

Disclosure Committee Charter of

Pharming Group N.V.

1 April 2024

INTRODUCTION

Article 1. Introduction

- 1.1 The Disclosure Committee is appointed by the Board to oversee the Company's disclosure activities and to assist the Board /CEO in fulfilling its responsibilities in this respect.
- 1.2 This Charter governs the organization, decision-making and other internal matters of the Disclosure Committee.
- 1.3 In performing their duties, the Committee Members shall comply with this Charter.
- 1.4 In case of discrepancies between the Insider Trading Code and this Charter, the Insider Trading Code prevails.
- 1.5 This Charter has been approved by the Disclosure Committee in its meeting of 13 March 2024. and by the Board in its meeting of 20 March 2024 with an effective date of 1 April 2024.
- 1.6 This Charter shall be posted on the Company's website.

Article 2. Definitions and Interpretation

- 2.1 The following definitions shall apply in this Charter:
 - **AFS:** The Act on financial supervision (Wet op het financieel toezicht), and the rules promulgated thereunder, as amended from time to time;
 - **Applicable Disclosure Requirements:** the MAR, the AFS, the Nasdaq Disclosure Requirements, the SEC Disclosure Requirements, and other laws and regulations that are applicable to the mandatory disclosure of information by the Company from time to time, but excluding US GAAP, IFRS and other accounting standards;
 - **Audit Committee:** the Company's audit committee, as installed by the Board;
 - **Board:** the Company's board of directors;
 - **Board Rules:** the internal rules of procedure of the Board;
 - **CECO:** the Company's chief ethics & compliance officer;
 - **CEO:** the Company's chief executive officer;
 - **CFO:** the Company's chief financial officer;
 - **Chairperson:** the chairperson of the Disclosure Committee;
 - **Charter:** this charter of the Disclosure Committee
 - **Committee Member:** a member of the Disclosure Committee;
 - **Company:** Pharming Group N.V.;
 - **Compliance Officer:** the compliance officer as defined in the Insider Trading Code;
 - **Disclosure Committee:** the Company's disclosure committee;
 - **Executive Committee:** the Company's executive committee;
 - **Inside Information:** Inside information within the meaning of article 7 of the MAR, being information of a precise nature which is not yet made public, relating to the Company Financial Instruments (as defined in the Insider Trading Code), or to the Company or any affiliated group companies, and which, if it were made public, would be likely to have a significant effect on the price of the aforesaid issued shares or financial instruments;

- **Insider Trading Code:** the Company's internal code on inside information and reporting obligations, as amended from time to time;
 - **MAR:** Regulation (EU) No 596/2014 of the European Parliament and of the Council of 16 April 2014 on market abuse (Market Abuse Regulation), including all legislation promulgated thereunder, as amended from time to time;
 - **Nasdaq Disclosure Requirements:** the requirements of the Nasdaq Stock Exchange on mandatory disclosures and notifications to Nasdaq, as may be issued or amended from time to time; and
 - **SEC Disclosure Requirements:** the requirements of the US Securities and Exchange Commission on mandatory disclosures of information by the Company, including those related to the 20-F and 6-K filings, as may be issued or amended from time to time.
- 2.2** Terms that are defined in the singular have a corresponding meaning in the plural.
- 2.3** Except as otherwise required by law, the terms "written" and "in writing" include the use of electronic means of communication.

CHAPTER I. DISCLOSURE COMMITTEE CHARTER

Article 3. Composition

- 3.1** The Disclosure Committee shall have at least three (3) members.
- 3.2** The members of the Disclosure Committee shall be appointed and dismissed by the Board. All members shall be, or be designated, Permanent Insiders as defined in the Insider Trading Code.
- 3.3** The CEO is the chairperson of the Disclosure Committee.
- 3.4** Membership of the Disclosure Committee is related to the functions held by the members. Accordingly, membership of the Disclosure Committee shall automatically terminate for any Committee Member if the Committee Member is no longer holding the relevant function.

