURITIES ACT, TO A LIMITED NUMBER OF "ACCREDITED INVESTORS" AS DEFINED IN RULE 501(A) OF REGULATION D, PROVIDED THAT SUCH INVESTORS ARE "QUALIFIED INSTITUTIONAL BUYERS" AS DEFINED IN RULE 144A UNDER THE SECURITIES ACT. THE NEW SHARES HAVE NOT BEEN APPROVED OR DISAPPROVED BY THE UNITED STATES SECURITIES AND EXCHANGE COMMISSION OR ANY SECURITIES COMMISSION OR OTHER REGULATORY AUTHORITY OF ANY STATE OR OTHER JURISDICTION OF THE UNITED STATES, NOR HAVE ANY OF THE FOREGOING PASSED UPON OR ENDORSED THE MERITS OF THE PRIVATE PLACEMENT

OR THE ACCURACY OR ADEQUACY OF THIS SECURITY NOTE. ANY REPRESENTATION TO THE CONTRARY IS A CRIMINAL OFFENCE IN THE UNITED STATES. THE NEW SHARES HAVE NOT BEEN AND WILL NOT BE REGISTERED UNDER THE SECURITIES ACT OR UNDER ANY SECURITIES LAWS OF ANY STATE OR OTHER JURISDICTION OF THE UNITED STATES AND MAY NOT BE TAKEN UP, OFFERED, SOLD, RESOLD, DELIVERED OR DISTRIBUTED, DIRECTLY OR INDIRECTLY, WITHIN INTO OR FROM THE UNITED STATES EXCEPT PURSUANT TO AN APPLICABLE EXEMPTION FROM, OR A TRANSACTION NOT SUBJECT TO, THE REGISTRATION REQUIREMENTS OF THE SECURITIES ACT AND IN COMPLIANCE WITH THE SECURITIES LAWS OF ANY STATE OR OTHER JURISDICTION OF THE UNITED STATES. THERE WILL BE NO PUBLIC OFFER IN THE UNITED STATES OR ANY OTHER JURISDICTION. WHEN USED IN THIS SECURITY NOTE, THE TERMS "US" OR "UNITED STATES" SHALL MEAN THE UNITED STATES OF AMERICA, ITS TERRITORIES AND POSSESSIONS, ANY STATE OF THE UNITED STATES AND THE DISTRICT OF COLUMBIA.

This Security Note constitutes a security note for the purpose of article 6 of EC Regulation 809/2004 and has been prepared pursuant to article 5:2 of the Financial Markets Supervision Act (*Wet op het financieel toezicht* (the "AFS")) and the rules promulgated thereunder. This Security Note has been approved by and filed with the AFM.

This Security Note may only be used in connection with the admission to listing and trading of the New Shares on Euronext Amsterdam and constitutes a prospectus in accordance with Directive 2003/71/EC, when supplemented by the registration document for the purpose of article 4 of EC Regulation 809/2004, dated 27 May 2010 (the "Registration Document") and the summary, dated 27 May 2010 (the "Summary"), each of which have been approved by the AFM (the "Prospectus").

Capitalised terms used but not (otherwise) defined herein are used as defined in the Registration Document.

27 May 2010

## Table of Contents

1.	RISK FACTORS RELATING TO SHARES .....	4
2.	IMPORTANT INFORMATION .....	6
3.	CAPITALISATION AND INDEBTEDNESS .....	7
4.	USE OF PROCEEDS .....	8
5.	WORKING CAPITAL .....	9
6.	DILUTION .....	11
7.	SELLING RESTRICTIONS.....	13
8.	DESCRIPTION OF SHARE CAPITAL .....	16
9.	TAXATION.....	21
10.	GENERAL INFORMATION .....	28

## 1. RISK FACTORS RELATING TO SHARES

*Investing in the Shares involves a high degree of risk. Investors should carefully consider the risks relating to the Shares described below, all of the other information set forth in this Security Note before deciding to invest in any of the Shares and the risks relating to the Company described in Chapter 2 "Risk Factors Relating to Pharming" of the Registration Document. If any of the events or developments described below or in Chapter 1 "Risk Factors Relating to Pharming" of the Registration Document occurs, Pharming's business, financial condition or results of operations could be negatively affected. In that case, the trading price of the Shares could decline, and investors could lose all or part of their investment in the Shares.*

*The risks listed below and the risk described in Chapter 1 "Risk Factors Relating to Pharming" of the Registration Document do not necessarily comprise all risks associated with investments in the Shares, but take into account those which are known to the Company and which the Company considers material. Additional risks and uncertainties not presently known to Pharming or that the Company currently deems immaterial may also have a material adverse effect on its business, results of operations or financial condition and could negatively affect the price of the Shares.*

### ***Dilutive effects may reduce future profitability per Share and subsequently the market price of the Shares.***

Investors will face significant dilution as a result of the issuance of the New Shares. Based on gross proceeds of the Private Placement of €12 million and the Issue Price, which is below the Threshold Price in the anti-dilution provisions applicable to the former holders of the Bonds who have accepted the exchange offer in the third quarter of 2009 (the "Former Bondholders"), the Company is required to issue 8.8 million Shares to the Former Bondholders. In addition, based on the Issue Price, the number of Warrants granted in connection with the Private Bonds will be increased from approximately 25 million to 59 million. Furthermore, the applicable conversion prices of the Bonds and the Private Bonds as well as the exercise price of the Warrants will be lowered which will lead to dilution upon conversion or exercise. A description of the dilution as a result of the issuance of the New Shares is set out in Chapter 6 "Dilution".

Furthermore, investors will face dilution as a result of the issuance of 5 million Shares pursuant to the DNage Settlement Agreement, as described in the Registration Document, the exercise of already issued or newly issued options and/or warrants for Shares, such as the Warrants, the conversion of the outstanding Bonds and Private Bonds, and future issuances of Shares under the SEDA or otherwise.

### ***Future sales, or the possibility of future sales, of a substantial amount of Shares may depress the price of the Shares.***

Future sales of Shares, or the perception that such sales will occur, could cause a decline in the market price of the Shares. Pharming cannot predict whether substantial numbers of Shares will be sold in the open market. In particular, there can be no assurance that the current shareholders will not reduce their holdings of Shares. Future sales of Shares could be made by shareholders or through a capital increase undertaken by the Company for additional working capital, to fund an acquisition or for another purpose. A sale of a substantial number of Shares, or the perception that such sale could occur, could materially and adversely affect the market price of the Shares and could also impede Pharming's ability to raise capital through the issue of equity securities in the future.

### ***The market price of the Shares may be volatile and investors may not be able to sell Shares at or above the price paid for by them.***

The market price of the Shares is subject to many factors, including the liquidity of the market for the Shares, the public opinion about general economic and market conditions and the public opinion about

the biotech industry. In addition, the market price of the Shares could fluctuate substantially due to any of the risks described in the Registration Document materialising or the sale of large blocks of Shares. Moreover, stocks of life science companies who currently do not have a product on the market, such as Pharming, and stock markets in general, have from time to time experienced extreme price and volume fluctuations that may be unrelated or disproportional to the operational performance of particular companies. Because of all these different factors, the market price of the Shares has been, and may be in the future, highly volatile.

The Issue Price which was agreed between Pharming and investors who irrevocably committed to subscribe for New Shares prior to the public announcement of the Private Placement and is based on a number of factors, may not be indicative of future performance. The market price for Shares may fall below the Issue Price.

***The pre-emptive rights of the shareholders may be restricted or excluded by the Management Board.***

The shareholders of Pharming will generally have pre-emptive rights to subscribe for a pro-rata amount of any new Shares issued by Pharming. These rights, however, are subject to certain provisions of the articles of association of Pharming (the "Articles of Association") and may be restricted or even excluded by a resolution of the board of managing directors of Pharming (the "Management Board"), subject to the approval of its board of supervisory directors (the "Supervisory Board"). See Chapter 8 "Description of Share Capital and Corporate Governance" of the Registration Document and Chapter 8 "Description of Share Capital" of this Security Note.

