

**Notice to Convene for the Annual General Meeting 2017
of Pharming Group N.V.**

To be held at [Holiday Inn Leiden, Haagse Schouwweg 10, 2332 KG Leiden, the Netherlands](#) and organized by Pharming Group N.V. (the “Company”) on Wednesday, 24 May 2017 at 14:00 hours (CET).

AGENDA

- 1. Opening and announcements**
- 2. Annual Report 2016**
 - a) Explanation of the business, the operations and the results for the year ending on 31 December 2016. (discussion item)
 - b) Explanation of the implementation of the remuneration policy. (discussion item)
 - c) Proposal to adopt the financial statements. (voting item)
 - d) Proposal to discharge the members of the Board of Management for their responsibilities. (voting item)
 - e) Proposal to discharge the members of the Board of Supervisory Directors for their responsibilities. (voting item)
- 3. Composition of the Board of Management**
 - a) Proposal to re-appoint Mr. S. de Vries as member of the Board of Management. (voting item)
 - b) Proposal to re-appoint Mr. B. Giannetti as member of the Board of Management. (voting item)
- 4. Composition of the Board of Supervisory Directors**
 - a) Proposal to re-appoint Mr. J. Ernst as member of the Board of Supervisory Directors. (voting item)
 - b) Proposal to re-appoint Mr. A. de Winter as member of the Board of Supervisory Directors. (voting item)
- 5. Amendment of the Articles of Association**
 - a) Proposal to increase the authorized share capital of the Company by 150,000,000 shares to 950,000,000 shares (voting item)
 - b) Proposal to grant authorization to effect the amendment of the Articles of Association for item 5a. (voting item)
- 6. LTIP schemes 2017 for the Board of Supervisory Directors**

Proposal to grant the 2017 LTIP shares to the Board of Supervisory Directors. (voting item)
- 7. Appointment of the external auditor of the Company**

Proposal to appoint PricewaterhouseCoopers Accountants N.V. as the external auditor of the Company. (voting item)
- 8. Designation of the Board of Management as the Company’s body, authorized to: (i) issue shares, (ii) grant option rights and (iii) restrict or exclude pre-emptive rights**

Proposal to authorize the Board of Management for a period ending on 24 July 2018, effective 24 May 2017, as the body which is authorized, with the approval of the Board of Supervisory Directors, to (i) issue shares, (ii) grant option rights and (iii) to limit or exclude pre-emptive rights. (voting item)

9. Authorization of the Board of Management to repurchase shares in the Company

Proposal to authorize the Board of Management for a period ending on 24 July 2018, effective 24 May 2017, as the body which is authorized, with the approval of the Board of Supervisory Directors, to repurchase not more than 10% of the issued capital, through the stock exchange or otherwise. (voting item)

10. Any other business

11. Closing

The agenda with explanatory notes thereto, the report of the Board of Management, the financial statements, the Articles of Association as they will read after the proposed amendment and other information, are available as of the date hereof for inspection and can be obtained free of charge at the office address of the Company mentioned below and at the Company's website (www.pharming.com).

Agenda items indicated as "proposal" are voting items.

RECORD TIME AND RELEVANT REGISTER

For this meeting, those entitled to vote and/or attend the meeting are those who on 26 April 2017 at 18.00 hours (CET), after processing of all debit entries and transfers (the "Record Time"), are registered in one of the (sub)registers designated by the Board of Management. The sub-register designated for holders of deposit shares (*girale aandelen*) are the registers administered by the intermediaries as referred to in the Section 1 of Securities Giro Transactions Act (the "Intermediary"), indicating who is entitled to such shares at the Record Time. The sub-registers designated for holders of registered shares is the share register of the Company at the Record Time.

HOLDERS OF DEPOSIT SHARES (GIRALE AANDELEN)

A holder of deposit shares who wishes to participate at the meeting must notify ABN AMRO Bank N.V, ("ABN AMRO") via the Intermediary in whose administration his shares are registered on 17 May 2017 at 18.00 hours (CET) at the latest. The Intermediaries must submit to ABN AMRO, no later than on 22 May 2017 at 10.00 hours (CET), a statement via www.abnamro.com/intermediary including the number of shares notified for registration and held by that shareholder at the Record Time. ABN AMRO will send these shareholders a proof of registration ("Admission Ticket") via the relevant Intermediary. Shareholders (or their proxy holder) can be requested at the registration desk of the meeting to show a valid identification document and may be declined access in case such document or proof of registration lacks.

HOLDERS OF NON-TRADED SHARES

A holder of Non-Traded Shares who wishes to participate at the meeting may apply in writing until 17 May 2017 at 18.00 hours (CET) to the Company at the office address of the Company confirming that the number of shares registered in its name were or shall continue to be registered in its name up to and including the Record Time. The acknowledgement of receipt provided will be valid as an attendance card to the meeting.

PROXY AND INSTRUCTION TO VOTE

If shareholders wish to have themselves represented by proxy – without prejudice to the application requirements set forth here above – a power of attorney to that effect must have been received by the Board of Management ultimately on 17 May 2017 at 18.00 hours (CET) at the office address of the Company. Without prejudice to that determined here above as concerns the application, shareholders,

who will not attend the meeting either in person or by proxy, may grant a proxy and instruction to vote to a person to be designated by the Company. Proxy and voting instructions can be given in writing. For the granting of a proxy and instruction to vote, in writing, shareholders are required to use the form, which can be downloaded from the Company's website (www.pharming.com – Shareholders' Meeting). The form completed by the shareholder must have been received by the Company ultimately on 17 May 2017 at 18.00 hours (CET) at the office address of the Company (Darwinweg 24, 2333 CR Leiden, the Netherlands).

Participants will be requested at the registration desk at the meeting to provide their Admission Ticket or the Acknowledgement of Receipt (as applicable) and can be requested to show a valid identification document. Participants may be declined access to the meeting in case proof of registration lacks and/or a valid identification document cannot be presented.

Leiden, the Netherlands, 12 April 2017
Board of Management