



**Pharming Group N.V.**  
Extraordinary General  
Meeting of Shareholders

**March 4, 2025**

NASDAQ: **PHAR** | EURONEXT Amsterdam: **PHARM**



**DISCUSSION ITEM**

AGENDA ITEMS: 1/5

# 1. Opening

## 1. Opening

## 2. Appointment Executive Director and Chief Executive Officer *(voting item)*

Proposal to appoint Fabrice Chouraqui, upon binding nomination of the Board of Directors, as Executive Director and Chief Executive Officer for a period of four years

## 3. Remuneration Executive Director and Chief Executive Officer *(2 voting items)*

**3.1** proposal to approve the following components of the remuneration package for Mr. Chouraqui, as Executive Director and Chief Executive Officer:

- i. the grant of a severance payment equal to 200% of his fixed annual base salary, in case of a termination of the mandate as CEO without cause within twelve (12) months following a change of control of Pharming
- ii. The increase of (i) the on-target score for the annual Short-Term Incentive Plan to 75% of the annual base salary and (ii) the maximum pay-out to 150% of the annual base salary
- iii. The increase of the on-target value level for the annual grants of restricted performance shares under the Long-Term Incentive Plan (LTI) to 425% of the annual base salary and the maximum vesting level to be set at 637.5%.

**3.2** to authorize the Board of Directors for a period of eighteen (18) months, starting at the date of this EGM, as the company body authorized (a) to grant and issue to the CEO (i) the restricted ordinary shares pursuant to the LTI and (ii) the compensation for the forfeited equity awards in shares for the value of forfeited equity by leaving the previous employer, and (b) to exclude any pre-emptive rights in connection with such grant and issue.

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

## 5. Closing



**VOTING ITEM**

AGENDA ITEMS: 2/5

## **2. Appointment Executive Director and Chief Executive Officer**

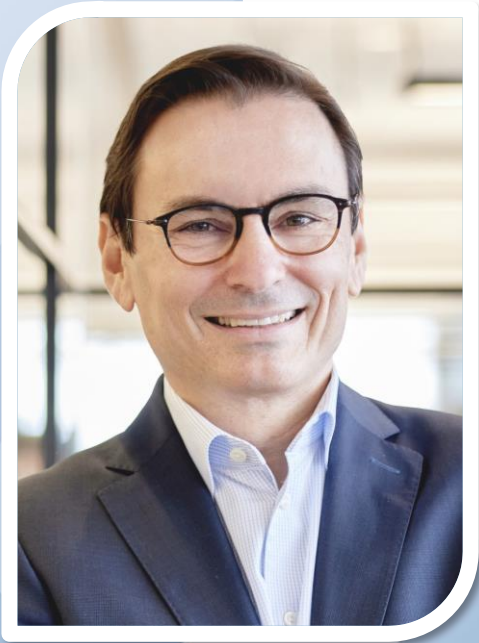
*(voting item)*



## **Jabine van der Meijs**

Non-Executive Director,  
Chairperson of the Corporate  
Governance Committee, Member  
of the Audit Committee and  
Member of the Remuneration  
Committee