***Pharming does not intend to pay dividends for the foreseeable future.***

Pharming does not intend to pay any dividends for the foreseeable future. Payment of future dividends to shareholders will effectively be at the discretion of the Management Board, subject to the approval of the Supervisory Board after taking into account various factors including Pharming's business prospects, cash requirements, financial performance and new product development. In addition, payment of future dividends may be made only if Pharming's shareholders' equity exceeds the sum of the called up and paid-in share capital plus the reserves required to be maintained by law and by the Articles of Association. Accordingly, investors cannot rely on dividend income from the Shares and any returns on an investment in the Shares will likely depend entirely upon any future appreciation in the price of the Shares. With respect to the restriction to pay dividends included in the terms and conditions of the Private Bonds, reference is made to Chapter 8 "Description of Share Capital and Corporate Governance – Share Capital – Dividends".

***If securities or industry analysts do not publish research or reports about Pharming's business, or if they change their recommendations regarding the Shares adversely, the price and trading volume of the Shares could decline.***

The trading market for the Shares may be influenced by the research and reports that industry or securities analysts publish about Pharming or Pharming's business. If one or more of the analysts who cover Pharming or Pharming's industry downgrade the Shares, the market price of the Shares would likely decline. If one or more of these analysts ceases coverage of Pharming or fails to regularly publish reports on Pharming, the Company could lose visibility in the financial markets, which could cause the market price of the Shares or trading volume to decline.

## 2. IMPORTANT INFORMATION

*No person is or has been authorised to give any information or to make any representation in connection with the New Shares, other than as contained in this Security Note, and, if given or made, any other information or representation must not be relied upon as having been authorised by Pharming. The delivery of this Security Note at any time after the date hereof will not, under any circumstances, create any implication that there has been no change in the Company's affairs since the date hereof or that the information set forth in this Security Note is correct as of any time since its date.*

*Pharming Group N.V. accepts responsibility for the information contained in this Security Note. Having taken all reasonable care to ensure that such is the case, Pharming Group N.V. further declares that the information contained in this Security Note is, to the best of its knowledge, in accordance with the facts and contains no omission likely to affect its import.*

### **Notice to Investors**

The distribution of this Security Note may be restricted by law in certain jurisdictions. Persons in possession of this Security Note are required to inform themselves about and to observe any such restrictions. See also Chapter 7 "Selling Restrictions".

This Security Note may not be used for, or in connection with, and does not constitute, any offer to sell, or a solicitation of an offer to buy, Shares or any other securities issued by the Company.

The New Shares have not been approved or disapproved by the US Securities and Exchange Commission, any State securities commission in the US or any other US regulatory authority, nor have any of the foregoing passed upon or endorsed the merits of the New Shares or the accuracy or adequacy of this Security Note. Any representation to the contrary is a criminal offence in the US.

### **Presentation of Financial and Other Information**

Certain figures contained in this Security Note have been subject to rounding adjustments. Accordingly, in certain instances the sum of the numbers in a column or a row in tables contained in this Security Note may not conform exactly to the total figure given for that column or row.

All references in this Security Note to "euros" or "€" are to the currency introduced at the start of the third stage of the Economic and Monetary Union, pursuant to the Treaty establishing the European Economic Community, as amended by the Treaty on the EU. All references to "US dollars", "US\$" or "\$" are to the lawful currency of the US.

### **Documents Incorporated by Reference**

The Registration Document and the Summary are incorporated by reference into this Security Note. No other documents or information form part of, or are incorporated by reference into, this Security Note. A copy of the Prospectus may be obtained free of charge for the life of the Registration Document by sending a request in writing at: Darwinweg 24, 2333 CR Leiden, the Netherlands. The Prospectus is also available via [www.pharming.com](http://www.pharming.com).

### 3. CAPITALISATION AND INDEBTEDNESS

The financial information in the table below has been extracted from Pharming's unaudited condensed consolidated interim financial statements for the three months ended 31 March 2010. This table should be read together with the information in Chapter 4 "Operating and Financial Review" of the Registration Document and Pharming's consolidated financial statements incorporated by reference therein.

(€ in thousands)	31 March 2010
	unaudited
<i>Capitalisation</i>	
Total current debt	49,173
Total non-current debt	6,377
<b>Total Financial Indebtedness<sup>1</sup></b>	<b>(55,550)</b>
Share capital	77,251
Share premium	187,708
Other reserves	(259,106)
<b>Shareholders' equity</b>	<b>5,853</b>
<i>Indebtedness</i>	
Cash and cash equivalents	21,310
<b>Liquidity<sup>2</sup></b>	<b>21,310</b>
Bank overdrafts <sup>2</sup>	18,211
Convertible bonds	18,057
Trade and other payables	8,402
Current earn-out obligations	4,431
Current portion of other non-current debt	72
<b>Current Financial Debt</b>	<b>(49,173)</b>
<b>Net Current Financial Indebtedness</b>	<b>(27,863)</b>
Deferred tax liability	4,276
Non-current earn-out obligations	1,883
Other non-current debt	218
<b>Non-current Financial Indebtedness</b>	<b>(6,377)</b>
<b>Net Financial Indebtedness</b>	<b>(34,240)</b>

At 31 March 2010, the actual net asset value per Share was €0,04 (unaudited).

See Chapter 4 "Operating and Financial Review – Contractual Obligations" of the Registration Document for information about certain contingent obligations of the Company.

<sup>1</sup> These liabilities have not been secured or guaranteed.

<sup>2</sup> Cash and cash equivalents (including restricted cash) net of bank overdrafts at 31 March 2010 amounted to €3.3 million.

#### **4. USE OF PROCEEDS**

The Company intends to raise a minimum of €8 million and a maximum of €12 million of gross proceeds from the issue of New Shares. Based on gross proceeds of €12 million, the fees (including legal fees), commissions and expenses incurred in connection with the Private Placement are estimated at around €1.45 million.

Pharming intends to use the net proceeds from the issuance of the New Shares primarily for:

- activities associated with the registration of Rhucin in the EU and the US as a pharmaceutical product to treat acute attacks of HAE;
- further development of Rhucin for other indications and further development of other product candidates which are currently in clinical stage;
- pre-clinical research and development of other product candidates;
- other general corporate purposes, including capital expenditures.

The net proceeds of the Private Placement do not result in sufficient cash for the next 12 months. Reference is made to Chapter 5 "Working Capital" including details of the cash needed by the Company and possible sources for the next 12 months.

## 5. WORKING CAPITAL

The Company is of the opinion that it does not have sufficient working capital for its present requirements, which is for at least the next 12 months from the date of this Security Note. In case the Private Placement would be cancelled, the available net cash (cash and cash equivalents minus bank overdrafts) at the date of this Security Note is expected to deplete in the course of June 2010. The net proceeds of the Private Placement do not result in sufficient cash for the next 12 months.

Pharming does not generate sufficient cash from commercial activities to meet its current working capital requirements and is currently, as has been the case since its incorporation, largely dependent on financing arrangements with third parties.

The available net cash per 31 March 2010 amounted to €3.3 million. Pharming's operational and capital expenditure requirements for the 12 months after the date of this Security Note are in the range of €20-24 million with the planned execution of certain activities, such as additional clinical trials for new indications and/or the (continued) development of certain products, depending on availability of sufficient funds to be generated. In addition, the remaining holders of the Bonds with a principal amount outstanding of €10.9 million are entitled to receive €0.4 million interest on 31 October 2010 and may exercise their put option on 31 October 2010, which would oblige Pharming to repay the principal amount of the outstanding Bonds. As a result, in case this put option would be exercised in full, the aggregated cash expected to be used in the 12 months following the date of this Security Note may increase to approximately €35 million.

To enable continued operations there are several sources available to raise working capital in the short and medium term future as outlined below, in addition to the proceeds of the Private Placement. Pharming expects to be able to generate sufficient funding from one or more of these resources to continue operations for at least 12 months after the date of this Security Note and to execute the Company's business plan. However, in case the Company is not able to attract sufficient additional cash from these resources, it may ultimately enter into bankruptcy.

