

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

Proxy for the Annual General Meeting of Shareholders as organised by Pharming Group N.V. ("the Company") and to be held on Wednesday 20 May 2020 at 14.00 hours CET (the "Annual General Meeting").

### 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
- Mr P.C.S. van der Bijl, civil law notary (notaris) at NautaDutilh N.V., and Mr J.J. van de Winkel, candidate civil law notary (notaris) at NautaDutilh N.V., each individually, or a substitute to be designated by them (the "Notary"); or
- the following person:

\_\_\_\_\_

to represent the undersigned, with the right of substitution, at the Annual General Meeting and to vote on behalf of the undersigned with regard to any and all matters on the agenda, with all powers that the undersigned would be able to execute if personally present at the Annual General Meeting, in accordance with the voting instructions as specified at page 2 of this proxy.

This proxy is subject to the following conditions:

- in the absence of a selection of a proxyholder above, or the name details of a third party proxyholder, the undersigned will be considered to have granted a proxy and power of attorney to the Notary;
- the agenda items are stated in this proxy in abbreviated form; the full agenda as set out in the Notice to Convene for the Annual General Meeting is incorporated herein by this reference;
- if no voting instruction is given in this proxy for any or all of the items on the agenda, the undersigned shall be deemed to have instructed the proxyholder to vote 'in favour' of the relevant agenda item(s);
- the undersigned has been duly registered for the Annual General Meeting in accordance with the procedure set out in the Notice of Convocation;
- this proxy is only valid if duly signed;
- this proxy is governed exclusively by the laws of The Netherlands.

<u>Voting instructions:</u>		<u>In favour</u>	<u>Against</u>	<u>Abstain</u>
<b>Proposal</b>	<b>Annual Report 2019</b>			
2b)	Remuneration report for 2019 ( <i>advisory vote</i> )	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2e)	Proposal to adopt the 2019 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"/>
<b>Proposal</b>	<b>Remuneration</b>			
3a)	Remuneration policy for the Board of Management	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3b)	Share Option Plan for employees and Board of Management	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3c)	Remuneration policy for the Board of Supervisory Directors	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<b>Proposal</b>	<b>Amendment of the Articles of Association</b>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4	(i) increase of the authorised capital by 10% and (ii) implementation of the requirements imposed by SRD II			
<b>Proposal</b>	<b>Appointment of the external auditor of the Company</b>			
5	Proposal to appoint Deloitte Accountants B.V. as the external auditor of the Company for the financial year 2020.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<b>Proposal</b>	<b>Designation of the Board of Management</b>			
6	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 pre-emptive rights.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<b>Proposal</b>	<b>Authorization of the Board of Management</b>			

7 Proposal to authorize the Board of Management     
to repurchase shares in the Company.

Signed in \_\_\_\_\_ on \_\_\_\_\_ 2020

By:

Title: