

## Notice to Convene 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 Wednesday, 22 May 2019 at 14:00 hours (CEST).

### AGENDA

1. **Opening and announcements**
2. **Annual Report 2018**
  - a) Explanation of the business, the operations and the results for the year ending on 31 December 2018. (discussion item)
  - b) Explanation of the implementation of the remuneration policy. (discussion item)
  - c) Explanation of the implementation of the Dutch Corporate Governance Code. (discussion item)
  - d) Explanation of the dividend policy. (discussion item)
  - e) Proposal to adopt the financial statements. (voting item)
  - f) Proposal to discharge the members of the Board of Management for their responsibilities. (voting item)
  - g) Proposal to discharge the members of the Board of Supervisory Directors for their responsibilities. (voting item)
3. **Long Term Incentive Plan 2019 (LTIP) shares to members of the Board of Supervisory Directors**

Proposal to approve and authorize the grant of the 2019 LTIP shares to the Board of Supervisory Directors, with exclusion of pre-emptive rights. (voting item)
4. **New Share Option Plan for Employees and Management**

Proposal to approve and authorize the grant of options to its staff and Board of Management, with exclusion of pre-emptive rights. (voting item)
5. **Re-election of Member to the Board of Management**

Proposal for re-election of Mr. Bruno Giannetti as Member of the Board of Management. (voting item)
6. **New Member for the Board of Supervisory Directors**

Proposal to appoint Ms. Deborah Jorn as Member of the Supervisory Board of Directors. (voting item)
7. **Re-election of Members to the Board of Supervisory Directors**
  - a) Proposal for re-election of Mr. Paul Sekhri as Chairman of the Board of Supervisory Directors. (voting item)
  - b) Proposal for re-election of Mr. Barrie Ward as Member of the Board of Supervisory Directors. (voting item)
8. **Amendment of the Articles of Association to permit wider choice of locations for General Meetings of Shareholders**

Proposal to amend location options for the venue for future General Meetings of Shareholders and authorization of NautaDutilh N.V. to effect such amendment. (voting item)

**9. Appointment of the external auditor of the Company**

Proposal to appoint Deloitte Accountants B.V. as the external auditor of the Company for the financial year 2019. (voting item)

**10. 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**

Proposal to authorize the Board of Management for a period starting on 22 May 2019 and ending on 22 July 2020 as the body which is authorized, with the approval of the Board of Supervisory Directors, to (i) issue shares, (ii) grant rights to acquire rights and (iii) to limit or exclude pre-emptive rights up to 10% of the issued share capital. (voting item)

**11. Authorization of the Board of Management to repurchase shares in the Company**

Proposal to authorize the Board of Management for a period starting on 22 May 2019 and ending on 22 July 2020 as the body which is authorized, with the approval of the Board of Supervisory Directors, to repurchase not more than 10% of the issued capital through the stock exchange or otherwise. (voting item)

**12. Any other business**

**13. Closing**

*No business shall be voted on at the meeting, except such items as included in the above-mentioned agenda.*

*The agenda with explanatory notes thereto, the Annual Report over 2018, the financial statements over 2018, the draft deed of amendment to the Company's articles of association and other information, are available as of the date hereof for inspection and can be obtained free of charge at the office address of the Company shown below and from the Company's website ([www.pharming.com](http://www.pharming.com)).*

**RECORD TIME AND RELEVANT REGISTER**

For this meeting, those entitled to vote and/or attend the meeting are those who on 24 April 2019 at 18.00 hours (CEST), after processing of all credit and debit entries and transfers (the "Record Time"), are registered in one of the (sub)registers designated by the Board of Management. The sub-registers designated for holders of deposit shares (*girale aandelen*) are the registers administered by the intermediaries as referred to in the Section 1 of Securities Giro Transactions Act (the "Intermediary"), indicating who is entitled to such shares at the Record Time. The sub-register designated for holders of registered shares is the share register of the Company at the Record Time.

**HOLDERS OF DEPOSIT SHARES (GIRALE AANDELEN)**

A holder of deposit shares who wishes to participate at the meeting must notify ABN AMRO Bank N.V. ("ABN AMRO") via [www.abnamro.com/evoting](http://www.abnamro.com/evoting) or via the Intermediary in whose administration his shares are registered on 15 May 2019 at 18.00 hours (CEST) at the latest. The Intermediaries must submit to ABN AMRO, no later than on 16 May 2019 at 10.00 hours (CEST), a statement via [www.abnamro.com/intermediary](http://www.abnamro.com/intermediary) including the number of shares notified for registration and held by the shareholder(s) concerned at the Record Time. ABN AMRO will send these shareholders a proof of registration ("Admission Ticket") via the relevant Intermediary.

**HOLDERS OF NON-TRADED SHARES**

A holder of Non-Traded Shares (i.e., shares that are not deposit shares (*girale aandelen*), but which are registered in the share register of the Company) who wishes to participate at the meeting may apply in

writing until 15 May 2019 at 18.00 hours (CEST) to the Company at the office address of the Company confirming his identity and the number of shares registered in his name at the Record Time. The acknowledgement of receipt (“Acknowledgement of Receipt”) provided will be valid as an attendance card to the meeting.

#### **PROXY AND INSTRUCTION TO VOTE**

If shareholders wish to have themselves represented by proxy – without prejudice to the application requirements set forth above – a power of attorney to that effect must have been received by the Board of Management no later than 15 May 2019 at 18.00 hours (CEST) at the office address of the Company. Without prejudice to the application process, shareholders who will not attend the meeting either in person or by their own designated proxy may grant a proxy and instruction to vote to a person to be specified in such proxy. Proxy and voting instructions can be given in writing. For the granting of a proxy and instruction to vote, in writing, shareholders are required to use the proxy form which can be downloaded from the Company’s website ([www.pharming.com](http://www.pharming.com) – under Investors & Media/Shareholders/Shareholders Meetings). The form completed by the shareholder must have been received by the Company no later than 15 May 2019 at 18.00 hours (CEST) at the office address of the Company shown below.

The office address of the Company for all correspondence purposes is Darwinweg 24, 2333 CR Leiden, the Netherlands.

The application requirements and processes described above for shareholders apply mutatis mutandis to others with statutory meeting rights with respect to shares as at the Record Time.

Participants (and their proxies) will be requested to provide their Admission Ticket or the Acknowledgement of Receipt (as applicable) at the registration desk at the meeting and can be requested to show a valid identification document. Participants may be declined access to the meeting in case proof of registration and/or a valid identification document cannot be presented at the time.

**Leiden, the Netherlands, 10 April 2019**  
**Board of Management**