

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

Pharming Group N.V. (hereafter the “Company” or “Pharming”) invites its shareholders to the Annual General meeting of Shareholders to be held on Wednesday 19 May 2021 at 16.00 hours (CET) (hereafter also the “AGM”).

Due to the ongoing, extraordinary circumstances of a result of the COVID-19 pandemic, the related health risks and with the health of shareholders and employees in mind, it has been decided to hold a fully virtual meeting, in accordance with the Dutch emergency COVID-legislation. The meeting can be watched via live webcast. Please refer to the section ‘Registration’ at page 2 for more details.

### AGENDA

1. **Opening and announcements**
2. **Annual Report 2020 (*voting and discussion items*)**
  - a) Explanation of the business, the operations and the results for the year ending on 31 December 2020 (*discussion item*)
  - b) Remuneration report for 2020 (*advisory voting item*)
  - c) Corporate Governance (*discussion item*)
  - d) Explanation of the dividend policy (*discussion item*)
  - e) Proposal to adopt the financial statements for 2020 (*voting item*)
  - f) Proposal to discharge the members of the Board of Directors for their responsibilities (*voting item*).
3. **Appointment of new Non-Executive Directors (*voting items*)**

Proposal to appoint, upon binding recommendation of the Board of Directors:

  - a) Jabine van der Meijs;
  - b) Steven Baert; and
  - c) Leonard Kruimer;

as new Non-Executive members of the Board of Directors with immediate effect for a period of four years.
4. **Re-appointment of the Executive Director and CEO (*voting item*)**

Proposal to re-appoint Mr. Sijmen de Vries as Executive member of the Board of Directors, upon binding recommendation of the Board of Directors, with immediate effect for a period of four years.
5. **Re-appointment of the external auditor of the Company (*voting item*)**

Proposal to re-appoint Deloitte Accountants B.V. as the external auditor of the Company for the financial years 2021 and 2022.
6. **Designation of the Board of Directors as the Company’s body, authorized to: (i) issue shares, (ii) grant option rights and (iii) restrict or exclude pre-emptive rights (*voting items*)**
  - 6.1 *general authorization for generic corporate purposes, including share issuances pursuant to staff Equity Incentive plans (excluding the CEO and Non-Executive Directors), for a period of eighteen months up to 10% of the issued share capital;*

6.2 authorization, up to 10% of the issued share capital, for the financing of mergers or acquisitions only.

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

Proposal to authorize the Board of Directors or a period for a period of eighteen months starting on 19 May 2021 as the body which is authorized, to repurchase not more than 10% of the issued capital through the stock exchange or otherwise.

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

**9. Closing**

The agenda with the explanatory notes thereto, the 2020 Annual Report, the financial statements and the other meeting information are available as of the date hereof for inspection and can be obtained free of charge at the office address of the Company shown below and from the Company's website (<https://www.pharming.com/investors/shareholder-meetings>)

**REGISTRATION**

This section sets out the procedure to be followed by shareholders to attend or vote at the Annual General Meeting on 19 May 2021.

Due to the ongoing extraordinary circumstances of the COVID-19 pandemic and with the health of its shareholders and employees in mind, the Board of Directors has decided to hold a virtual meeting, in accordance with the Dutch emergency COVID-legislation.<sup>1</sup> Therefore, our shareholders will not be able to attend the AGM in person, but are invited to follow the AGM through our live webcast. Voting rights on the items on the agenda can only be exercised by submitting a written proxy and voting instructions prior to the AGM, as described below in more detail.

The following sections outline the procedure to be followed for attending and voting at the AGM and for asking questions. The procedures apply mutatis mutandis to those who have statutory meeting rights other than shareholders, such as pledgees with voting rights.

**RECORD TIME AND RELEVANT REGISTER**

For this meeting, only the shareholders who on **21 April 2021 at 18.00 hours (CET)**, after processing of all credit and debit entries and transfers (the "Record Time"), are registered in the registers administered by the intermediaries as referred to in the Section 1 of Securities Giro Transactions Act (each, an "Intermediary"), indicating who is entitled to such shares at the Record Time, are entitled to attend (virtually) and/or to vote by proxy during the meeting.

The sub-register designated for holders of registered shares that are not ordinary deposit shares (*girale aandelen*) is the share register of the Company at the Record Time.

**MEETING REGISTRATION BY HOLDERS OF ORDINARY DEPOSIT SHARES (GIRALE AANDELEN)**

A holder of ordinary listed shares who wishes to participate in the AGM, by using the online webinar facilities, should register via the ABN AMRO online portal using the following link:

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<sup>1</sup> Temporary COVID-19 Justice and Security Act – Stb. 2020, 124.

[www.abnamro.com/evoting](http://www.abnamro.com/evoting). *Please make sure that your registration is completed by 12 May 2021 18.00 hours (CET) at the latest.*

Shareholders who have registered for the AGM in accordance with the foregoing procedure, will receive prior to the AGM an e-mail including a unique link to log-in to the AGM webinar on 19 May, 2021, as of 15.00h CET.

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

### MEETING REGISTRATION BY HOLDERS OF NON-TRADED SHARES

A holder of non-traded shares (i.e., shares that are registered in the share register of the Company and not included in a book-entry trading system) who wishes to participate in the meeting, may apply in writing *until 12 May 2021 at 18.00 hours (CET)* to the Company at the office address of the Company confirming his or her identity and the number of shares registered in his or her name at the Record Time. These shareholders will receive an acknowledgement of receipt ("Acknowledgement of Receipt") and an e-mail including a unique link to log-in to the AGM webinar on 19 May, 2021.

### VOTING

If you wish to cast your vote during the AGM, you are required to submit a proxy prior to the AGM. To do that, we ask you to take the following two steps *by 12 May 2021, 18.00 hours (CET) at the latest*:

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

OR

2. download the proxy form Pharming's website ([www.pharming.com/investors/shareholder-meetings](http://www.pharming.com/investors/shareholder-meetings)), sign it and send the signed proxy, together with either a written confirmation from your intermediary (as defined in the "Wet Giraal Effectenverkeer") confirming that you were a shareholder on the Record Time ("Confirmation of Entitlement"), or your Acknowledgement of Receipt for non-traded shares, to the following e-mail address: [investor@pharming.com](mailto:investor@pharming.com), or to our office address: Darwinweg 24, 2333 CR Leiden, the Netherlands.

### QUESTIONS ON THE AGENDA ITEMS

Shareholders who have registered themselves for the AGM and have voted by proxy, are invited to submit questions regarding the items on the agenda by sending an e-mail, summarizing the questions, to the following address [investor@pharming.com](mailto:investor@pharming.com) *by 17 May 2021 17:30 CET at the latest*.

During the meeting, there will also be a limited possibility for registered shareholders to ask questions related to the items on the agenda by using an online chat function. Details on the related procedure during the meeting will be explained at the start of the AGM.

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

Thereafter, follow-up questions received during the meeting will be addressed. Other questions raised during the AGM will be answered to the extent possible, with a view to the orderly conduct of the meeting.

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

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

**Leiden, the Netherlands, 6 April 2021**

**Board of Directors**