Article 4. Duties and Organization

- 4.1** The Committee shall render support, and shall be able to present recommendations, relating to the following matters:
- a.** the review of all drafts of new or amended disclosures of the quarterly and annual results and financial statements and other financial disclosures, including the related press releases, in preparation for the related meetings of the Audit Committee, but only to the extent required to ensure compliance with the Applicable Disclosure Requirements;
 - b.** monitor material events or other developments within the Company or its subsidiaries that may constitute actual or potential Inside Information and recommend the appropriate actions to ensure compliance by the Company with the Applicable Disclosure Requirements, including the creation or cancellation of project insider lists if deemed appropriate;
 - c.** support the CEO in performing the tasks and duties, and in taking any related decisions, as delegated by the Board to the CEO in the Board Rules, with regard to

- the disclosure of Inside Information, or the delay of disclosure thereof to the extent permitted, in accordance with the Applicable Disclosure Requirements;
- d.** deliver advice and support to the Board, the CEO, the CFO, or the Audit Committee with regard to the execution of the Company's internal policies and guidelines in place from time to time, in respect of the treatment and disclosure of Inside Information, to ensure full compliance by the Company with the Applicable Disclosure Requirements;
 - e.** monitor the Applicable Disclosure Requirements, including trends and other related developments, including benchmarking of the Company's disclosures to those of its peers, submitting recommendations to the Board if deemed appropriate;
 - f.** in accordance with SEC Disclosure Requirements (6-K filing) deliver advice and support to the Board and the CEO regarding the disclosure of any material cyber incident where such disclosure is required in the Netherlands/on the Euronext.
- 4.2** All powers vested in the Disclosure Committee are of an advisory nature only, unless expressly provided otherwise. The Board may confer additional duties and powers on the Disclosure Committee.
- 4.3** This Charter purports to supplement, and shall therefore not be interpreted to affect, modify and/or amend, any of the provisions of the Insider Trading Code, including without limitation the authority, duties, and powers as allocated to the Compliance Officer by the terms thereof. Accordingly, the Compliance Officer shall remain authorized to exercise, at his or her sole discretion, the allocated powers as set forth in the Insider Trading Code, in particular if an (ad hoc or scheduled) meeting of the Disclosure Committee cannot be awaited.
- 4.4** The Board, the CEO, the CFO, and the Audit Committee, respectively, shall provide the Disclosure Committee, both pro-actively and upon request, with all information necessary for the performance of its tasks without undue delay.

Article 5. Meetings and decision-making

- 5.1** The Disclosure Committee shall meet at least monthly to discuss the developments that each Committee Member is aware of in its function or role and that may constitute, or over time become, Inside Information. The meeting schedule shall be aligned with the Company's Financial Calendar, to enable the Disclosure Committee to review all upcoming disclosures and filings of quarterly and annual results and financial statements, as mentioned in article 4.1 sub a., and to submit its conclusions and recommendations to the Audit Committee.
- 5.2** Subject to article 4.3, ad hoc meetings may be convened by each Committee Member without undue delay by electronic means, including e-mail, in case the CEO, the Chairperson or any of the Committee Members becomes aware of actual or potential Inside Information. The convocation shall include the proposed agenda and the relevant documentation and information to be discussed at the meeting, to the extent already available.
- 5.3** Should any Committee Member, other than the Compliance Officer, become aware of actual or potential Inside Information in a time zone outside the Netherlands, as a result of which ad hoc convening of the Disclosure Committee is obstructed, then he or she has

all the powers required to immediately involve others than the Committee Members in order to collect the information related to the relevant matter that may constitute actual or potential Inside Information, in preparation for the decision by the CEO as described in article 4.1 sub c. above. Such Committee Member, however, will undertake all efforts to contact and inform the Compliance Officer as soon as reasonably practicable, in view of the allocated authority, powers and duties as identified in article 4.3.

- 5.4** All meetings of the Disclosure Committee shall be chaired by the Chairperson or, in the Chairperson's absence, by the Committee Member designated by the attending other Committee Members. The Committee Member who acts as substitute for the Chairperson has all powers attributed to the Chairperson in this Charter, to the extent the exercise thereof is reasonably required.
- 5.5** All scheduled meetings of the Disclosure Committee are held subject to the attendance of at least three members (quorum), including the CFO for the review of upcoming disclosures and filings of quarterly and annual results and financial statements. For urgent (ad-hoc) meetings no quorum requirement applies, except for the attendance of either the CFO, CEO or another member of the Executive Committee that has been appointed to the Committee.
- 5.6** The CEO and the Chairman of the Audit Committee hold a standing invitation to attend the meetings of the Disclosure Committee. The CEO will receive a copy of the approved minutes of the meetings of the Disclosure Committee. The Chairperson may invite other officers or employees of the Company with relevant interest and expertise for a review of specific disclosures and/or other support.
- 5.7** The Disclosure Committee is authorized to engage external advisors and consultants for the exercise of its duties at the Company's expense, subject to approval of the Chairperson or the CEO.
- 5.8** Meetings of the Disclosure Committee shall take place at the offices of the Company in the Netherlands, unless the Chairperson decides otherwise. In addition, meetings of the Disclosure Committee can be held through audio- or video-communication facilities, provided that all participants can simultaneously hear one another.
- 5.9** The notice of a meeting of the Disclosure Committee shall be given to the Committee Members in writing or by electronic means (including e-mail).
- 5.10** The Disclosure Committee shall strive for unanimity among the Committee Members with regard to all conclusions and required recommendations. If consensus cannot be reached for conclusions on the qualification of information as Inside Information or the delay of disclosure thereof, subject to article 4.3 hereinabove, the CEO will be notified forthwith by the Chairperson, explaining the conflicting opinions. In such event, the CEO holds the casting vote. If unanimity cannot be reached for other matters, the Chairperson is entitled to decide the matter and the Chairperson's decision shall be binding on the Committee Members.
- 5.11** The minutes of a meeting of the Disclosure Committee shall be adopted in the same or in the next subsequent meeting. Minutes of the matters dealt with at a meeting of the Disclosure Committee shall be sufficient evidence thereof and of the observance of all necessary formalities. Both draft and adopted minutes shall be stored in a secured environment in view of the sensitive nature of the information included therein.

Article 6. Specific provisions on Inside Information

- 6.1** The Disclosure Committee shall keep a written record¹ of the considerations and conclusions as identified in article 4.1 sub b. and c.
- 6.2** In case the Disclosure Committee concludes that a certain event is deemed to constitute actual or potential Inside Information, subject to article 4.3 above, the CEO is notified forthwith by the Chairperson of this conclusion and the recommended approach. The conclusion and recommended approach will be confirmed to the CEO in writing.
- 6.3** The Disclosure Committee shall complete the template provided for in Annex I if the CEO decides to delay the disclosure of Inside Information. The Disclosure Committee shall continuously monitor whether the applicable statutory conditions for such delay, in accordance with the MAR, are still satisfied and monitor the updating of the information in the template.

Article 7. Miscellaneous

- 7.1** The Disclosure Committee annually reports to the Board in respect of the performance of its tasks and duties in the past year.
- 7.2** At least every two years, the Committee shall evaluate its own performance, size, and composition and report to the Board on such evaluation.

Article 8. Amendments and Deviations

- 8.1** Pursuant to a resolution to that effect, the CEO or the Board may amend or supplement this Charter and allow temporary deviations from this Charter, subject to ongoing compliance with applicable law and stock exchange requirements.
- 8.2** The Disclosure Committee shall review and reassess this charter every two years or earlier if required due to regulatory changes and/or business developments and recommend any proposed changes to the Board for their consideration and, if thought fit, for approval.

Article 9. Governing law and Jurisdiction

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

¹ Such written record is in principle to be kept for seven years.

ANNEX I

Information regarding the process of delaying the disclosure of Inside Information

The dates and time when:	
<ul style="list-style-type: none"> the Inside Information first existed within the issuer 	[yyyy-mm-dd; hh:mm CET]
<ul style="list-style-type: none"> the decision to delay the disclosure of Inside Information was made 	[yyyy-mm-dd; hh:mm CET]
<ul style="list-style-type: none"> the issuer is likely to disclose the Inside Information 	[yyyy-mm-dd; hh:mm CET]
The identity of the persons within the issuer responsible for:	
<ul style="list-style-type: none"> deciding about the start of the delay and its likely end 	[●]
<ul style="list-style-type: none"> ensuring the on-going monitoring of the conditions for the delay 	[●]
<ul style="list-style-type: none"> deciding about the public disclosure of the Inside Information 	[●]
<ul style="list-style-type: none"> providing the requested information about the delay and the written explanation to the AFM 	[●]
Identification of the publicly disclosed Inside Information that was subject to delayed disclosure	
<ul style="list-style-type: none"> title of the disclosure statement 	[●]
<ul style="list-style-type: none"> reference number (if assigned by the used dissemination system) 	[●]
<ul style="list-style-type: none"> date and time of the public disclosure of the Inside Information 	[yyyy-mm-dd; hh:mm CET]
<p>Evidence of the initial fulfillment of the conditions for delay and of any change of this fulfilment during the delay period, including:</p> <ul style="list-style-type: none"> the reason for delaying the disclosure (i.e. legitimate interest) the information barriers which have been put in place internally to prevent access to Inside Information by persons other than those who require it for the normal exercise of their employment, profession, or duties within the issuer and with regard to third parties; and the arrangements put in place in cases where the confidentiality is no longer ensured, including the availability of an up-to-date press release. 	[please provide evidence separately]