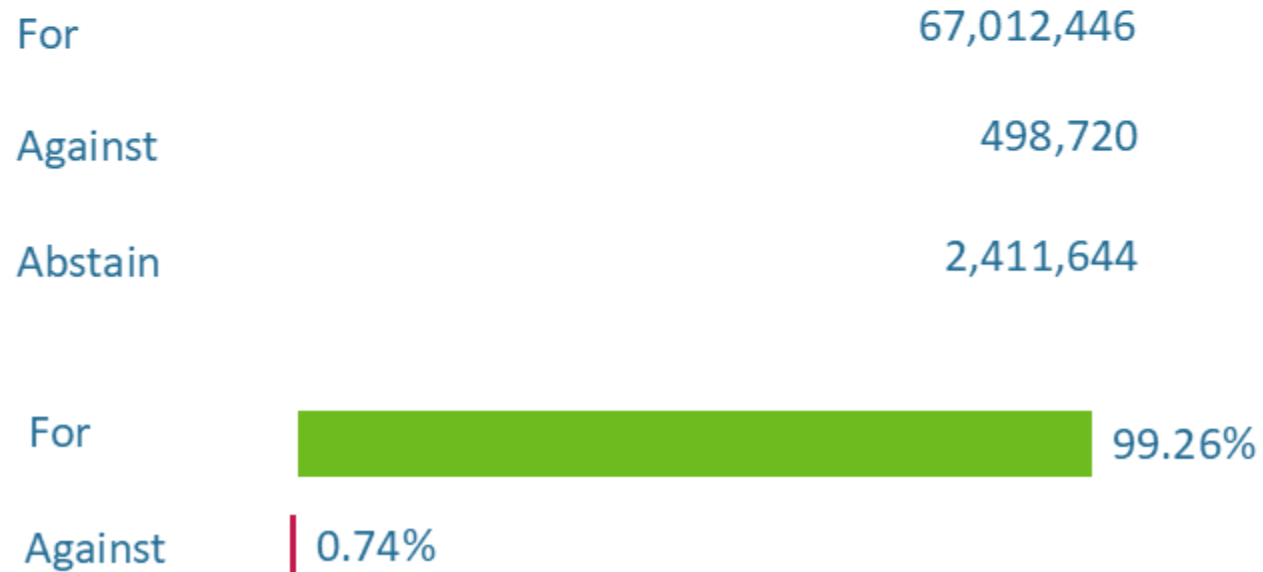


**Fabrice Chouraqui**  
CEO elect

## Introduction

- The Board of Directors proposes by way of a binding nomination, the appointment of Mr. Fabrice Chouraqui as Executive Director and Chief Executive Officer for a period of four years effective as of the closing of the EGM and expiring at the closing of the Annual General Meeting of Shareholders to be held in the year 2029.

## Appointment Executive Director and Chief Executive Officer







**VOTING ITEM**

AGENDA ITEMS: 3/5

## **3. Remuneration Executive Director and Chief Executive Officer**

*(2 voting items)*



## Steven Baert

Non-Executive Director, Chair of  
the Remuneration Committee  
and Member of the Corporate  
Governance Committee



**VOTING ITEM**

AGENDA ITEMS: 3/5

**3.1. to approve specific components of the remuneration package for Mr. Chouraqui, as Executive Director and Chief Executive Officer**

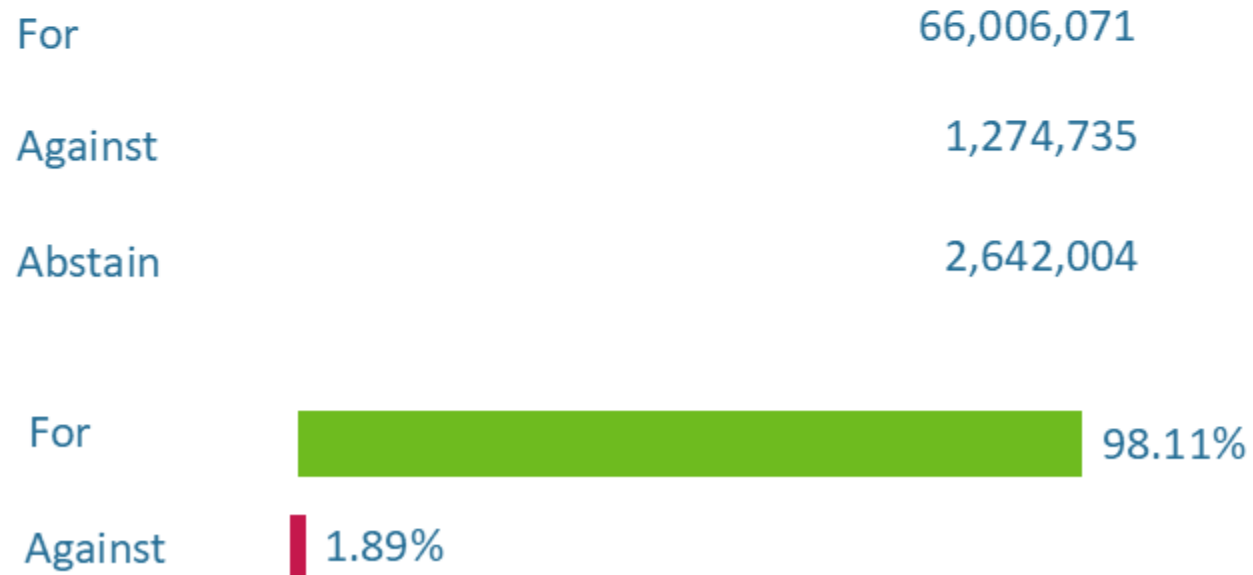
#### Remuneration package Fabrice Chouraqui as Executive Director and Chief Executive Officer:

