

**Board Profile of
Pharming Group N.V.**

INTRODUCTION

Article 1. Introduction

- 1.1 This profile sets out the general principles applicable to the size, composition and independence of the Board, with respect to the Non-Executive Directors.
- 1.2 This profile shall be posted on the Website.

Article 2. Definitions

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

- **Article:** an article of this profile;
- **Board:** the board of directors of the Company;
- **Board Rules:** the internal rules of the Board;
- **Company:** the public limited liability company Pharming Group N.V.;
- **Family Member:** a Non-Executive Director's spouse, registered partner or other life companion, foster child or any relative or in-law up to the second degree;
- **Nasdaq:** the Nasdaq Stock Market;
- **Non-Executive Director:** a non-executive director of the Board;
- **SEC:** the U.S. Securities and Exchange Commission;
- **Shareholder Affiliate:** a Non-Executive Director who (himself or through any of his Family Members): (a) holds 10% or more of the Company's issued share capital, individually or together with other shareholders on the basis of an express or tacit, verbal or written agreement; or (b) is a managing director, supervisory director, executive director, non-executive director or other representative of a shareholder which (i) holds 10% or more of the Company's issued share capital and (ii) is not a group company of the Company; and
- **Website:** the Company's website.

CHAPTER I. PROFILE

Article 3. Composition

- 3.1 The Board comprises up to seven Non-Executive Directors.
- 3.2 In order to ensure that the Board is properly composed, recommendations, nominations and proposals for the appointment of a Non-Executive Director shall be made taking into account the general principles described below in this Article 3.
- 3.3 Each Non-Executive Director should be capable of assessing the broad outline of the Company's overall management. In addition, the Board shall be composed of individuals who are knowledgeable and have relevant experience and expertise in one or more of the following areas:
 - a. the industry in which the Company operates;
 - b. general management;
 - c. finance, administration and accounting;
 - d. strategy;

- e. marketing and sales;
- f. supply chain and production;
- g. innovation, research and development;
- h. quality assurance, safety and environment;
- i. human resources, personnel and organization;
- j. information technology; and/or
- k. legal and regulatory affairs.

3.4 Each Non-Executive Director shall be expected to have the following competences and qualities:

- a. integrity;
- b. the ability to act critically and independently;
- c. the ability to promote and protect the interests of the Company, its business and its stakeholders;
- d. awareness of international trends in society, economy and politics;
- e. a proven track record in business;
- f. analytical and solution-oriented;
- g. having sufficient time at his disposal to perform his duties properly;
- h. willingness to follow induction and training programs and to be periodically evaluated;
- i. ambition for continuous improvement; and
- j. willingness to be appointed as a member of one or more committees of the Board.

3.5 The majority of the Non-Executive Directors, including the chairperson of the Board, shall be independent for purposes of Nasdaq and SEC rules (except as permitted by such rules) and the Dutch Corporate Governance Code. Out of the non-independent Non-Executive Directors:

- a. no more than one Non-Executive Director shall be non-independent for reasons other than being a Shareholder Affiliate; and
- b. there shall be no more than one Shareholder Affiliate for each shareholder holding 10% or more of the Company's issued share capital.

3.6 The chairperson of the Board shall not be a former executive director of the Board.

CHAPTER II. OTHER PROVISIONS

Article 4. Amendments and Deviations

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

Article 5. Governing law and Jurisdiction

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