1. Subject to approval of Rhucin® by the EMA, Pharming expects to receive a substantial milestone payment from its European partner Swedish Orphan by the end of June 2010. The Company also expects royalty income from Rhucin product sales from Swedish Orphan and its other existing license partners in Europe. In addition, such sales are accompanied by cash income from sales of Rhucin inventories to these license partners.
2. Pharming's first priority is to enter into license agreements in respect of Rhucin for the United States and other territories outside the European Union, Iceland, Norway, Switzerland and Turkey (which are covered by its existing license agreements). Pharming is in discussions and negotiating with a number of pharmaceutical companies regarding such agreements and expects that these discussions will lead to at least one agreement in the short term, of which the United States is considered likely. Such agreement is, inter alia, expected to result in a substantial upfront cash payment.
3. Pharming believes that new funds can be raised through private or public offerings of Shares in the next coming 12 months after receipt of the final opinion from the EMA. Pharming expects that if Rhucin is approved by the EMA, achievement of this milestone will enable it to raise sufficient capital through the issuance of Shares within the existing authorised capital. However, Pharming may be required to, or decide to seek approval of the general meeting of shareholders to increase the authorised capital in order to create sufficient headroom to issue Shares in the near future.

4. Pharming may use the SEDA to cover any deficits in the finance of its operations. Under the terms of the SEDA, Yorkville can invest a total of up to €30.0 million until April 2012. Pharming has the right, but not the obligation, to call the funds in regular tranches. Calls under the SEDA are subject to the conditions precedent as set forth in the SEDA, which includes (*inter alia*) the performance of the covenants and the absence of a material breach of warranties. The terms and conditions of the SEDA are further described in Chapter 4 "Operation and Financial Review – Liquidity and Capital Resources" of the Registration Document. Until the date of this Security Note, total cash received under the SEDA amounts to €6.6 million, resulting in €23.4 million funds still available. Pharming is entitled to call up to €0.4 million per tranche by issuing Shares at a 5% discount to the market price. Yorkville may also accept a single tranche exceeding €0.4 million. If Pharming does not receive EMA approval for Rhucin in accordance with the announced timeline or at all, it shall have to call for funding under the SEDA. In this situation, in order to generate sufficient funds for the next 12 months, Pharming will have to seek approval of the general meeting of shareholders to increase the authorised capital. Such resolution requires a majority vote of the general meeting of shareholders. The outcome of such meeting is beyond the control of Pharming.

To further improve its financial position, Pharming will gradual dispose of its interest in DNage. The gradual disposal of Pharming's interest in DNage consists of two phases. The first phase entails a dilution of Pharming's interest in DNage to 51% and the issuance of 5,000,000 Shares to the Former Shareholders, in return for a settlement with the Former Shareholders of the milestone obligations which Pharming agreed to pay to the Former Shareholders upon the acquisition by Pharming of DNage in 2006. The second phase consists of seeking re-financing of DNage by issuing new DNage shares to third party Private Equity and/or Venture Capital investors. Mr. Strijker, Pharming's former Chief Commercial Officer, leads the Spin Off process on behalf of DNage. For a detailed description of the Spin Off, see Chapter 4 "Operating and Financial Review – Prodarsan and Other DNage Activities – Spin Off" of the Registration Document.

To further limit cash outflows, the Company may seek to renegotiate terms and conditions of the Bonds or settle the outstanding Bonds through payment in Shares or partial payment in both cash and Shares. The outcome of such negotiations is dependent on the interest of the Bondholders in such a transaction.

## 6. DILUTION

Investors will face significant dilution as a result of the issuance of the New Shares. The dilution and other consequences resulting from the anti-dilution provisions applicable to Former Bondholders and Private Bondholders are described below and assume completion of the Private Placement raising €12 million of gross proceeds.

1. The issued and outstanding share capital of Pharming will be increased with 100 million New Shares to 263,637,807 Shares pursuant to the Private Placement.
2. Pharming is required to issue 8,809,890 Shares to the Former Bondholders, in addition to the 400,466 Shares which must be issued to the Former Bondholders as a result of the issuances of Shares to the Private Bondholders pursuant to a conversion of their Private Bonds at conversions prices below the applicable Threshold Price. The Threshold Price will be adjusted downward to €0.383.
3. The maximum conversion price (Fixed Price) of the Private Bonds will be reduced to €0.12.
4. The number of Warrants will be increased by 125% of the difference between (1) the outstanding principal amount of the Private Bonds of €4.6 million divided by €0.12 and (2) the outstanding principal amount of the Private Bonds of €4.6 million divided by €0.40, or 33,541,666 additional Warrants with an exercise price of €0.12. The exercise price of all outstanding Warrants shall be reduced to €0.12. The exercise price will be settled by means of a cashless exercise. Reference is made to Chapter 6 "Description of Share Capital and Corporate Governance – Share Capital – Warrants" in the Registration Document and below for illustrative examples of cashless exercise.
5. The conversion price of the Bonds will be reduced to €2.04.

The following table sets forth the information about the issued share capital including the outstanding options, convertible bonds and warrants granted or issued by Pharming as of the date of this Security Note and as of the date following completion of the Private Placement, assuming gross proceeds from the Private Placement of €12 million and the issuance of 9,210,356 Shares to the Former Bondholders (as indicated under 2 above).

	At the date of this Security Note	Upon completion of the Private Placement
Shares	163,637,807 <sup>1</sup>	272,447,697
Options	6,256,388 <sup>2</sup>	6,256,388
Convertible bonds 2007 (Bonds)	4,128,789 <sup>3</sup>	5,345,298 <sup>6</sup>
Convertible bonds 2010 (Private Bonds)	16,140,351 <sup>4</sup>	38,333,333 <sup>7</sup>
LTIP	1,957,500	1,957,500
Warrants	25,204,476 <sup>5</sup>	58,746,142 <sup>8</sup>

<sup>1</sup> Upon completion of the DNage Settlement the number of Shares will increase with 5,000,000 Shares. In this respect, reference is made to Chapter 4 "Operating and Financial Review – Prodarsan and Other DNage Activities – Spin Off" in the Registration Document.

<sup>2</sup> The options to be granted to employees for 2010 are not included in this table.

<sup>3</sup> As if converted based on a conversion price of €2.64.

- <sup>4</sup> As if converted based on based on a Market Price of €0.30 times 0.95. The actual conversion prices are subject to adjustment (see Chapter 6 "Description of Share Capital and Corporate Governance – Share Capital – Convertible Bonds – Private Bonds" in the Registration Document).
- <sup>5</sup> The exercise prices are subject to adjustment and are settled by means of a cashless exercise (see Chapter 6 "Description of Share Capital and Corporate Governance – Share Capital – Convertible Bonds – Warrants" and "Anti-Dilution Rights" in the Registration Document).
- <sup>6</sup> As if converted based on a conversion price of €2.04.
- <sup>7</sup> As if converted based on a conversion price of €0.12.
- <sup>8</sup> Calculated on the basis of the formula mentioned above under 4 above the table.

Illustrative example:

The following table provides an example of the number of Shares that should be issued if the current outstanding Warrants would be exercised and the VWAP on the trading day immediately preceding the date of exercise is €0.15:

<b>Number of Warrants outstanding</b> following the Private Placement (subject to anti-dilution provisions as explained in the Registration Document)	<b>Exercise price of Warrants</b> following the Private Placement (subject to anti-dilution provisions as explained in the Registration Document)	<b>Number of shares</b> to be issued if Warrants would be exercised and the VWAP on the trading day immediately preceding the date of exercise is <b>€0.15 (example)</b>
58,746,142	0.12	11,749,228

## 7. SELLING RESTRICTIONS

### General

Receipt of this Security Note will not constitute an offer of the New Shares. This Security Note will be sent for information purposes only and should not be copied or redistributed. If an investor receives a copy of this Security Note, such investor may not treat this Security Note as constituting an invitation or offer to the investor of the New Shares being offered in the Private Placement. Accordingly, if an investor receives a copy of this Security Note or any other offering materials or advertisements the investor should not distribute or send the same, to any person, in or into any jurisdiction where to do so would or might contravene local securities laws or regulations. If an investor forwards this Security Note or any other offering materials or advertisements into any such territories (whether under a contractual or legal obligation or otherwise), such investor should draw the recipient's attention to the contents of this section.

The information set out in this section is intended as a general guideline only. Investors that are in any doubt as to whether they are eligible to subscribe for the New Shares should consult their professional adviser without delay.

