

**MINUTES OF THE EXTRAORDINARY GENERAL MEETING OF
SHAREHOLDERS OF PHARMING GROUP N.V.**

DATED 25 SEPTEMBER 2023

These are the minutes of the Extraordinary General Meeting of Shareholders (the “**EGM**”) of Pharming Group N.V., a public liability company (*naamloze vennootschap*) incorporated under the laws of the Netherlands, having its official seat (*statutaire zetel*) in Leiden, the Netherlands, and its registered office address at Darwinweg 24, 2333 CR Leiden, the Netherlands (hereafter referred to as the “**Company**” or “**Pharming**”), held at the Company’s premises at Vondellaan 47 in Leiden, the Netherlands, on 25 September 2023 at 14:00h CEST (the “**EGM**”).

Chair: Ms Jabine van der Meijs, member of the Company’s Board of Directors and Chair of the Company’s Corporate Governance Committee – hereafter referred to as “**Chair**”)
Secretary: Mr Wijgert Gooijer

1. OPENING AND ANNOUNCEMENTS

The Chair opened the meeting at 14:00h CEST and welcomed all attendees and briefly highlighted the course of events of this meeting.

The Chair welcomed all shareholders who were following the meeting through the live webcast. Ms Jabine van der Meijs would act as Chair of this meeting, as the chairman of the Board of Directors, Mr Paul Sekhri, was currently observing Yom Kippur. The Chair also welcomed the Non-Executive Director Mr Leon Kruimer and CEO and Executive Director, Mr Sijmen de Vries, and explained that the other members of the Board (all US based) attended this EGM online. The Chair further welcomed all members of the Executive Committee, either present or online. The Chair extended a special welcome to Dr Richard Peters, eligible as new member of the Board of Directors during the meeting. Finally, the Chair welcomed the representative of the Dutch Works Council and Mr Jules van de Winckel, candidate civil law notary at NautaDutilh.

The Chair informed the participants that the meeting would be held in English, while questions in Dutch were permitted. She noted that the use of mobile phones and recording services was prohibited.

The Chair noted that the agenda for the meeting was included in the Notice to Convene, and the relevant documentation had been published and made available, as per statutory requirements. The meeting had been convened by means of an announcement on Pharming’s website and a press release published on 17th August 2023. The Chair concluded that the general meeting had been convened in accordance with the applicable statutory requirements and therefore binding resolutions could be adopted during the EGM on the announced voting items.

The Chair communicated that the number of present or represented shareholders and the numbers of votes to be cast by these shareholders were in the process of being counted, and the exact numbers would be announced in due course after the counting of the votes. The Chair also explained the procedure for asking questions during the meeting.

The Chair noted that a full audio recording would be made of this meeting to facilitate the drafting of the minutes by the Company Secretary. She reminded that these minutes would be published in draft form on the Company’s website within three months after the meeting (by 25th December 2023 at the latest). The final minutes were to be adopted within three months thereafter, so by 25th March 2024 at the latest.

The Chair moved to agenda item 2.

2. APPOINTMENT OF NON-EXECUTIVE DIRECTOR (VOTING ITEM)

The Chair noted that during the Annual General Meeting of Shareholders held on May 17, 2023, the term of the current Chair of the Board of Directors, Mr Paul Sekhri, had been extended for a period of one year pending the search for a new Chair. Mr Sekhri was not eligible for re-appointment for a full term of four years due to the maximum terms of office for Non-Executive Directors according to the Dutch Corporate Governance Code.

The Chair continued by mentioning that, following an extensive search process, the Board of Directors had nominated Dr Richard Peters for appointment as the new Chair and Non-Executive Director of the Board of Directors. A press release to announce this nomination had been issued on July 18, 2023. The Chair informed the meeting that Dr Richard Peters is a veteran healthcare professional and entrepreneur and a highly respected and proven industry leader and executive, with thirty years of experience in industry and academia. Dr Peters has served as a CEO of both public and private companies, founded several biotech companies, and spearheaded successful multimillion and billion-dollar exits such as public offerings, company and asset sales, and corporate partnerships. The Chair mentioned that Dr Peters would provide extensive medical and commercial acumen for difficult-to-treat and rare diseases, from the development stage to large global biopharmaceutical companies. Dr Peters' complete résumé was included in the Explanatory Notes.

The Chair touched upon the text in the Explanatory Notes referring to Dr Peters as Non-Executive Director of the listed company Aprea Therapeutics. The Chair explained that Dr Peters had meanwhile been appointed as the Chairman of Aprea Therapeutics.

The Chair expressed confidence on behalf of the Board of Directors that Dr Peters would complement the current Non-Executive Directors and be an excellent Chair to succeed Mr Paul Sekhri, bringing a strong track record and wealth of expertise to the Board of Directors. The Chair confirmed Dr Peters to be independent according to the criteria set by the Dutch Corporate Governance Code, meeting the restrictions imposed by Dutch law on the maximum number of outside directorships (including Dr Peters' recent appointment as Chairman of Aprea Therapeutics).

The Chair invited Dr Peters to provide an introduction and explain his main considerations for joining Pharming.

Dr Peters thanked the Chair for her kind words. Dr Peters then elaborated on his extensive experience in the rare-disease space, having ran the global rare-disease business at Sanofi Genzyme. Dr Peters was the founder of X4 Pharmaceuticals which is now a Nasdaq-listed rare-disease biotech company. Dr Peters showed his excitement for the opportunity to join the Board of Directors of Pharming, which had moved from a single rare disease commercial product company into a two-products company serving rare-disease patients, a feat that many companies in this area would try to accomplish but often fail to. The fact that Pharming had been able to pull this off, in his view spoke volume to the talent of the team. Dr Peters was very much looking forward to working with the Board of Directors as well as the Executive Committee in helping propel the company to even greater highs in the future.

Dr Peters mentioned that the second consideration was for Pharming being a Dutch company, operating globally. Dr Peters had emigrated from Europe to the United States forty years ago. Throughout his successful career in the United States, Dr Peters was impressed by the quality of innovation coming out of European-based companies. Whilst looking for ways to engage with European pharmaceuticals and biotechnology companies, being on the Board of Pharming Group would in his view be one way of accomplishing that goal. Dr Peters was excited to bring his experience of the various nuances from diverse healthcare systems around the world to the Company's benefit.

He explained that the third reason for his interest in Pharming and his excitement about joining the Board of Pharming was for the superb team of dedicated professionals with the singular focus of helping rare-disease patients. In his experience, once patients benefit from a company's therapy, shareholder value

tends to be maximized over time. Dr Peters emphasized being bullish about the prospects for Pharming both in the near term and in the long term. Dr Peters expressed his gratitude to the Board of Directors for their support to his nomination. Dr Peters was very much looking forward to serving over the next several years ahead and connecting with the shareholders on a regular basis.

The Chair thanked Dr Peters for his introduction and continued by explaining that the Board of Directors would appoint Dr Peters as the new Chair of the Board of Directors, as well as member of the Corporate Governance Committee and the Transaction Committee, subject to, and therefore to be effective as of, his appointment as Non-Executive Director by the shareholders. The Chair stated that the current Chair, Mr Paul Sekhri, had confirmed to be resigning from the Board after the appointment of Dr Peters as new Chair.

The Chair informed the meeting that the Dutch Works Council had submitted a positive opinion regarding the proposed appointment of Dr Peters. The document summarizing the Works Council's point of view was included in the meeting documents. The Chair invited Mr Arjan Huijsmans to explain the point of view on behalf of the Works Council.

Mr Huijsmans thanked for the opportunity to provide guidance on the requested opinion for the candidate for Pharming's position of new Chairman of the Board of Directors. The Works Council had been impressed by Dr Peters' résumé, bringing a vast background in both the rare diseases as well as the biotech industry. According to the Works Council the various non-executive positions Dr Peters held, as well as his experience gained over the years, were fully in line with the expected growth path for Pharming in the coming years. He mentioned that the Works Council had had a positive introductory meeting with Dr Peters, which validated their understanding of Dr Richard Peters' résumé. The Works Council saw Dr Peters as the right fit for this position. The Works Council believed Dr Peters to be a strong enhancement to the Board of Directors. He reiterated the Works Council's positive opinion, endorsing Dr Peters as new Chair of the Board of Directors. Subject to a positive outcome of the voting, the Works Council wished Dr Peters a warm welcome and all the best in his new role. The Works Council was looking forward to a constructive and pleasant collaboration.

The Chair thanked Mr Huijsmans and invited the shareholders to ask questions.

