MINUTES OF THE ANNUAL GENERAL MEETING OF SHAREHOLDERS OF

PHARMING GROUP N.V.

DATED 24 MAY 2017

These are the minutes of the 2017 annual general meeting of shareholders (**Annual General Meeting**) of **Pharming Group N.V.**, a public company (*naamloze vennootschap*) 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 (**Company or Pharming**), held at Holiday Inn Leiden, Haagse Schouwweg 10, 2332 KG Leiden, the Netherlands, on 24 May 2017 at 14:00 CET (**Meeting**).

Chairperson: Mr. Sekhri (chairman of the Company's board of supervisory directors (**Board of Supervisory Directors**))

Secretary: Mrs. Van Es (associated with Loyens & Loeff N.V.)

#1 OPENING AND ANNOUNCEMENTS

The Chairperson opened the Meeting at 14:00 CET, welcomed the attendees and briefly highlighted the course of events of this Meeting.

The Chairperson communicated that the entire board of management of the Company (**Board**) as well as the entire Board of Supervisory Directors are present.

The agenda for this Meeting was included in the notice to convene and the relevant documentation has been published and made available, as per statutory requirements. The Meeting was convened by means of an announcement on Pharming's website on 12 April 2017, on or prior to the statutory term. The Chairman established that during this Meeting binding resolutions can be adopted on all announced voting items.

The Chairperson communicated that the number of present or represented shareholders and the numbers of votes that can be cast by these shareholders are being counted, and the exact numbers will be announced during this Meeting, once the counting is complete.

#2 ANNUAL REPORT 2016

The second topic of this Meeting concerned the Company's annual report for the financial year 2016 (**Annual Report**). The management report can be found on pages 13 - 43 of the Annual Report.

#2A EXPLANATION OF THE BUSINESS, THE OPERATIONS AND THE RESULTS FOR THE YEAR ENDING ON 31 DECEMBER 2016

The Chairperson invited each of Mr. Sijmen de Vries, the Company's Chief Executive Officer, and Mr. Robin Wright, the Company's Chief Financial Officer, to elaborate on the management report.

Mr. De Vries started his presentation by making reference to the safe harbour statement that is included on page 2 of the presentation in respect of this Annual General Meeting of shareholders (**Presentation**). Mr. De Vries then started highlighting the relevant items, along the lines of and all as included in the Presentation, a copy of which shall be attached hereto (***Annex I***).

Mr. De Vries handed over the floor to Mr. Wright, who talked the attendees to the Meeting through the financial instruments used for the financing of the re-acquisition of the US rights and other financial information over the financial year 2016 and outlook for the financial year 2017 of the Company, along the lines of and all as included in the Presentation.

After having thanked Mr. De Vries and Mr. Wright for their presentations, the Chairperson opened the opportunity to shareholders to ask questions or make comments concerning the Presentation.

Mr. Bongaerts on behalf of Vereniging van Effectenbezitters (VEB):
Could you please elaborate a little bit further on the large costs that can be expected as set out in slide 26 of the Presentation?

Mr. Wright:
These costs partly come from the exit fee on the first instruments as well as a prepayment penalty. In the senior debt it was specified as a percentage of future interest, and in case of the amortising bonds, it was a flat percentage depending on how much of the bonds had already been paid down in shares. The total costs of the exercise have been identified and will be allocated partly as balance sheet amounts, but partly they will also be attributed to the prepayment of those bonds. The exact percentages are being worked out as we speak.

Mr. Bongaerts on behalf of VEB:
Could you please elaborate also on the costs to boost Ruconest as set out in slide 30 of the Presentation, and the future replacement by the operating profits as you mentioned?

Mr. Wright:
These costs relate to the hiring of 11 people when Pharming took over Ruconest, bringing the total number of US employees to approximately 30 people. Furthermore, for instance, we have a lot of marketing activities with all new materials.

Mr. Bongaerts on behalf of VEB:
Could you please explain on how you are planning to obtain a higher market share and secondly, can you give us some more idea about the market sizes for products that are still to be marketed but which are not available yet?