### European Economic Area

In relation to each member state of the European Economic Area which has implemented Directive 2003/71/EC (each, a "Relevant Member State"), with effect from and including the date on which Directive 2003/71/EC was implemented in that Relevant Member State (the "Relevant Implementation Date") no New Shares have been offered or will be offered pursuant to the Private Placement to the public in that Relevant Member State, except that with effect from and including the Relevant Implementation Date, offers of New Shares may be made to the public in that Relevant Member State at any time:

- to legal entities which are authorised or regulated to operate in the financial markets or, if not so authorised or regulated, whose corporate purpose is solely to invest in securities;
- to any legal entity which has two or more of (i) an average of at least 250 employees during the last financial year; (ii) a total balance sheet of more than €43.0 million; and (iii) an annual turnover of more than €50.0 million as shown in its last annual or consolidated accounts;
- to fewer than 100 natural or legal persons (other than qualified investors as defined in Directive 2003/71/EC); or
- in any other circumstances that do not require the publication by Pharming of a prospectus pursuant to Article 3 of Directive 2003/71/EC;

provided that no such offer of New Shares shall result in a requirement for the publication of a prospectus pursuant to Article 3 of Directive 2003/71/EC or any measure implementing Directive 2003/71/EC in a Relevant Member State and each person who initially acquires any New Shares or to whom any offer is made under the Private Placement will, unless under bullet point three above, be deemed to have represented, acknowledged and agreed that it is a "qualified investor", within the meaning of Article 2(1)(e) of Directive 2003/71/EC.

For the purpose of the expression an "offer of any New Shares to the public" in relation to any New Shares in any Relevant Member State means the communication in any form and by any means of sufficient information on the terms of the offering of any New Shares so as to enable an investor to decide to purchase any New Shares, as the same may be varied in that Relevant Member State by any measure implementing Directive 2003/71/EC in that Relevant Member State.

In the case of any New Shares being offered to a financial intermediary as that term is used in Article 3(2) of Directive 2003/71/EC, such financial intermediary will also be deemed to have represented, acknowledged and agreed that the New Shares acquired by it in the Private Placement have not been acquired on a non-discretionary basis on behalf of, nor have they been acquired with a view to their offer or resale to persons in circumstances which may give rise to an offer of any New Shares to the public other than their offer or resale in a Relevant Member State to qualified investors as so defined. Pharming will rely upon the truth and accuracy of the foregoing representation, acknowledgement and agreement. Notwithstanding the above, a person who is not a qualified investor and who has notified Pharming of such fact in writing may, with the consent of Pharming, be permitted to subscribe for or purchase New Shares in the Private Placement.

## **United States**

Except as set forth below, this Security Note is not to be sent or given to any person within the United States. The New Shares are not being, and will not be, registered under the Securities Act, for the purposes of sales outside of the United States.

Accordingly, this Security Note does not and will not constitute, or form part of, any offer or invitation to sell or issue, or any solicitation of any offer to purchase or acquire any New Shares to any person with a registered address in or located in the United States. Notwithstanding the foregoing, the Company reserves the right to offer the New Shares in the United States in transactions exempt from, or not subject to, the registration requirements under the Securities Act.

Except as set forth below, the New Shares will be distributed, offered or sold, as the case may be, outside the United States in offshore transactions within the meaning of, and in accordance with, Regulation S under the Securities Act.

Each person to which the New Shares are distributed, offered or sold outside the United States will be deemed by its subscription for, or purchase of, the New Shares to have represented and agreed, on its behalf and on behalf of any investor accounts for which it is subscribing or purchasing the New Shares, as the case may be, that:

- (i) it is acquiring the New Shares from the Company in an "offshore transaction" as defined in Regulation S under the Securities Act; and
- (ii) the New Shares have not been offered to it by means of any "directed selling efforts" as defined in Regulation S under the Securities Act.

Each investor acknowledges that the Company will rely upon the truth and accuracy of the foregoing representations and agreements, and agrees that if any of the representations and agreements deemed to have been made by such investor by its subscription for, or purchase of, the New Shares, as the case may be, are no longer accurate, it shall promptly notify the Company. If an investor is subscribing for, or purchasing, the New Shares as a fiduciary or agent for one or more investor accounts, such investor represents that it has sole investment discretion with respect to each such account and full power to make the foregoing representations and agreements on behalf of each such account. Each investor further understands that no public offering has been conducted in the Netherlands or any other jurisdiction in respect of the New Shares.

Notwithstanding the foregoing, New Shares may be offered to and acquired by a limited number of persons in the United States who are reasonably believed to be "accredited investors" and QIBs pursuant to an available exemption from registration under the Securities Act. Any persons in the United States to whom New Shares are offered and by whom New Shares are acquired will be required to make certain representations, warranties, covenants and acknowledgements in the subscription agreement in order to participate in the Private Placement. Such warranties will include, among others, warranties as to the fact that the purchaser (a) is an "accredited investor" (b) is a QIB and (c) is acquiring the New Shares as

principal for its own account and not with a view to or for distributing or reselling such New Shares or any portion thereof, without prejudice, however, to its right at all times to sell or otherwise dispose of all or any part of such New Shares in compliance with applicable United States federal and state securities laws.

Until 40 days after the commencement of the Private Placement (being the date of this Security Note), an offer, sale or transfer of the New Shares within the United States by any dealer (whether or not participating in the Private Placement) may violate the registration requirements of the Securities Act.

Each investor acknowledges that it will not resell the New Shares absent registration or an available exemption or from registration under the Securities Act.

### **United Kingdom**

This Security Note is for distribution only to persons who (i) have professional experience in matters relating to investments falling within Article 19(5) of the Financial Services and Markets Act 2000 (Financial Promotion) Order 2005 (as amended, the “Financial Promotion Order”), (ii) are persons falling within Article 49(2)(a) to (d) (“high net worth companies, unincorporated associations etc”) of the Financial Promotion Order, (iii) are outside the United Kingdom, or (iv) are persons to whom an invitation or inducement to engage in investment activity (within the meaning of section 21 of the Financial Services and Markets Act 2000, as amended,) in connection with the issue or sale of any New Shares may otherwise lawfully be communicated or caused to be communicated (for the purpose of this paragraph, all such persons together “relevant persons”). This Security Note is directed only at relevant persons and must not be acted on or relied on by persons who are not relevant persons. Any investment or investment activity to which this Security Note relates is available only to relevant persons and will be engaged in only with relevant persons.

### **New Hampshire**

NEITHER THE FACT THAT A REGISTRATION STATEMENT OR AN APPLICATION FOR A LICENSE HAS BEEN FILED UNDER RSA 421-B WITH THE STATE OF NEW HAMPSHIRE NOR THE FACT THAT A SECURITY IS EFFECTIVELY REGISTERED OR A PERSON IS LICENSED IN THE STATE OF NEW HAMPSHIRE CONSTITUTES A FINDING BY THE SECRETARY OF STATE OF THE STATE OF NEW HAMPSHIRE THAT ANY DOCUMENT FILED UNDER RSA 421-B IS TRUE, COMPLETE AND NOT MISLEADING. NEITHER ANY SUCH FACT NOR THE FACT THAT AN EXEMPTION OR EXCEPTION IS AVAILABLE FOR A SECURITY OR A TRANSACTION MEANS THAT THE SECRETARY OF STATE OF THE STATE OF NEW HAMPSHIRE HAS PASSED IN ANY WAY UPON THE MERITS OR QUALIFICATIONS OF, OR RECOMMENDED OR GIVEN APPROVAL TO, ANY PERSON, SECURITY OR TRANSACTION. IT IS UNLAWFUL TO MAKE, OR CAUSE TO BE MADE, TO ANY PROSPECTIVE PURCHASER CUSTOMER OR CLIENT ANY REPRESENTATION INCONSISTENT WITH THE PROVISIONS OF THIS PARAGRAPH.

## 8. DESCRIPTION OF SHARE CAPITAL

### General

Pharming's business was commenced by a company incorporated under Dutch law as a private company with limited liability (*besloten vennootschap met beperkte aansprakelijkheid*), by deed executed on 11 November 1988 under the name GENFARM B.V. GENFARM B.V. was ultimately renamed to Pharming Group B.V. On 29 May 1997 Pharming was converted from a private company with limited liability (*besloten vennootschap met beperkte aansprakelijkheid*) into a public company with limited liability (*naamloze vennootschap*). Pharming trades under the name Pharming and is registered with the Chamber of Commerce of The Hague under number 28048592. The corporate seat of the Company is in Leiden, the Netherlands. The Articles of Association were last amended on 1 April 2010 before Mr D.F.M.M. Zaman, civil law notary in the Netherlands.

