

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

Pharming Group N.V. (hereafter the “Company” or “Pharming”) invites its shareholders to the Extraordinary General Meeting of shareholders to be held on Monday September 25, 2023, at 14:00 CEST (hereafter also the “EGM”).

The EGM will be held as a physical meeting at the Company’s premises at the Vondellaan 47 in Leiden, the Netherlands. Our shareholders are invited to attend the EGM in person. Alternatively, shareholders may choose to follow the EGM through our live webcast. Please refer to the section ‘Registration’ (page 2) for more details.

### AGENDA

#### 1. Opening and announcements

#### 2. Appointment Non-Executive Director (*voting item*)

Proposal to appoint Dr. Richard Peters, upon binding recommendation of the Board of Directors, as Non-Executive Director for a period of four years.

#### 3. Remuneration new Chair (*voting item*)

Proposal to approve, by way of a supplement to the current Remuneration Policy for the Board of Directors, the increase of the annual fee payable to the Chair of the Board of Directors by EUR 25,000, resulting in an annual amount of EUR 90,000 in cash (currently EUR 65,000) and the annual grant of EUR 40,000 in unrestricted ordinary shares (unchanged), subject to the appointment of Dr. Richard Peters as Non-Executive Director under agenda item 2 and the remaining provisions of the applicable Remuneration Policy.

#### 4. Any other business (*discussion item*)

#### 5. Closing

The agenda with the explanatory notes and other meeting documents is available for review as of the date this Notice was published on the Company’s website (<https://www.pharming.com/investors/shareholder-meetings>).

### RECORD TIME AND RELEVANT REGISTER

For this meeting, only shareholders who, on **August 28, 2023 at 18:00 CEST**, and 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” and jointly “Intermediaries”), indicating who is entitled to such shares at the Record Time, are entitled to attend either in person or via webcast. Should a shareholder attend the EGM via the live webcast, their votes can only be cast via proxy.

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

## REGISTRATION

This section sets out the procedure to be followed by shareholders to attend or vote at the EGM.

The EGM will be held as a physical meeting and our shareholders are invited to attend in person. Alternatively, you may choose to follow the EGM through our live webcast. **Please note that only shareholders attending the EGM in person will be able to cast their votes during the meeting.** All other shareholders are invited to file a proxy and register their voting instructions prior to the EGM, as further explained below in the section under the heading “Voting”.

- **MEETING REGISTRATION BY HOLDERS OF LISTED ORDINARY DEPOSIT SHARES (“GIRALE AANDELEN”)**

Each holder of ordinary shares listed on Euronext who wishes to attend the EGM in person, should register via the ABN AMRO online portal using the following link: [www.abnamro.com/evoting](http://www.abnamro.com/evoting). **Please make sure that your registration is completed by September 18, 2023, at 18:00 (CEST) at the latest.**

Shareholders who have registered themselves via the ABN AMRO online portal will receive a registration certificate.

The *Intermediaries* are requested to provide ABN AMRO with an electronic statement, that includes the number of shares held on the Record Time by the shareholders concerned which have applied for registration, no later than **September 19, 2023, at 14:00 (CEST)** via [www.abnamro.com/intermediary](http://www.abnamro.com/intermediary).

## REGISTRATION WEBCAST

A link to the live webcast will be available on our corporate website ([www.pharming.com/investors/shareholder-meetings](http://www.pharming.com/investors/shareholder-meetings)) at the day of the EGM.

The webcast will be broadcast in English.

Shareholders who will follow the EGM through the live webcast and also wish to ask questions during the EGM, using the online chat function, should register their shares for the EGM via the ABN AMRO online portal ([www.abnamro.com/evoting](http://www.abnamro.com/evoting)) and send an email to Pharming Group (using the email address: [investor@pharming.com](mailto:investor@pharming.com)) by **September 20, 2023, at 17:00 (CEST) at the latest**. When emailing, shareholders should include a copy of their registration certificate. We will send these shareholders unique log-in details prior to the EGM.

Please note that shareholders following the EGM through the live webcast **will not be able to cast their votes online**, but are required to register their voting instructions prior to the EGM using the ABN AMRO portal, as further explained in the section “Voting” on the next page.

We kindly ask you to send us an e-mail at [investor@pharming.com](mailto:investor@pharming.com) by **September 20, 2023, at 17:00 (CEST) at the latest** if you would like to change the indicated way of attending the meeting (i.e., in person instead of via webcast, or vice versa). Regrettably, in order to ensure an orderly conduct of the EGM, we are not able to change your registration after the September 20 date.

- **MEETING REGISTRATION BY HOLDERS OF ADSs**

Each registered holder of American Depositary Shares listed on Nasdaq representing ordinary shares of the Company (hereafter “ADSs”; the registered holders of the ADSs hereafter being referred to as “Holders of ADSs”) is entitled to vote on the resolutions on the EGM’s agenda as set out in the section ‘Voting’ of this Notice to Convene, subject to the terms and conditions of the ADSs, including the provisions of the Deposit Agreement.

- **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 in person or to follow the EGM using the webcast, may apply in writing *until September 18, 2023, at 18:00 (CEST)*. All written correspondence must be sent to the Company address and must contain confirmation of shareholder’s identity and the number of shares registered in the shareholder’s name at the Record Time. An email address where the shareholder can be reached should also be included. These shareholders will receive an acknowledgement of receipt (“Acknowledgement of Receipt”) by e-mail and, if they wish to follow the webcast and ask questions online, an e-mail including a link to log into the EGM webcast.

#### *Shareholders attending in person*

The EGM will be held at the Company’s premises at the Vondellaan 47 in Leiden, the Netherlands.

Shareholders who have registered themselves for the EGM via the ABN AMRO online portal will receive a registration certificate. This will also be your admission ticket. Registered holders 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) will receive an Acknowledgement of Receipt.

You are requested to bring both your registration certificate (or, if applicable, the Acknowledgement of Receipt) and a valid ID (passport, identity card or driver’s license) for your registration at the meeting venue. Failure to provide both documents on-site will unfortunately mean that we cannot give you access to the meeting room. ***Please report to the registration desk on September 25, 2023, by 13:45 (CEST) at the latest.***

Shareholders who will attend the EGM in person, are entitled to vote and to ask questions on the agenda items during the meeting. Details on the related procedure will be explained during the EGM. The shareholders who attend in person are also invited to ask questions on the agenda items in advance of the EGM, as further explained in the section “Questions on the Agenda Items”.

The above procedure applies mutatis mutandis to those who have statutory meeting rights other than shareholders, such as pledgees with voting rights.

#### **VOTING**

Shareholders who attend the EGM *in person* will be invited to cast their vote during the meeting on the decision items on the agenda.

If you are following the EGM *via webcast*, or if you will attend in person but wish to cast your vote beforehand, you are invited to submit *a proxy* prior to the EGM. To do that, we ask that you take one of the following steps ***by September 18, 2023, at 18:00 (CEST) at the latest:***

1. register yourself for the EGM 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 on 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 the registration certificate received following registration via the ABN AMRO online portal, 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.

The Holders of ADSs that are registered holders of record at the close of business on August 28, 2023, will receive a Voting Instruction Card from the Depository JPMorgan Chase Bank (hereafter the “Depository”). If they wish to vote on the resolutions on the agenda of the EGM, they are requested to complete, execute and forward the Voting Instruction Card to the Depository, in accordance with the instructions included on the card. For Beneficial Owners, voting is arranged by the DTC nominee/Broker via Broadridge. Beneficial Owners will be contacted by Broadridge to submit voting instructions, in accordance with the process and schedule to be outlined in the related notification.

#### **QUESTIONS ON THE AGENDA ITEMS**

Shareholders or Holders of ADSs who have registered themselves for the EGM are invited to submit their questions regarding the agenda items by sending an e-mail, summarizing their questions, to the following address [investor@pharming.com](mailto:investor@pharming.com) by **September 20, 2023, 17:30 (CEST) at the latest**.

Shareholders who will attend the EGM in person are also entitled to ask questions during the meeting.

There will also be a limited possibility for registered shareholders who follow the EGM via the webcast to ask questions related to the agenda items by using an online chat function. Details on how the related procedure and chat function will work will be explained at the start of the EGM. *Shareholders who would like to ask questions online are requested to send us an e-mail at [investor@pharming.com](mailto:investor@pharming.com) by September 20, 2023, at 17:00 (CEST) at the latest, including a copy of their registration certificate. We will send these shareholders unique log-in details prior to the EGM. Shareholders who have not sent an e-mail by the identified date and time will not be permitted to ask questions online.*

The Company intends to address all questions related to the agenda items during the meeting. The Chair of the EGM 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 EGM will be answered first. Thereafter, questions received during the meeting will be addressed, to the extent possible.

#### **ANY OTHER QUESTIONS?**

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

**Leiden, the Netherlands, August 14, 2023**

**Board of Directors**