Mr. Wright:
As to the first part of your question, the approximate size of the market in the United States is USD 1.6 billion, that is mostly made of a product called Firazyr of Shire, which we understand is selling in the order of USD 600 million at the moment. Then there is another product of CSL Behring, called Berinert, which sells for around USD 200 million. The prophylactic market is officially entirely a Shire product; Cinryze, which sells for around USD 700 million. The US market is something in the order of 85% to 90% of the total world market, because the prices are more aggressive in the United States and the level of treatment is much more intense. Therefore, we see a global market of something in the order of USD 2 billion.

Mr. De Vries:
As to the second part of your question, I could refer you to a number of analyst reports that we also post on our website on a regular basis where reputable analysts have put models in their reports, from which it appears that Ruconest should become a successful product.

Mr. Zimmermann:
A question about slide 30; about the costs to boost Ruconest. Do you think you hold those sales in a very high level without investing the same in marketing?

Mr. Wright:
The scales on slide 30 are all indicative and it is just a design. The reason that we have to make costs in 2017 to boost Ruconest is that adequate investments should be made in the product. The overall effect is that the sales and infrastructure costs are going to be bigger in the future than they are now because some of these costs do recur.

Mr. Bongaerts on behalf of VEB:
How should the price levels for European products be described, also compared to products of competitors? Valeant was very notorious in the field of aggressive pricing, did that also affect your products and what is your position in that field?

Mr. Wright:
No, Valeant did not aggressively increase the Ruconest price. Currently, the price of the product is in the middle of the pack.

Mr. Bongaerts on behalf of VEB:
The following questions concern the R&D in respect of the Pompe and Fabry diseases, is there some sort of link or combination between the R&D that is being performed for the cures for these diseases and the R&D that has already been performed and is being performed by Pharming over the past years? Secondly, can you tell us something more about the pipelines for that R&D and also the investments that are expected to be made in the next years?

Mr. Wright:
The market for Pompe is almost completely filled by Sanofi Genzyme, they have two products which are almost identical. These products sell for around USD 1 billion, but both have a black box warning for immunity issues. The market for Fabry consists of two products in the United States and three products in Europe. Two of the products are also from Sanofi Genzyme, the third product - which is available in Europe – is from Shire and those products collectively sell for about USD 1 billion. All of those products, have side effects that patients need to be aware of before they start the therapy. It's a relatively forgotten fact, but first the Sanofi product for the Pompe disease was created on the back of a collaboration with Pharming from the late nineties up and until 2001 when for various financial reasons, Pharming had to hand the program over to Sanofi Genzyme to enable them to carry it on. In other words, Pharming has done it before and can do it again. Both diseases are very rare but actually more common than HAE, both are very big markets with at the moment only fairly good products and represent very good opportunities for Pharming.

Mr. De Vries:
That is also an answer to your query in respect of the R&D-synergy that is actually existing. Pharming has developed the rabbit platform and the result is Ruconest, which has a clean immunogenicity profile and no antibody formation, which is quite unique for a biological. Pharming believes, also taking account the studies performed back in 2001 with its rabbit generated product, that the pattern of glycosylation for the enzymes applicable to Pompe and Fabry, should not be different from Ruconest. Pharming has started the Pompe-project with a new construct and a new molecule and will make further announcements on the pipelines later this year.

Mr. Van der Loo:
Is the interest rate of 12% the total and yearly rate? Looking at the number of outstanding warrants, are there any possibilities to lower the number of warrants?

Mr. Wright:
The interest rate of 12% is annual. There is nothing Pharming can do to get the warrants back from the warrant holders.

Mr. Van der Loo:
Are you thinking of paying them in cash?

Mr. Wright:
Legally the warrant stands and if the warrant holders want to exercise the warrant they have to give us the price in cash, but if we offer them, instead of them giving us that cash, to exercise the warrants without cash, we give them, fewer shares and subsequently, we can reduce the numbers of shares that are issued.

Mr. Van der Loo:
Regarding the pipeline, at one of the shareholders' meetings last year, it was said that there would be a day of elaborating on the pipeline, but it did not happen last year. Would it be this year?

Mr. De Vries:
Yes, we have plans to do that later on in the year.

Mr. Van der Loo:
I saw a report of an analyst that there is an oral version of Ruconest in the pipeline.

Mr. De Vries:
That is interesting, I do not recall that I have seen that in the report. We are of course looking for all sorts of ways to simplify the use of Ruconest. The oral version of Ruconest is one of it, although this is a huge technological challenge.

Mr. Van der Loo:
Is that comparable to the treatment of patients with diabetes?