Set out below is an overview of the share capital and certain rights of holders of Shares. The summary does not purport to give a complete overview and should be read in conjunction with the Articles of Association, together with relevant provisions of Dutch law, and does not constitute legal advice regarding these matters and should not be considered as such.

### Share Capital

#### ***Authorised and Issued Share Capital***

At the date of this Security Note, the authorised share capital of Pharming amounts to €16 million, divided into 400 million ordinary shares, with a nominal value of €0.04 each. There are currently 163,637,807 ordinary shares (in this Security Note referred to as Shares) issued and outstanding.

#### ***Form and Trading of Shares***

Shares are either in registered form (*aandelen op naam*) or in bearer form (*aandelen aan toonder*). The Shares in bearer form are embodied in one global certificate and are traded through the book-entry facilities of Euroclear Netherlands. No share certificates are issued. The Company is responsible for keeping a shareholders' register.

#### **Summary of the Articles of Association**

The following description summarises certain provisions of the Articles of Association, as currently in force. This summary does not purport to be complete, and is subject to, and qualified in its entirety by reference to the Articles of Association, as well as to the relevant provisions of Dutch law

#### ***Right of Attendance and Voting Rights***

With respect to the right to attend general meetings of shareholders and the right to exercise voting rights in such meetings, the Company shall consider as shareholders holders of Shares named in a written statement of a financial institution in which statement the financial institution states (i) the number of Shares held by such shareholder (ii) that the Shares form part of the collective depot of such financial institution, (iii) that the shareholder named in the statement is a participant in the collective depot to the extent of the number of Shares stated and (iv) that the shareholder named in the statement shall keep such capacity at least until after the meeting, provided that this statement is deposited at the offices of the Company prior to the meeting. The convocation notice for a general meeting of shareholders shall state the date on which the statement must ultimately be deposited. Subject date cannot be a date prior to the seventh day prior to the date of the meeting.

The Management Board is authorised for an indefinite period of time to set, at its option, a registration date as referred to in article 2:119 of the Netherlands Civil Code ("Registration Date"), not earlier than thirty days before the day of the meeting. If the Management Board has determined a Registration Date, the statement of the financial institution referred to above shall only have to include that the Shares mentioned in the statement formed part of the collective depot of the financial institution involved at the Registration Date and that the person mentioned in the statement was a participant in that collective depot at the Registration Date for the number of Shares mentioned.

Holders of registered Shares that do not form part of a *girodepot* or collective depot must inform the Company in writing of their intention to attend the general meeting of shareholders at the place referred to in the convocation notice, at the latest seven days prior to the date of the meeting. Unless a Registration Date has been determined, they can exercise the rights in question at the meeting only in respect of registered Shares which are registered in their names both on the day referred to above and on the day of the meeting.

Those entitled to attend general meetings of shareholders shall only be authorised to attend and to address the general meetings of shareholders, either in person or by proxy authorised in writing, if they have announced to the Management Board in writing at least four days prior to the meeting, that they intend to attend the meeting in person, or that they shall be represented by proxy. The convocation notice shall state such requirement.

Each Share confers the right to cast one vote.

### ***Dividends***

The Company may distribute dividends only in so far as its shareholders' equity exceeds the amount of its paid-up and called-in capital increased by the reserves which are required to be maintained pursuant to Netherlands company law. Under the Articles of Association, the Management Board, subject to the approval of the Supervisory Board, may annually determine to set aside as reserves part or all of the distributable profit of the Company with respect to the preceding financial year. To the extent that the annual profit has not been reserved, it will be distributed as a dividend on the Shares. Upon receipt of a proposal from the Management Board, which has been approved by the Supervisory Board, the general meeting of shareholders may resolve to make a dividend payment in whole or in part in Shares instead of in cash.

At a general meeting of shareholders, the shareholders may also resolve to make payments out of the distributable reserves of the Company upon receipt of a proposal thereto from the Management Board, which is subject to approval by the Supervisory Board.

The Management Board may, upon the approval of the Supervisory Board, distribute interim dividends.

The right of any shareholder to receive dividends shall be terminated if such dividends are not claimed within five years from the date on which this dividend became payable.

Pursuant to the terms and conditions of the Private Bonds, until (i) Pharming enters into a commercialisation agreement for Rhucin pursuant to which it receives a substantial (undisclosed) upfront payment or (ii) less than 50% of the Private Bonds are outstanding, Pharming is prohibited to pay dividends.

### ***Amendment of the Articles of Association, Dissolution and Liquidation***

A resolution of the general meeting of shareholders to amend the Articles of Association or to dissolve the Company may only be adopted upon a proposal of the Management Board which has been approved by the Supervisory Board.

In the event of dissolution of the Company pursuant to a resolution of the general meeting of shareholders, the members of the Management Board will be responsible for the liquidation of the business of the Company and the Supervisory Board will be responsible for supervision thereof.

In the event of the dissolution and liquidation of the Company, the assets remaining after payment of all debts and liquidation expenses will be distributed pro rata (based on the nominal amount of the Shares held) to the holders of Shares.

### ***Issuance of Shares and Rights to Subscribe for Shares***

The Management Board has the authority to issue Shares or grant rights to subscribe for Shares if and insofar as the Management Board has been designated by the general meeting of shareholders as the authorised corporate body for this purpose and subject to the approval of the Supervisory Board. Such a designation may be effective for a specified period of up to five years and may be renewed for additional periods not exceeding five years. As per 27 May 2010, the Management Board has been granted such a designation concerning all the authorised and issued share capital of the Company until 27 May 2011. This period may be extended by an amendment of the Articles of Association, or by a resolution of the general meeting of shareholders for a period not exceeding five years in each case.

Upon expiration of this authority of the Management Board, the issuance of Shares or the granting of rights to subscribe for Shares shall require a resolution of the general meeting of shareholders (unless another corporate body has been designated by the general meeting of shareholders). A resolution by the general meeting of shareholders to issue Shares or to grant rights to subscribe for Shares or to designate another corporate body as being competent to do so may only be adopted upon a proposal of the Management Board, which proposal is subject to the approval of the Supervisory Board.

### ***Pre-emptive Rights***

Under the Articles of Association, each holder of Shares generally has a pre-emptive right to subscribe to its pro rata portion of any issue of Shares or grant of rights to subscribe for Shares, except for certain issuances to employees and issuances for non-cash consideration. The Management Board has the authority to restrict or exclude the rights of pre-emption for a period not exceeding five years, if and insofar as the Management Board has been designated by the general meeting of shareholders as the authorised corporate body for this purpose and subject to the approval of the Supervisory Board. As per 27 May 2010 the Management Board has been granted such authorisation until 27 May 2011. This period may be extended by an amendment of the Articles of Association, or by a resolution of the general meeting of shareholders for a period not exceeding five years in each case.

Upon expiration of this authority of the Management Board, the right to restrict or exclude pre-emptive rights shall require a resolution of the general meeting of shareholders (unless another corporate body has been designated by the general meeting of shareholders). A resolution by the general meeting of shareholders to restrict or exclude pre-emptive rights or to designate another corporate body as being competent to do so may only be adopted upon a proposal of the Management Board, which proposal is subject to the approval of the Supervisory Board.

### ***Reduction of Share Capital***

Upon a proposal by the Management Board, which has been approved by the Supervisory Board, the general meeting of shareholders may reduce the issued share capital of the Company by cancellation of Shares held by the Company or by reducing the nominal value of Shares, subject to certain statutory provisions.

## **Acquisition of Shares by the Company**

Subject to the authorisation of the general meeting of shareholders and the approval of the Supervisory Board and subject to certain conditions imposed by Dutch company law, the Company may acquire fully paid-up Shares in its own share capital for consideration if: (i) the shareholders' equity of the Company less the acquisition price of such Shares is not less than the sum of the Company's paid-up and called-up share capital and the reserves which must be maintained in accordance with Dutch law; and (ii) the aggregate nominal value of Shares to be acquired and Shares already held by the Company or pledged for the benefit of the Company, or which are held by a subsidiary of the Company, does not exceed one-half of the Company's issued share capital.

As per 27 May 2010, the Management Board has been granted such authorisation until 27 May 2011.

No voting rights may be exercised on Shares held by the Company. The Management Board may decide to transfer such Shares. The shareholders of the Company do not have a pre-emptive right on such transfers.

## **Dividend Policy**

Pharming currently intends to retain future earnings, if any, to finance the growth and development of its business. As a result, the Company does not anticipate paying any dividends for the foreseeable future.

Pharming's dividend policy will, however, be reviewed from time to time and payment of any future dividends will be effectively at the discretion of the Management Board, subject to approval of the Supervisory Board, after taking into account various factors including Pharming's business prospects, cash requirements, financial performance and the requirements of Dutch law. Under Dutch law, payment of dividends may be made only if the shareholders' equity exceeds the sum of the called up and paid-in share capital plus the reserves required to be maintained by law and by the Articles of Association.

With respect to the restriction to pay dividends included in the terms and conditions of the Private Bonds, reference is made to the section "Dividends" above.

## **Obligations of Shareholders to Make a Public Offer**

The European Directive on Takeover Bids (2004/25/EC) has been implemented in Dutch legislation in the AFS. Pursuant to the AFS, a shareholder who has acquired 30% of the Shares or of voting rights attached to the Shares has the obligation to launch a public offer for all Shares and depositary receipts issued for shares (if any). The legislation also applies to persons acting in concert who jointly acquire substantial control.

## **Squeeze Out Procedures**

A shareholder who for his own account holds at least 95% of Pharming's issued capital may institute proceedings against Pharming's other shareholders jointly for the transfer of their shares to the claimant. The proceedings are held before the Enterprise Chamber of the Amsterdam Court of Appeal (*Ondernemingskamer van het Gerechtshof te Amsterdam*, the "Enterprise Chamber") and can be instituted by means of a writ of summons served upon each of the minority shareholders in accordance with the provisions of the Dutch Code of Civil Procedure (*Wetboek van Burgerlijke Rechtsvordering*). The Enterprise Chamber may grant the claim for squeeze out in relation to all minority shareholders and will determine the price to be paid for the shares, if necessary upon advice of one or more experts.

An offeror under a public offer is also entitled to start such a squeeze out procedure before the Enterprise Chamber within three months after the offer period, if following the public offer he holds at least 95% of the shares (or class of shares) to which the offer relates, representing at least 95% of the voting rights carried by the shares to which the offer relates. Where the offer is made on a mandatory basis (as

described above), the offer price is in principle deemed to be a reasonable price, which has to be accepted by minority shareholders. Where the offer is made on a voluntary basis, the offer price is considered reasonable if the offeror has acquired at least 90% of the shares (or class of shares) to which the offer relates. The Enterprise Chamber, however, may instruct one or more experts to determine the price.

Following a public offer, each remaining minority shareholder is entitled to demand a sale of its shares to the offeror if the offeror has acquired at least 95% of the shares (or class of shares) to which the offer relates, representing at least 95% of the voting rights carried by those shares. The same rules as for squeeze out proceedings initiated by the offeror apply to the determination of the price.

## 9. TAXATION

*The following is a general summary and the tax consequences as described here may not apply to a holder of New Shares. Any potential investor should consult his own tax adviser for more information about the tax consequences of acquiring, owning and disposing of New Shares in his particular circumstances.*

### **Dutch taxation**

This taxation summary solely addresses the principal Dutch tax consequences of the acquisition, ownership and disposal of New Shares. It does not consider every aspect of taxation that may be relevant to a particular Holder of New Shares under special circumstances or who is subject to special treatment under applicable law. Where in this summary English terms and expressions are used to refer to Dutch concepts, the meaning to be attributed to such terms and expressions shall be the meaning to be attributed to the equivalent Dutch concepts under Dutch tax law. This summary also assumes that Pharming is organised, and that its business will be conducted, in the manner outlined in this Security Note. A change to such organisational structure or to the manner in which Pharming conducts its business may invalidate the contents of this summary, which will not be updated to reflect any such change.

This summary is based on the tax law of the Netherlands (unpublished case law not included) as it stands at the date of this Security Note. The law upon which this summary is based is subject to change, perhaps with retroactive effect. Any such change may invalidate the contents of this summary, which will not be updated to reflect such change.

Where in this Dutch taxation paragraph reference is made to a "Holder of New Shares", that concept includes, without limitation:

1. an owner of one or more New Shares who in addition to the title to such New Shares, has an economic interest in such New Shares;
2. a person who or an entity that holds the entire economic interest in one or more New Shares;
3. a person who or an entity that holds an interest in an entity, such as a partnership or a mutual fund, that is transparent for Dutch tax purposes, the assets of which comprise one or more New Shares, within the meaning of 1. or 2. above; or
4. a person who is deemed to hold an interest in New Shares, as referred to under 1. to 3., pursuant to the attribution rules of article 2.14a, of the Dutch Income Tax Act 2001 (*Wet inkomstenbelasting 2001*), with respect to property that has been segregated, for instance in a trust or a foundation.

### ***Taxes on income and capital gains***

#### **Resident Holders of New Shares**

##### *General*

The summary set out in this section "Taxes on income and capital gains - Resident Holders of New Shares" applies only to a Holder of New Shares who is a "Dutch Individual" or a "Dutch Corporate Entity".

For the purposes of this section, a Holder of New Shares is a "Dutch Individual" if it satisfies the following tests:

- a. he is an individual;

- b. he is resident, or deemed to be resident, in the Netherlands for Dutch income tax purposes, or he has elected to be treated as a resident of the Netherlands for Dutch income tax purposes;
- c. his New Shares and any benefits derived or deemed to be derived therefrom have no connection with his past, present or future employment, if any; and
- d. his New Shares do not form part of a substantial interest (*aanmerkelijk belang*) or a deemed substantial interest in Pharming within the meaning of Chapter 4 of the Dutch Income Tax Act 2001 (*Wet inkomstenbelasting 2001*).

Generally, if a person holds an interest in Pharming, such interest forms part of a substantial interest, or a deemed substantial interest, in Pharming if any one or more of the following circumstances is present:

- 1. Such person – either alone or, in the case of an individual, together with his partner (*partner*), if any – owns, or pursuant to article 2.14a, of the Dutch Income Tax Act 2001 (*Wet inkomstenbelasting 2001*) is deemed to own, directly or indirectly, either a number of shares representing five per cent. or more of Pharming's total issued and outstanding capital (or the issued and outstanding capital of any class of shares), or rights to acquire, directly or indirectly, shares, whether or not already issued, representing five per cent. or more of Pharming's total issued and outstanding capital (or the issued and outstanding capital of any class of shares), or profit participating certificates (*winstbewijzen*) relating to five per cent. or more of Pharming's annual profit or to five per cent. or more of Pharming's liquidation proceeds.
- 2. Such person's shares, profit participating certificates or rights to acquire shares in Pharming have been acquired by him or are deemed to have been acquired by him under a non-recognition provision.
- 3. Such person's partner or any of his relatives by blood or by marriage in the direct line (including foster-children) or of those of his partner has a substantial interest (as described under 1. and 2. above) in Pharming.

A person who is entitled to the benefits from shares or profit participating certificates (for instance a holder of a right of usufruct) is deemed to be a holder of shares or profit participating certificates, as the case may be, and such person's entitlement to such benefits is considered a share or a profit participating certificate, as the case may be.

If a Holder of New Shares is an individual and if he satisfies test b., but does not satisfy test c. and/or test d., his Dutch income tax position is not discussed in this Security Note. If a Holder of New Shares is an individual who does not satisfy test b., please refer to the section "Taxes on income and capital gains – Non-resident Holders of New Shares".

For the purposes of this section a Holder of New Shares is a "Dutch Corporate Entity" if it satisfies the following tests:

- i. it is a corporate entity (*lichaam*), including an association that is taxable as a corporate entity, that is subject to Dutch corporation tax in respect of benefits derived from its New Shares;
- ii. it is resident, or deemed to be resident, in the Netherlands for Dutch corporation tax purposes;
- iii. it is not an entity that, although in principle subject to Dutch corporation tax, is, in whole or in part, specifically exempt from that tax; and
- iv. it is not an investment institution (*beleggingsinstelling*) as defined in article 28 of the Dutch Corporation Tax Act 1969 (*Wet op de vennootschapsbelasting 1969*).

If a Holder of New Shares is not an individual and if it does not satisfy any one or more of these tests, with the exception of test ii., its Dutch corporation tax position is not discussed in this Security Note. If a Holder of New Shares is not an individual that does not satisfy test ii., please refer to the section "Taxes on income and capital gains – Non-resident Holders of New Shares".

#### *Dutch Individuals deriving profits or deemed to be deriving profits from an enterprise*

Any benefits derived or deemed to be derived by a Dutch Individual from New Shares, including any capital gain realised on the disposal of such New Shares, that are attributable to an enterprise from which such Dutch Individual derives profits, whether as an entrepreneur (*ondernemer*) or pursuant to a co-entitlement to the net value of an enterprise, other than as a shareholder, are generally subject to Dutch income tax at progressive rates.

#### *Dutch Individuals deriving benefits from miscellaneous activities*

Any benefits derived or deemed to be derived by a Dutch Individual from New Shares, including any gain realised on the disposal of such New Shares, that constitute benefits from miscellaneous activities (*resultaat uit overige werkzaamheden*), are generally subject to Dutch income tax at progressive rates.

A Dutch Individual may, *inter alia*, derive, or be deemed to derive, benefits from New Shares that are taxable as benefits from miscellaneous activities in the following circumstances:

- a. if his investment activities go beyond the activities of an active portfolio investor, for instance in the case of use of insider knowledge (*voorkennis*) or comparable forms of special knowledge; or
- b. if any benefits to be derived from his New Shares, whether held directly or indirectly, are intended, in whole or in part, as remuneration for activities performed by him or by a person who is a connected person to him as meant by article 3.92b, paragraph 5, of the Dutch Income Tax Act 2001 (*Wet inkomstenbelasting 2001*).

#### *Other Dutch Individuals*

If a Holder of New Shares is a Dutch Individual whose situation has not been discussed before in this section "Taxes on income and capital gains – Resident Holders of New Shares", benefits from his New Shares are taxed annually as a benefit from savings and investments (*voordeel uit sparen en beleggen*). Such benefit is deemed to be 4 per cent. per annum of the average of his "yield basis" (*rendementsgrondslag*) at the beginning and at the end of the year, to the extent that such average exceeds the "exempt net asset amount" (*heffingvrij vermogen*) for the relevant year. The benefit is taxed at the rate of 30 per cent. The value of his New Shares forms part of his yield basis. Actual benefits derived from his New Shares, including any gain realised on the disposal of such New Shares, are not as such subject to Dutch income tax.

#### *Attribution rule*

Benefits derived or deemed to be derived from certain miscellaneous activities by, and yield basis for benefits from savings and investments of, a child or a foster child who is under eighteen years of age are attributed to the parent who exercises, or to the parents who exercise, authority over the child, irrespective of the country of residence of the child.

#### *Dutch Corporate Entities*

Any benefits derived or deemed to be derived by a Dutch Corporate Entity from New Shares, including any gain realised on the disposal thereof, are generally subject to Dutch corporation tax, except to the extent that the benefits are exempt under the participation exemption as laid down in the Dutch Corporation Tax Act 1969 (*Wet op de Vennootschapsbelasting 1969*).

### **Non-resident Holders of New Shares**

The summary set out in this section "Taxes on income and capital gains – Non-resident Holders of New Shares" applies only to a Holder of New Shares who is a Non-resident Holder of New Shares.

For the purposes of this section, a Holder of New Shares is a "Non-resident Holder of New Shares" if it satisfies the following tests:

- a. it is neither resident, nor deemed to be resident, in the Netherlands for purposes of Dutch income tax or corporation tax, as the case may be, and, if he is an individual, he has not elected to be treated as a resident of the Netherlands for Dutch income tax purposes;
- b. its New Shares and any benefits derived or deemed to be derived from such New Shares have no connection with its past, present or future employment or membership of a management board (*bestuurder*) or a supervisory board (*commissaris*);
- c. its New Shares do not form part of a substantial interest or a deemed substantial interest in Pharming within the meaning of Chapter 4 of the Dutch Income Tax Act 2001 (*Wet inkomstenbelasting 2001*), unless such interest forms part of the assets of an enterprise; and
- d. if it is not an individual, no part of the benefits derived from its New Shares is exempt from Dutch corporation tax under the participation exemption as laid down in the Dutch Corporation Tax Act 1969 (*Wet op de vennootschapsbelasting 1969*).

See the section "Taxes on income and capital gains – Resident Holders of New Shares" for a description of the circumstances under which New Shares form part of a substantial interest or a deemed substantial interest in Pharming.

If a Holder of New Shares satisfies test a., but does not satisfy any one or more of tests b., c., and d., its Dutch income tax position or corporation tax position, as the case may be, is not discussed in this Security Note.

A Non-resident Holder of New Shares will not be subject to any Dutch taxes on income or capital gains (other than the dividend withholding tax described below) in respect of any benefits derived or deemed to be derived from its New Shares, including any capital gain realised on the disposal thereof, except if:

1. (i) it derives profits from an enterprise, as an entrepreneur (*ondernemer*) or pursuant to a co-entitlement to the net value of such enterprise, other than as a shareholder, if he is an individual, or other than as a holder of securities, if it is not an individual and (ii) such enterprise is either managed in the Netherlands or carried on, in whole or in part, through a permanent establishment or a permanent representative in the Netherlands, and (iii) its New Shares are attributable to such enterprise; or
2. he is an individual and he derives benefits from New Shares that are taxable as benefits from miscellaneous activities in the Netherlands.

See the section "Taxes on income and capital gains – Resident Holders of New Shares" for a description of the circumstances under which the benefits derived from New Shares may be taxable as benefits from miscellaneous activities, on the understanding that such benefits will be taxable in the Netherlands only if such activities are performed or deemed to be performed in the Netherlands.

#### *Attribution rule*

Benefits derived or deemed to be derived from certain miscellaneous activities by a child or a foster child who is under eighteen years of age are attributed to the parent who exercises, or the parents who exercise, authority over the child, irrespective of the country of residence of the child.

## **Dividend withholding tax**

### **General**

Pharming is generally required to withhold Dutch dividend withholding tax at a rate of 15% from dividends distributed by it.

The concept "dividends distributed by Pharming" as used in this section "Dutch Taxation" includes, but is not limited to, the following:

- distributions in cash or in kind, deemed and constructive distributions and repayments of capital not recognised as paid-in for Dutch dividend withholding tax purposes;
- liquidation proceeds and proceeds of repurchase or redemption of New Shares in excess of the average capital recognised as paid-in for Dutch dividend withholding tax purposes;
- the par value of New Shares issued by Pharming to a Holder of New Shares or an increase of the par value of New Shares, as the case may be, to the extent that it does not appear that a contribution, recognised for Dutch dividend withholding tax purposes, has been made or will be made; and
- partial repayment of capital, recognised as paid-in for Dutch dividend withholding tax purposes, if and to the extent that there are net profits (*zuivere winst*), unless (a) the general meeting of Pharming's shareholders has resolved in advance to make such repayment and (b) the par value of the New Shares concerned has been reduced by an equal amount by way of an amendment to Pharming's articles of association.

### **Dutch Individuals and Dutch Corporate Entities**

A Dutch Individual, other than an individual who is not resident or deemed to be resident in the Netherlands, but who has elected to be treated as a resident of the Netherlands for Dutch income tax purposes, or a Dutch Corporate Entity, can generally credit Dutch dividend withholding tax against his Dutch income tax or its Dutch corporation tax liability, as applicable, and is generally entitled to a refund in the form of a negative assessment of Dutch income tax or Dutch corporation tax, as applicable, insofar as such dividend withholding tax, together with any other creditable domestic and/or foreign taxes, exceeds his aggregate Dutch income tax or its aggregate Dutch corporation tax liability, as applicable.

Pursuant to domestic rules to avoid dividend stripping, Dutch dividend withholding tax will only be creditable by or refundable to the beneficial owner (*uiteindelijk gerechtigde*) of dividends distributed by Pharming. A Holder of New Shares who receives proceeds therefrom shall *not* be recognised as the beneficial owner of such proceeds if, in connection with the receipt of the proceeds, it has given a consideration, in the framework of a composite transaction including, without limitation, the mere acquisition of one or more dividend coupons or the creation of short-term rights of enjoyment of shares (*kortlopende genotsrechten op aandelen*), whereas it may be presumed that (i) such proceeds in whole or in part, directly or indirectly, inure to a person who would not have been entitled to an exemption from, reduction or refund of, or credit for, dividend withholding tax, or who would have been entitled to a smaller reduction or refund of, or credit for, dividend withholding tax than the actual recipient of the proceeds; and (ii) such person acquires or retains, directly or indirectly, an interest in New Shares or similar instruments, comparable to its interest in New Shares prior to the time the composite transaction was first initiated.