Mr Stevense (*Stichting Rechtsbescherming Beleggers*) informed whether Pharming had engaged an executive search agency and if so, how the assignment and search process had looked like.

The Chair confirmed the engagement of a large international executive search firm and provided more details on the process based on the profile and selection criteria prepared by the Board. Based upon a short list several interviews were held with different candidates. The process was supervised by the Corporate Governance Committee, in close cooperation with the other members of the Board of Directors, who also did interviews. Based upon unanimity, the Board had selected Dr Peters as preferred candidate for this important role.

Mr Stevense thanked the Chair for this explanation. Mr Stevense informed about the process as perceived by Dr Peters. Mr Stevense also asked whether Dr Peters had been in contact with the external accountant.

Dr Peters thanked Mr Stevense for his questions. Dr Peters described the process as thorough, entailing multiple interviews over several months. Dr Peters further explained that being a candidate for the role of Chairman of Pharming's Board of Directors, would put limitations to the number of other Board of Directors' roles for other companies and therefore had required his thoughtful considerations. Dr Peters iterated being deeply impressed by the team, both the Executive Committee as well as the Board, and praised the excellent execution in terms of launching and maintaining commercial access for RUCONEST® as well as the launch for Joenja®. Dr Peters described as Pharming a company that, with the launch of Joenja®, had grown and transformed from a single-asset company into a company on the verge of building a portfolio of rare-disease assets. Dr Peters reminded that the objectives of both Executive Committee and the Board were to continue to bring growth to the Company. Dr Peters

perceived this as the perfect timing to join a great team and help bringing the Company to the next level. Dr Peters had not yet spoken to the external accounting firm (the (Chair of the) Audit Committee being first point of contact).

The Chair thanked Mr Stevense for his questions. No other questions having been raised; the Chair moved forward to the voting on this agenda item.

The Chair explained the procedure for voting. The civil law notary will monitor this process.

The Chair informed the meeting that a total number of eleven hundred and four (1,104) shareholders and one hundred and forty-eight million nine hundred and forty-seven thousand and six hundred and ninety-two (148,947,692) shares were represented at the meeting and entitled to vote on all items on the agenda.

As explained in the Explanatory Notes to the agenda, the Board proposed to appoint Dr Richard Peters, by binding nomination, as Non-Executive Director effective as of the closing of this EGM for a term of four years. In accordance with Pharming's Articles of Association, the binding nomination may be rejected with a simple majority of the votes cast, provided that these votes represented at least one third of the issued capital. If the nomination was rejected by a simple majority of the votes cast, not representing at least one third of the issued capital, a new meeting would have to be convened. During that meeting, the nomination could be rejected with a simple majority of votes cast. In that event, the Board would draw up a new nomination.

The Chair opened the voting on the proposal to appoint Dr Richard Peters. The proposal was put to the meeting and was adopted by a majority of ninety-nine point ninety-four percent (99.94%) of the votes cast in favour. The Chair congratulated Dr Peters on behalf of the entire Board of Directors.

The Chair announced that Dr Peters had now also been appointed as the new Chair of the Board effective as of the closing of today's meeting. She further explained that the appointment of Dr Peters implied the end of the term of the current Chair, Mr Paul Sekhri as per today. During the Annual General Meeting held earlier this year on 17 May, Mr Sekhri had thanked several people and especially the shareholders for their unwavering support of the Company and its mission and vision over the years, which was largely appreciated. Mr Sekhri has been thrilled with the appointment of Dr Peters. The Chair explained that Mr Sekhri had been actively involved in ensuring a seamless and smooth transition. Mr Sekhri wished Dr Peters great success and was confident of his ability to drive the continued growth of Pharming. The Chair then gave the floor to the CEO, Mr De Vries.