Mr. De Vries:
That is something different, but what we are researching at the moment is the next generation Ruconest, being a very highly concentrated small volume vial for subcutaneous or intramuscular administration which of course in some way could be comparable to the EpiPen that is used for

diabetes. But as you all know, the pharmaceutical development of a new medicine is a very, very long-lasting process.

Mr. Van der Loo:
When do you expect to inform the shareholders on the anti-body program?

Mr. De Vries:
That would be expectedly later this year.

Mr. Van der Loo:
It has been said that the HAE-market is a highly competitive market, but on the other side it also has been said that it could be interesting to sell other products. Can this be considered as a two-track policy?

Mr. De Vries:
Pharming is mainly looking for products through which we can leverage our commercial infrastructure. Pharming now has a commercial organization in the United States specialized and organized to work with specialized patient clinics, so that would mean that we are looking for products for additional rare diseases. On the other hand, Pharming is building the same commercial infrastructure in Europe which could mean that if a US company is looking for such commercial infrastructure, they might be willing to use Pharming's commercial network.

Mr. Van der Loo:
Is that the same organization that is selling Ruconest?

Mr. De Vries:
Pharming has people in the field selling Ruconest, they should focus on this main goal, but there are of course other people in the support and management positions, who at a certain moment in time can also handle other activities.

Mr. Van der Loo:
You have made an interesting comparison in your presentation on the clinical trial results. Are there also any results of Shire and Haegarda, and would these be comparable to Ruconest?

Mr. De Vries:
Haegarda is also a C1-inhibitor with a high dose and the results are good and adequate. On the other hand, in terms of production as a result of the huge amounts of blood that need to be donated and the cumulative risks to which the patients are exposed when using such product in a chronic/ prophylactic therapy, we believe a recombinant product could be a good alternative once approved for use in such a setting. The switch to recombinant products is something that is currently going on in the market in general and Ruconest, being the sole recombinant product available, should hopefully benefit from that. Secondly, the future product of Shire, the antibody, works on another pathway as it is not a protein replacement therapy. The community is waiting for the results of this product, so it is hard to compare these results to Ruconest at this stage.

Mr. Van der Loo:
Reference is made to the recent Zembla-broadcast on the blood trade market. Is this considered an actual risk?

Mr. De Vries:
Although the technique for cleaning blood plasma has been improved, there is always a certain risk of having unknown viruses in blood, also considering the high amount of blood that is used for attacks being treated with Berinert and Cinryze and even much more so the cumulative risks with future use of Haegarda.

Mr. Heinemann:
What are the characteristics of hereditary angioedema and the Pompe diseases? How much percent of the population suffers from such diseases and what are the monthly treatment costs?

Mr. De Vries:
The characteristics of hereditary angioedema are serious and very painful swellings coming out of nowhere, due to an inherited abnormality as a result of which the C1-inheritor is not produced properly. The disease is fairly rare with 1 on 30,000 people suffering from it. The Pompe disease causes muscle weakness and eventually people could die if the muscle power would not be sufficient anymore. This disease is in the same area as the hereditary angioedema in terms of rareness. The treatment costs of Ruconest are calculated for each separate attack of hereditary angioedema. In the Netherlands, the costs per attack would come to EUR 2,000 for Ruconest compared to USD 10,000 in the United States. In case of Pompe, which has a regular administration, this would result in yearly treatment costs of EUR 200,000 in the Netherlands compared to USD 400,000 in the United States.

Mr. Heinemann:
What about the compensation for such high costs by health insurance companies in relation to the expected cuts in social security in the United States?

Mr. De Vries:
The costs in respect of the so-called hereditary diseases will be compensated by all health insurance companies in the US, also by the government health insurances. It is expected that this will remain unchanged. The same applies to Europe.

Mr. Heinemann:
Interest rates of 11 to 12% are currently very high. Is that a sign that it was very risky exercise for the banks or financial institutions to enter into this refinancing with Pharming?

Mr. Wright:
It is not. Half of the interest is not cash, it is just added to the whole and needs to be paid but does not affect Pharming on a monthly basis. Compared to the previous financing transactions, the risk of the Company actually went down significantly from previous transactions, that was a big advantage and it was not a very simple exercise to get this rate. The credit rate is credited at a rate between the banks and it is always a lot bigger than what is achievable by an ordinary company with lots of assets, lots of revenue and lots of profits.

The Chairperson then proposed to move to the next topic on the agenda.

#2B EXPLANATION OF THE IMPLEMENTATION OF THE REMUNERATION POLICY

The Chairperson introduced the implementation of the remuneration policy. The report from the remuneration committee can be found on page 87-98 of the Annual Report. The Chairperson noted that there are no questions or comments from the shareholders concerning this agenda item.

#2C PROPOSAL TO ADOPT THE FINANCIAL STATEMENTS

The Chairperson introduced the proposal to adopt the financial statements of 2016. The financial statements were prepared by the Board on 22 March 2017 in accordance with statutory law. The financial statements can be found on page 109 - 163 and are audited by PricewaterhouseCoopers Accountants (**PwC**). The financial statements 2016 are signed by all members of the Board and the Board of Supervisory Directors on 22 March 2017. An unqualified auditors report has been issued for the financial statements 2016 on 22 March 2017. The financial statements were discussed in the meeting of the Board of Supervisory Directors of 22 March 2017. The Chairperson invited Mr. Admiraal from PwC to provide additional information on the scope of the audit appointment, the materiality of the audit and the audit findings of PwC.

Mr. Admiraal:
Mr. Admiraal highlighted the scope of the audit, being the responsibility of PwC, acting as an independent auditor, to express an opinion on the financial statements based on audit proceed forms and at the end, the audit provides some reasonable assurance that there are no material misstatements in the financial statements. The audit has been performed based on risk assessment, also involving the control department of the Company. The audit process has been executed at certain locations, obviously most of the work has been done in Leiden, but we also used other auditors, for example to count inventory and we have also approached our own experts in the United States and France to do that for us. In addition thereto, because of two quite complex transactions the Company entered into, we have used experts in our team which include valuation experts, IT experts and experts on remuneration.

We have discussed the findings of the audit with the Board and the audit committee of the Company.

The audit report is based on the latest international standards for such reports and as a result thereof we have explicitly included the scope, materiality and key audit matters that have been addressed during the performance of our audit. The materiality, which is an important element of any audit of a company, comes down to a EUR 430,000 materiality level which equals roughly 3% of the profit before tax.

The key audit matters that have been addressed are the re-acquisition of the commercial rights, the classification and the valuation of derivatives related to the financial transaction, the valuation of inventory and the revenue recognition which is applicable to all companies with a higher risk and funding which is also an important element for the Company.

In relation to the re-acquisition of the commercial rights, we have audited the contracts and we determined that the accounting of this transaction is appropriate and with respect to certain valuation aspects our audit includes an assessment of the methodology of valuation techniques as used by the Board.

We have audited the classification and valuation of the derivatives, the second key audit matter, by checking the contracts as well as the accounting treatment in the Annual Report itself including the disclosures. As to the third key audit matter, the valuation of the Company's inventory, we have made assumptions of the expected sales considering the future events which are uncertain obviously, we discussed with and challenged management, we looked at historical sales and revenues, we also tested estimates regarding sale prices, expiration dates and as a result of all of those tests performed we found no material exceptions.

The fourth key audit matter is the revenue recognition. We have tested the flow of revenue by looking at the goods movements in its entirety, being the reconciliation that is made by management, as well as the delivery documents, payment contracts to and from sales partners, so we have tested the whole revenue stream from beginning to end, which is important and a good basis for next year's audit.

The fifth and final key audit matter is the funding, which is obviously important to the Company because in the end Pharming, so far, has not been able to generate enough cash from product sales to meet its current working capital requirements. As reflected in the management report, the Board concluded that the 2016 year end cash balance, being EUR 32 million, is expected to be sufficient to fund the Company for at least one year as from the date of the financial statements and auditor's report.

The management report, prepared by the Board, is extensive for Dutch and international regulations. We have checked whether the management report is in line with the required information that needs to be shown based on title 9, book 2 of the Dutch Civil Code and have, for example, looked at corporate governance and compliance with management and management remuneration. All requirements have been adequately disclosed in the management report.

We overall believe that the accounting policies used in the financial statements are appropriate and that based on the work performed we have issued an unqualified auditor's report and we believe that the financial statements of the Company give a true and fair view. Finally, in performing our audit we have acted independent from the Company.