An individual who is not resident or deemed to be resident in the Netherlands, but who has elected to be treated as a resident of the Netherlands for Dutch income tax purposes, may be eligible for relief from Dutch dividend withholding tax on the same conditions as an individual who is a Non-resident Holder of New Shares, as discussed below.

See the section "Dividend withholding tax – General" for a description of the concept "dividends distributed by Pharming".

See the section "Taxes on income and capital gains – Resident Holders of New Shares" for a description of the terms Dutch Individual and Dutch Corporate Entity.

### **Non-resident Holders of New Shares**

If a Non-resident Holder of New Shares is resident in the Netherlands Antilles or Aruba or in a country that has concluded a double taxation treaty with the Netherlands, such holder may be eligible for a full or partial relief from the dividend withholding tax, provided such relief is timely and duly claimed. Pursuant to domestic rules to avoid dividend stripping, dividend withholding tax relief will only be available to the beneficial owner of dividends distributed by Pharming. The Dutch tax authorities have taken the position that this beneficial-ownership test can also be applied to deny relief from dividend withholding tax under double tax treaties and the Tax Arrangement for the Kingdom (*Belastingregeling voor het Koninkrijk*).

In addition, a Non-resident Holder of New Shares that is not an individual is entitled to an exemption from dividend withholding tax, provided that the following tests are satisfied:

1. it is, according to the tax law of a Member State of the European Union or a state designated by ministerial decree, that is a party to the Agreement regarding the European Economic Area, resident there and it is not transparent for tax purposes according to the tax law of such state;
2. any one or more of the following threshold conditions are satisfied:
  - a. at the time the dividend is distributed by Pharming, it holds shares representing at least five per cent. of Pharming's nominal paid up capital; or
  - b. it has held shares representing at least five per cent. of Pharming's nominal paid up capital for a continuous period of more than one year at any time during the four years preceding the time the dividend is distributed by Pharming, provided that such period ended after 31 December 2006; or
  - c. it is connected with Pharming within the meaning of article 10a, paragraph 4, of the Dutch Corporation Tax Act 1969 (*Wet op de vennootschapsbelasting 1969*); or
  - d. an entity connected with it within the meaning of article 10a, paragraph 4, of the Dutch Corporation Tax Act 1969 (*Wet op de vennootschapsbelasting 1969*) holds at the time the dividend is distributed by Pharming, New Shares representing at least five per cent. of Pharming's nominal paid up capital;
3. it is not considered to be resident outside the Member States of the European Union or the states designated by ministerial decree, that are a party to the Agreement regarding the European Economic Area, under the terms of a double taxation treaty concluded with a third State; and
4. it does not perform a similar function as an investment institution (*beleggingsinstelling*) as meant by article 6a or article 28 of the Dutch Corporation Tax Act 1969 (*Wet op de vennootschapsbelasting 1969*).

The exemption from dividend withholding tax is not available if pursuant to a provision for the prevention of fraud or abuse included in a double taxation treaty between the Netherlands and the country of residence of the Non-resident Holder of New Shares, such holder would not be entitled to the reduction of tax on dividends provided for by such treaty. Furthermore, the exemption from dividend withholding tax will only be available to the beneficial owner of dividends distributed by Pharming. If a Non-resident Holder of New Shares is resident in a Member State of the European Union with which the Netherlands has concluded a double taxation treaty that provides for a reduction of tax on dividends based on the ownership of the number of voting rights, the test under 2.a. above is also satisfied if such holder owns five per cent. of the voting rights in Pharming.

See the section "Dividend withholding tax – Dutch Individuals and Dutch Corporate Entities" for a description of the term beneficial owner.

See the section "Dividend withholding tax – General" for a description of the concept "dividends distributed by Pharming".

See the section "Taxes on income and capital gains – Non-resident Holders of New Shares" for a description of the term Non-resident Holder of New Shares.

### ***Gift and inheritance taxes***

If a Holder of New Shares disposes of New Shares by way of gift, in form or in substance, or if a Holder of New Shares who is an individual dies, no Dutch gift tax or Dutch inheritance tax, as applicable, will be due, unless:

- (i) the donor is, or the deceased was, resident or deemed to be resident in the Netherlands for purposes of Dutch gift tax or Dutch inheritance tax, as applicable; or
- (ii) the donor made a gift of New Shares, then became a resident or deemed resident of the Netherlands, and died as a resident or deemed resident of the Netherlands within 180 days of the date of the gift.

### ***Other taxes and duties***

No Dutch registration tax, transfer tax, stamp duty or any other similar documentary tax or duty, other than court fees, is payable in the Netherlands by the Holder of New Shares in respect of or in connection with (i) the subscription, issue, placement, allotment, delivery of New Shares, (ii) the delivery and/or enforcement by way of legal proceedings (including the enforcement of any foreign judgment in the courts of the Netherlands) of the documents relating to the issue of New Shares or the performance by Pharming of its obligations under such documents, or (iii) the transfer of New Shares.

## 10. GENERAL INFORMATION

### Available Information

Pharming publishes its annual accounts, accompanied by an annual report and an auditor's report certificate, within four months after the end of each financial year and its half-yearly figures within two months after the end of the first six months of each financial year. In addition, the Company publishes quarterly financial statements.

The annual accounts must be signed by all members of the Management Board and the Supervisory Board. The annual reports (comprising the annual accounts, an annual report and an accountants' certificate) and the half-yearly reports and quarterly reports upon their publication can be inspected by Pharming's shareholders without charge at its head office in Leiden, during regular business hours.

Copies of the annual reports for the years ended 31 December 2007, 2008 and 2009, its (unaudited) report for the three months period ended 31 March 2010, the Articles of Association and the Prospectus may be obtained free of charge for the life of the Registration Document by sending a request in writing to Pharming at its business address: Darwinweg 24, 2333 CR Leiden, the Netherlands and are also available on [www.pharming.com](http://www.pharming.com) for the life of the Registration Document.

The Prospectus will also be available to investors on the website of the AFM at [www.afm.nl](http://www.afm.nl) and through the Euronext Amsterdam website at [www.euronext.com](http://www.euronext.com).

### Corporate Information

Pharming Group N.V. is a public company with limited liability, incorporated on 11 November 1988 under the laws of the Netherlands, and is registered with the Trade Register of the Chamber of Commerce of The Hague under number 28048592 and has its corporate seat in Leiden, the Netherlands. The Company's business address is Darwinweg 24, 2333 CR Leiden, the Netherlands and its website is [www.pharming.com](http://www.pharming.com) and its telephone number is +31 (0)71 5247400.

### Corporate Resolutions

The Management Board, with the approval of the Supervisory Board, will resolve to issue the New Shares and will resolve to exclude the related pre-emptive rights of the existing holders of Shares (see Chapter 8 "Description of Share Capital – Share Capital – Issuance of Shares and Rights to Subscribe for Shares").

### Share Trading Information

The Shares are listed and traded on Euronext Amsterdam and are cleared through the book-entry facilities of Euroclear Netherlands, only. The address of Euroclear Netherlands is: Herengracht 459-469, 1017 BS Amsterdam.

The Shares are traded under the following characteristics:

ISIN Code: NL0000377018

Common Code: 15661178

Amsterdam Security Code: 37701

Euronext Amsterdam Symbol: PHARM

**Paying Agent**

Fortis Bank (Nederland) N.V. is the Paying Agent with respect to the Shares. The address of the Paying Agent is:

Fortis Bank (Nederland) N.V.  
Rokin 55  
1012 KK Amsterdam  
the Netherlands

**Advisors**

Loyens & Loeff N.V. acted as Dutch counsel for Pharming in connection with the issuance of the New Shares.

## **ISSUER**

### **Pharming Group N.V.**

Darwinweg 24  
2333 CR Leiden  
the Netherlands

## **DUTCH COUNSEL TO THE ISSUER**

### **Loyens & Loeff N.V.**

Fred. Roeskestraat 100  
1076 ED Amsterdam  
the Netherlands

## **INDEPENDENT AUDITORS**

### **PricewaterhouseCoopers Accountants N.V.**

Thomas R. Malthusstraat 5  
1066 JR Amsterdam  
the Netherlands