Mr De Vries, CEO, memorized that when Mr Sekhri's joined the Board in 2015, Pharming looked quite different from what it is now. Pharming had just received RUCONEST® approval in the United States, after the approval in Europe. The Pharming partners had been acquired. At that time, Pharming was facing a critical moment in the history of the Company, while in doubt if the royalty receipts from those partnerships would be sufficient to support the Company. It was at that point in time that Mr Sekhri had stepped up to the Chair position early 2016. Back then, Pharming was a successful Company with a product that was approved in both the United States and Europe, something that no Dutch biotech company had ever done before. Mr De Vries memorized that at that point in time he and Mr Sekhri had come together and started working on what would become the single most important transaction of the Company in its history so far: the buy-back of the US rights for RUCONEST®. Mr De Vries emphasized that Mr Sekhri, with his wide network in the industry, had played a vital role to ensure a successful closing of the deal with Valeant Pharmaceuticals by year-end 2016, which had been key for the Company towards its success now. Mr De Vries stated that Pharming has now become a successful commercial stage company, having two products on the market. Mr De Vries mentioned that Mr Sekhri's achievement had been vital in this growth process. Mr De Vries thanked Mr Sekhri on behalf of Pharming for this great contribution to the Company and its current strong foundation. Mr De Vries also warmly welcomed Dr Peters as the new Chair.

The Chair then moved on to agenda item 3:

3. REMUNERATION NEW CHAIR (VOTING ITEM)

The Chair informed the meeting that this agenda item was the proposal to the shareholders to approve the increase of the annual fee to be paid to Dr Peters as new chairman of the Board of Directors. The Chair asked Mr Steven Baert, Chairman of the Remuneration Committee, who was participating online, to introduce this agenda item.

Mr Baert started by welcoming Dr Peters on behalf of the Remuneration Committee. He expressed his gratitude and appreciation for Mr Paul Sekhri's leadership. He then moved to the agenda item.

Mr Baert informed the meeting that in the 2022 Remuneration Report, Pharming already signalled the need to increase the compensation of the new Chair to attract the right calibre candidate and bring in the right level of experience.

Pursuant to the current Remuneration Policy for the Board of Directors, the current annual fee payable to the Chair of the Board of Directors equals sixty-five thousand euros (€ 65,000) in cash and forty thousand euros (€ 40,000) in unrestricted shares. Today, the Board of Directors seeks approval from the shareholders to increase the current cash retainer for Dr Peters, as new Chair, by twenty-five thousand euros (€ 25,000) to ninety thousand euros (€ 90,000) per annum. The annual grant of forty thousand (40,000) unrestricted shares would remain unchanged. The proposal was subject to the remaining, also unchanged, provisions of the current Remuneration Policy.

Mr Baert explained that this increase was considered appropriate given the context of the enhanced and growing tasks and responsibilities associated with the position of the Chair of a one-tier Board, as well the solid growth in the past years and the growth ambitions for the Company in the future. He stated that Pharming was having a significant commercial presence in the US, in total accounting for over ninety-seven percent (97%) of the sales of the Company.

The Board had engaged Aon Radford for a benchmark of the fees payable to the new Chair of the Board to ensure alignment of the fees with the market. An overview of the European and US peers selected for the benchmark was in the Explanatory Notes to the agenda for today's meeting. Pharming had set the objective to align with European's best practices in the field of remuneration, while ensuring that it would meet the urgent need to remain competitive in the important US labour market, as the Company had established a significant and still growing presence in the US. According to the Aon Radford benchmark report, the current annual cash retainer of sixty-five thousand euros (€ 65,000) for the Chair of the Board of Directors trailed the twenty-fifth percentile for both European and US peers. Pharming wanted to increase the cash retainer to ensure that the compensation of the new Chair would be positioned at the fiftieth percentile of the European peers. The Aon Radford report had confirmed equity grants to non-executives to be common in the US, while forty-seven percent (47%) of Pharming's European peers also have equity programs for their non-executives. Pharming's annual equity grants to the Chair were just below the European market fiftieth percentile and below the US market twenty-fifth percentile. The grant of shares to Dr Peters, as the new Chair, would be retained as part of the fixed annual remuneration, without further changes. The proposed combination of the cash retainer and equity grant for Dr Peters equalled the fiftieth percentile of the European and trailed the fiftieth percentile of the US peers.

The Chair thanked Mr Baert and noticed there were no questions.

The Chair put the proposal to the meeting. The proposal was adopted with a ninety-nine point ten percent (99.10%) majority of the votes cast in favour of the proposal.

4. ANY OTHER BUSINESS

The Chair opened the floor for any other questions. No further questions were raised.

5. CLOSING

The Chair thanked all shareholders for their attendance. She was looking forward to meeting them all again soon during one of the webinars or one of the other corporate events. The shareholders present in the room were invited to join for a drink.

The Chair then closed the meeting at XXXXXX.

(These minutes have been adopted by the Chair and Secretary of the meeting)

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