The Chairperson thanked Mr. Admiraal for his presentation and opened the opportunity to shareholders to ask any questions or make any comments concerning the financial statements.

Mr. Bongaerts on behalf of VEB:
As to the first key audit matter, the acquisition of the commercial rights of Ruconest in the United States. Could you be a little bit explicit about the numbers involved and did you for instance design scenarios with possible outcomes?

Mr. Admiraal:
We have based our audit review on the management's proposed forecast and information, so would like to defer to the Board for some clarification on that.

Mr. De Vries:
We have of course base, low and high case scenarios. We also take into account certain risks associated with (future) pricing and competition. Our forecasts are based on a lot of scenario work.

Mr. Bongaerts on behalf of VEB:
Is my understanding correct that you, as auditor, have seen all these scenarios?

Mr. Admiraal:
That is correct. We have involved specialists that use evaluation techniques as well as benchmarks and we need to apply those to get to the result of our audit, but it is based on the scenarios as mentioned by Mr. De Vries.

Mr. Bongaerts on behalf of VEB:
My second question concerns the key audit matter about revenue recognition. That is one of the issues that will remain, especially after the transaction of last year.

Mr. De Vries:
In the United States you have patients coming in and you receive proceeds from the sale, called gross sales. Those gross sales mean that you get that money in *minus* the margin for the distributor. You take a provision for sales allowances and for charge backs under the various insurance plans. As an example, government employees or (veterans of) the armed forces enjoy the deepest discounts in the market, so you have to make an assumption and make certain provisions for that. You may recall that Valeant paid us 30% of the actual net sales proceeds, so it was Valeant who had to make an assumption on how many patients were coming from government plans or other plans were they knew there were going to be discounts. Therefore, when you get to know your patient population better, you get more comfortable with the sort of percentage that needs to be in between gross and net sales. This is, going forward really now a 100% estimate of the management of Pharming and we were very conservative because we still need to get to know our patient population.

Mr. Admiraal:
Based on our audit, we can confirm that we indeed used a more conservative approach. That is the reason why we have included a materiality of EUR 430,000, you should be aware of this item. Bottom line is that we can accept the current treatment.

The Chairperson thanked the Board and employees of Pharming for their dedication and the results achieved in 2016. The Chairperson then proposed to adopt the financial statements of 2016 and concluded that the proposal has been **ADOPTED**.

#2D PROPOSAL TO DISCHARGE THE MEMBERS OF THE BOARD OF MANAGEMENT FOR THEIR RESPONSIBILITIES

The Chairperson introduced the proposal to discharge the members of the Board for their responsibilities and opened the opportunity to shareholders to ask any questions or make any comments concerning the discharge of the members of the Board. The Chairperson then proposed to discharge each member of the Board from liability in respect of his respective management activities during the financial year 2016 and concluded that the proposal has been **ADOPTED**.

#2E PROPOSAL TO DISCHARGE THE MEMBERS OF THE BOARD OF SUPERVISORY DIRECTORS FOR THEIR RESPONSIBILITIES

The Chairperson proposed to discharge the members of the Board of Supervisory Directors for their responsibilities and opened the opportunity to shareholders to ask any questions or make any

comments concerning the discharge of the members of the Board of Supervisory Directors. The Chairperson then proposed to discharge each member of the Board of Supervisory Directors from liability in respect of their activities during the financial year 2016 and concluded that the proposal has been **ADOPTED**.

#3 COMPOSITION OF THE BOARD OF MANAGEMENT

The Chairperson introduced the proposed re-appointment of Mr. De Vries and Mr. Giannetti as members of the Board. Mr. De Vries will be re-appointed for a period of four years as per 24 May 2017 and immediately ending after the annual general meeting of shareholders in 2021. Mr. Giannetti will be re-appointed for a period of two years as per 24 May 2017 and immediately ending after the annual general meeting of shareholders in 2019. In the event Mr. De Vries will be re-appointed he will retain the title of Chief Executive Officer and in the event that Mr. Giannetti will be re-appointed he will retain the title of Chief Operations Officer. Mr. De Vries and Mr. Giannetti will be re-appointed by the general meeting of shareholders on the basis of a binding nomination by the Board of Supervisory Directors.

The Chairperson opened the opportunity to shareholders to ask questions or make comments concerning the re-appointment of Mr. De Vries and Mr. Giannetti as members of the Board.