- **Annual base salary:** USD 750,000 gross (reference year: 2025)
- **Annual Short-Term Incentive Plan in cash (“STI”):** target score to be set at 75% of the fixed annual base salary; maximum pay-out is set at 150% of the fixed annual base salary
- **Long-Term Incentive Plan in restricted performance shares (“LTI”):**
  - annual grant of restricted performance shares for the next three-year performance period; the restricted shares will vest at the end of the applicable three-year performance period, subject to the achievement of the applicable performance measures
  - the on-target value level shall be equal to 425% of the annual base salary, while the maximum performance vesting level is set at 637.5% (i.e., 150% of the on-target value level)
- **Other benefits/provisions:** in accordance with the Remuneration Policy, benefit plans and programs offered by Pharming Healthcare Inc. from time to time to its U.S. senior employees, including pension plans (401(k)), medical/dental/vision/life insurance and a company car.
- **One-off compensation** for forfeited cash bonus and equity awards (like-for-like)

**3.1** proposal to approve the following components of the remuneration package for Mr. Chouraqui, as Executive Director and Chief Executive Officer:

- i. the grant of a severance payment equal to 200% of his fixed annual base salary, in case of a termination of the mandate as CEO without cause within twelve (12) months following a change of control of Pharming
- ii. The increase of (i) the on-target score for the annual Short-Term Incentive Plan to 75% of the annual base salary and (ii) the maximum pay-out to 150% of the annual base salary
- iii. The increase of the on-target value level for the annual grants of restricted performance shares under the Long-Term Incentive Plan (LTI) to 425% of the annual base salary and the maximum vesting level to be set at 637.5%.

Approval for components of the remuneration package for Mr. Chouraqui, as Executive Director and Chief Executive Officer







## VOTING ITEM

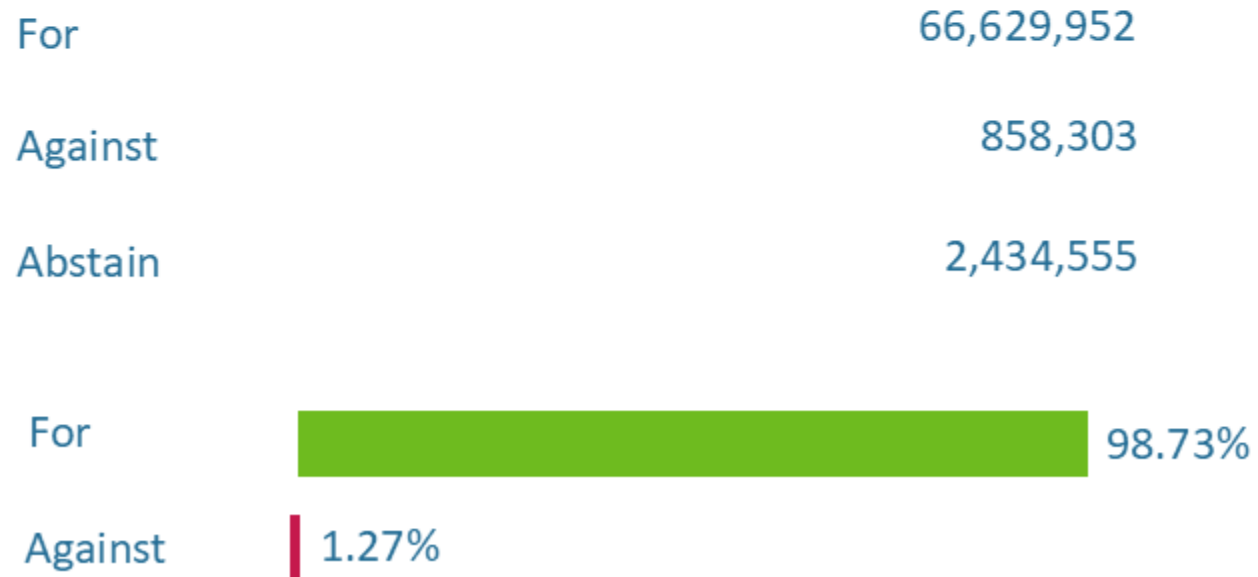
AGENDA ITEMS: 3/5

**3.2. to authorize the Board of Directors as the company body authorized:**

**(a) to grant and issue to the CEO (i) the restricted ordinary shares pursuant to the LTI and (ii) the compensation for the forfeited equity awards in shares; and**

**(b) to exclude any pre-emptive rights in connection with such grant and issue.**

## Authorization of the Board of Directors for a period of eighteen (18) months



## **4. Any other business**

*(discussion item)*



## 5. Closing

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NASDAQ: **PHAR** | Euronext Amsterdam: **PHARM**

Bloomberg: **PHAR.AS**



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