

# Investor Dialogue Policy of

Pharming Group N.V.

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## CHAPTER I. DEFINITIONS

### *Article 1. Definitions*

In this policy the following terms shall have the following meanings:

- **Board:** the board of directors of the Company;
- **Company:** the public limited liability company Pharming Group N.V.;
- **Executive Director:** an executive director of the Board;
- **General Meeting of Shareholders:** the general meeting of shareholders of the Company;
- **Investor Dialogue:** a dialogue between the Company on the one hand and one or more of its investors (including shareholders) on the other hand, taking place outside the General Meeting.
- **Non-Executive Director:** a non-executive director of the Board.

## CHAPTER II. INVESTOR DIALOGUE

### *Article 2. Investor Dialogue*

- 2.1 The Company endorses the importance of dialogue and regular interaction between the Company and its investors (including shareholders). Investors who are shareholders are encouraged to attend and exercise their voting rights at General Meetings. The Board shall provide the General Meeting with information requested by the General Meeting, unless this would be inconsistent with an overriding interest of the Company. If the Board decides not to provide information requested by the General Meeting, they shall communicate the motivation for their decision to the General Meeting.
- 2.2 Circumstances may occur when Investor Dialogue taking place outside a General Meeting, this could be conducive to the interests of the Company and its business. The Company may initiate Investor Dialogue or engage in Investor Dialogue initiated or requested by one or more investors.
- 2.3 Without prejudice to the general rule that the Board shall be guided by the interests of the Company and of the business connected with it in performing their duties, the Company shall be free:
- a. to reject a request for Investor Dialogue;
  - b. to terminate Investor Dialogue at any point in time; and
  - c. not to initiate Investor Dialogue.
- 2.4 In order to enable the Company to assess whether Investor Dialogue initiated or requested by one or more investors could be in the Company's best interests, the Company may request such investor(s) to provide the Company in advance, and in writing, with all relevant information regarding the purpose of the Investor Dialogue so requested (including the topic(s) of such Investor Dialogue), and the views of such investor(s) on the matters to be discussed during such Investor Dialogue.

- 2.5 To the extent possible and practicable, the Company shall be represented by at least one member of the Board (or another individual designated by the Board) in any Investor Dialogue.
- 2.6 The Company may involve its Investor Relations department in any Investor Dialogue, as well as such other officers of the Company and/or advisors as the Company deems appropriate.
- 2.7 The Executive Director(s) shall regularly (and at least annually) inform and consult the Non-Executive Directors on the process and content of any relevant Investor Dialogue.

### **CHAPTER III. OTHER PROVISIONS**

#### *Article 3. Amendments and Deviations*

Pursuant to a resolution to that effect, the Board may amend or supplement this policy and allow temporary deviations from this policy, subject to ongoing compliance with applicable law and stock exchange requirements.

#### *Article 4. Governing law and Jurisdiction*

This policy shall be governed by and shall be construed in accordance with the laws of the Netherlands. Any dispute arising in connection with this policy shall be submitted to the exclusive jurisdiction of the competent court in Amsterdam, the Netherlands.