#3A PROPOSAL TO RE-APPOINT MR. S. DE VRIES AS MEMBER OF THE BOARD OF MANAGEMENT

The Chairperson proposed to re-appoint Mr. De Vries as member of the Board based on the binding nomination by the Board of Supervisory Directors and concluded that the proposal has been **ADOPTED**.

#3B PROPOSAL TO RE-APPOINT MR. B. GIANNETTI AS MEMBER OF THE BOARD OF SUPERVISORY DIRECTORS

The Chairperson proposed to re-appoint Mr. Giannetti as member of the Board based on the binding nomination by the Board of Supervisory Directors and concluded that the proposal has been **ADOPTED**.

#4 COMPOSITION OF THE BOARD OF SUPERVISORY DIRECTORS

The Chairperson introduced the proposed re-appointment of Mr. Ernst and Mr. De Winter as members of the Board of Supervisory Directors. Mr. Ernst and Mr. De Winter will be re-appointed for a period of four years as per 24 May 2017 and immediately ending after the annual general meeting of shareholders in 2021. Mr. Ernst and Mr. De Winter will be re-appointed by the general meeting of shareholders on the basis of a binding nomination by the Board of Supervisory Directors.

The Chairperson opened the opportunity to shareholders to ask questions or make comments concerning the re-appointment of Mr. Ernst and Mr. De Winter as member of the Board of Supervisory Directors.

Mr. Bongaerts on behalf of VEB:
Did you consider, in the spirit of the current governance code, to tweak the appointment policy and to set the period for re-appointment at two years?

The Chairperson replied that this item currently is being considered and discussed, but has not been introduced in this Meeting.

#4A PROPOSAL TO RE-APPOINT MR. J. ERNST AS MEMBER OF THE BOARD OF SUPERVISORY DIRECTORS

The Chairperson proposed to re-appoint Mr. Ernst as member of the Board of Supervisory Directors based on the binding nomination by the Board and concluded that the proposal has been **ADOPTED**.

#4B PROPOSAL TO RE-APPOINT MR. A. DE WINTER AS MEMBER OF THE BOARD OF SUPERVISORY DIRECTORS

The Chairperson proposed to re-appoint Mr. De Winter as member of the Board of Supervisory Directors based on the binding nomination by the Board and concluded that the proposal has been **ADOPTED**.

#5 AMENDMENT OF THE ARTICLES OF ASSOCIATION

The Chairperson highlighted that, as announced in the 17 May 2017 press release, the amendment of the articles of association of the Company to increase the authorized share capital (item 5a) and the authorization to execute the notarial deed containing the proposed amendment (item 5b), were withdrawn from the agenda.

#6 LTIP SCHEMES 2017 FOR THE BOARD OF SUPERVISORY DIRECTORS

The Chairperson introduced the approval of the LTIP scheme 2017 for the Board of Supervisory Directors in accordance with what has been mentioned about this topic in the explanatory notes and opened the opportunity to shareholders to ask questions or make comments concerning this agenda item.

Mr. Bongaerts on behalf of VEB:
One of the key drivers for introducing this variation on what is common in the Dutch market as to remuneration of supervisory directors was the Company's intention to attract Board of Supervisory Directors members from abroad. Since the LTIP scheme was approved in 2014, there were already two non-Dutch resident members of the Board of Supervisory Directors and as of that date only one additional non-Dutch member of the Board of Supervisory Directors has been attracted. Is this alternative scheme really working or is there actually no merit in sustaining this alternative scheme?

Mr. Sekhri:
Speaking for myself, it is definitely working because I think it would not be really competitive frankly without this sort of incentive.

Mr. Bongaerts on behalf of VEB:
The others were actually already there without this scheme, what about them?

Mr. De Vries:
This scheme was installed back in 2008, even before I came and initially the Board of Supervisory Directors members were re-included, after having been excluded for a while, because we were getting comments saying this is not going to be competitive if you are looking for a foreign based member of

the Board of Supervisory Directors. So we still feel that this works and it is entirely appropriate in an international context, also taking into account that we are looking to increase the international nature of our Board of Supervisory Directors especially given that we are moving forward with the increasing commercialization of the activities in the United States.

The Chairman proposed to approve the alternative LTIP scheme 2017 for the Board of Supervisory Directors and concluded that the proposal has been **ADOPTED**.

#7 APPOINTMENT OF THE EXTERNAL AUDITOR OF THE COMPANY

The Chairperson introduced the appointment of the external auditor of the Company. It is the proposal to instruct PwC to examine the Annual Report and the financial statements for the financial year 2017, to report to the Board and the Board of Supervisory Directors, and to issue an auditor's statement and opened the opportunity to shareholders to ask questions or make comments on the appointment of the external auditor.

The Chairperson proposed to appoint PwC as the external auditor of the Company to audit the financial statements and the Annual Report over the financial year 2017 and concluded that the proposal has been **ADOPTED**.

#8 DESIGNATION OF THE BOARD OF MANAGEMENT AS THE COMPANY'S BODY AUTHORIZED TO: (I) ISSUE SHARES, (II) GRANT OPTION RIGHTS AND (III) RESTRICT OR EXCLUDE PRE-EMPTIVE RIGHTS

The Chairperson introduced this item, consisting of three components, namely the designation of the Board as the authorized Company body to (i) issue shares, (ii) grant option rights and (iii) restrict or exclude pre-emptive rights.

The Chairperson highlighted that the general meeting of shareholders of the Company has designated the Board at the general meeting of shareholders held on 25 May 2016 for a period ending on 25 July 2017, as the Company body to, subject to the approval of the Board of Supervisory Directors:

(i) issue shares;
(ii) grant option rights; and
(iii) restrict or exclude pre-emptive rights.

This authorization is limited to the authorized share capital as per the moment of the resolution of the Board to issue shares and/or grant option rights to acquire shares. As a consequence of both the redemption of the Amortising Convertible bonds 2017/2018 and the withdrawal of the proposal to increase the authorized share capital, this proposed authorization is now limited to 800 million shares in the capital of the Company, being the actual authorized capital of the Company, instead of 895 million shares as in the original notice to convene.

The Chairperson then proposed to authorize the Board, for a period ending on 24 July 2018, as the authorized Company body to (i) issue shares, (ii) grant option rights and (iii) restrict or exclude pre-emptive rights.

The Chairperson concluded that the proposal has been **ADOPTED**.

#9 AUTHORIZATION OF THE BOARD OF MANAGEMENT TO REPURCHASE SHARES IN THE COMPANY

The Chairperson introduced the proposal to authorize the Board for a period ending on 24 July 2018, to repurchase, subject to the approval of the Board of Supervisory Directors, not more than 10% of the issued capital of the Company. The general meeting of shareholders has designated the Board at the general meeting of shareholders held on 25 May 2016 for a period ending on 25 July 2017, as the Company body authorized to, subject to the approval of the Board of Supervisory Directors, repurchase shares in the Company through the stock exchange or otherwise, for a price not less than the nominal value and not exceeding 100% of the average final closing rates for shares as listed in the Official Prize Gazette of NYSE Euronext Amsterdam N.V. during five consecutive trading days prior to the date of repurchase. The Chairperson opened the opportunity for shareholders to ask questions or make comments on this agenda item.

The Chairperson proposed to approve this authorization for a period ending on 24 July 2018. The Chairperson concluded that the proposal has been **ADOPTED**.

#10 ANY OTHER BUSINESS

The Chairperson opened the opportunity for shareholders to ask questions or make comments on any other matter.

Mr. Heinemann:
Pharming's operations basically come down to a few diseases. I suppose it would be possible to rewind the DNA which exterminates these diseases. What kind of future will Pharming have then?

Mr. De Vries:
As mentioned already, now we have the commercial rights on the US operations, we are looking for new products with regard to rare or ultra-rare diseases, which can be licensed by Pharming. I am not sure whether the mechanism that you referred to is also part of those, but we are definitely looking for very cutting edge treatments to expand Pharming's portfolio. We are fully aware of the fact that is very important to accelerate Pharming's growth with products other than Ruconest and we hope to inform you on any such development in the future.

#11 CLOSING

The Chairperson announced that shareholders who wish to receive a copy of the minutes may submit their request by email to legal@pharming.com. The Chairperson then closed the Meeting and thanked all attendees for their time and presence.

A copy of these minutes will be sent to the Board in order to enable the Board to keep record of the resolutions adopted hereby.

These minutes are adopted by the Chairperson and the Secretary on 24 August 2017.

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