

**Proxy for resolutions to be taken in the Annual General Meeting
2019 of Pharming Group N.V.**

To be held at Holiday Inn Leiden, Haagse Schouwweg 10, 2332 KG Leiden, the Netherlands and organized by Pharming Group N.V. ("the Company") on 22 May 2019 at 14.00 hours (CEST).

THE UNDERSIGNED:

_____, a company / private person residing at _____,
acting in their capacity as holder of _____ shares in **Pharming Group N.V.**
(the "Company"), a public company incorporated and existing under the laws of the Netherlands, having its registered office in Leiden, the Netherlands;

HEREBY GRANTS FULL PROXY AND POWER OF ATTORNEY TO

- [] Each member of the Board of Management of the Company; or
- [] P.C.S. van der Bijl, civil law notary (*notaris*) at NautaDutilh N.V. and J.J. van de Winckel, candidate civil law notary (*kandidaat-notaris*) at NautaDutilh N.V., each individually, or a substitute to be designated by them (the "Notary"); or
- [] the following person: _____

provided that, in the absence of a selection (or specification of a name, as relevant) the undersigned is considered to have granted the power of attorney to the Notary,

to represent the undersigned, with the right of substitution, in the Annual General Meeting of the Company, which will be held on 22 May 2019 at 14.00 hours (CEST) at Holiday Inn Leiden, Haagse Schouwweg 10, 2332 KG Leiden, the Netherlands and to vote on behalf of the undersigned in any and all matters that will be proposed to the shareholders of the Company, with all powers which the undersigned would possess and would be able to execute if personally present at said meeting, and to resolve on any and all matters which the proxy holder may deem necessary and appropriate, subject to and in accordance with the instructions below (provided that, if no choice is specified in respect of any voting item listed below, the relevant proxyholder shall vote "In favour" of such voting item). This proxy and any relationship arising from it is governed exclusively by the laws of the Netherlands.

Direction of vote on the following matters:

In favour

Against

Abstain

Proposal	Annual Report 2018	<u>In favour</u>	<u>Against</u>	<u>Abstain</u>
2e	Proposal to adopt the financial statements	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2f	Proposal to discharge the members of the Board of Management for their responsibilities	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2g	Proposal to discharge the members of the Board of Supervisory Directors for their responsibilities	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Proposal	Long Term Incentive Plan 2019 (LTIP) for the Board of Supervisory Directors			
3	Proposal to approve and authorize the grant of the 2019 LTIP shares to the Board of Supervisory Directors, with exclusion of pre-emptive rights	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Proposal	New Share Option Plan for Employees and Management			
4	Proposal to approve and authorize the grant of options to its staff and Board of Management, with exclusion of pre-emptive rights	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Proposal	Re-election of Member to the Board of Management			
5	Proposal for re-election of Mr. Bruno Giannetti as member the Board of Management	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Proposal	New Member for the Board of Supervisory Directors			
6	Proposal to appoint Ms. Deborah Jorn as Member of the Board of Supervisory Directors	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Proposal	Re-election of Members to the Board of Supervisory Directors			
7a	Proposal for re-election of Mr. Paul Sekhri as Chairman of the Board of Supervisory Directors	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
7b	Proposal for re-election of Mr. Barrie Ward as Member of the Board of Supervisory Directors	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Proposal	Amendment of the Articles of Association to permit wider choice of locations for General Meeting of Shareholders			
8	Proposal to amend location options for the venue for future General Meetings of Shareholders and authorization of NautaDutilh N.V. to effect such amendment	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Proposal	Appointment of the external auditor of the Company			
9	Proposal to appoint Deloitte Accountants B.V. as the external auditor of the Company for the financial year 2019	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Proposal **Designation of the Board of Management**

10 Proposal to designate Board of Management as the Company's body, authorised to: (i) issue shares, (ii) grant option rights and (iii) limit or exclude preemptive rights

Proposal **Authorization of the Board of Management to repurchase shares in the Company**

11 Proposal to authorize the Board of Management to repurchase shares in the Company

Signed in _____ on _____ 2019.

By:

Title: