

**AMICUS THERAPEUTICS, INC.  
COMPENSATION AND LEADERSHIP DEVELOPMENT  
COMMITTEE CHARTER**

**Introduction**

This charter governs the operations of the Compensation and Leadership Development Committee (the “*Committee*”) of the board of Directors (the “*Board*”) of Amicus Therapeutics, Inc. (the “*Company*”). To the extent that any provision or section of this charter may be inconsistent with any article, provision or section of the Certificate of Incorporation or Bylaws of the Company, the Articles of Incorporation or Bylaws of the Company, as appropriate, shall fully control. The Company shall make this charter available on its website at [www.amicusrx.com](http://www.amicusrx.com).

**Membership of Committee**

The Committee shall be composed of such number of directors appointed by the Board, which in no event shall be less than two, each of whom shall satisfy the applicable independence requirements of The NASDAQ Stock Market (“*NASDAQ*”) and the rules and regulations of the Securities and Exchange Commission, subject to the phase-in and extraordinary circumstance rules that may be applicable. Members of the Committee also shall qualify as “outside” directors within the meaning of Internal Revenue Code Section 162(m) and as “non-employee” directors within the meaning of Rule 16b-3 under the Securities Exchange Act of 1934, as amended (the “*Exchange Act*”). The Committee shall be appointed by the Board, upon recommendation of the Nominating and Corporate Governance Committee of the Board, if one exists. The chairman of the Committee shall be appointed by the Board. Committee members shall serve until their successors are duly appointed and qualified or until their earlier removal by the Board at any time. The Committee may form and delegate any of its responsibility to subcommittees as it deems necessary or appropriate in its sole discretion.

**Meetings and Consultants**

The Committee shall meet as often and at such places as it shall determine, but not less frequently than annually. The Committee shall report regularly to the Board regarding its actions and make recommendations to the Board as appropriate. Except as otherwise set forth in this charter, the Committee is governed by the same rules regarding the conduct of meetings (including meetings in person or by telephone or other similar communications equipment), action without meetings, notice, waiver of notice, and quorum and voting requirements as are applicable to the Board, as laid out in the Certificate of Incorporation and By-laws of the Company. The Committee may invite such members of management to its meetings as it deems appropriate. However, the Committee shall meet regularly without such members present, and in all cases the chief executive officer and any other such officers shall not be present at meetings at which their compensation or performance is discussed or determined.

The Committee shall have the authority to select, retain and terminate any compensation consultants, outside legal and other counsel, and other advisors (“*Consultants*”) as it deems necessary or appropriate in its sole discretion to assist with the execution of its duties and responsibilities as set forth in this charter. The Committee shall oversee the work of the

Consultants. The Committee may invite Consultants, as well as any officer, director or employee of the Company, to attend meetings of the Committee or to meet with any members of the Committee. The Committee shall have the sole authority to approve the fees and retention terms relating to such Consultants, which fees shall be borne by the Company. The Committee shall receive appropriate funding from the Company, as determined by the Committee in its capacity as a committee of the Board, for the payment of compensation to its Consultants. However, the Committee shall not be required to implement or act consistently with the advice or recommendations of its Consultants, and the authority granted in this charter shall not affect the ability or obligation of the Committee to exercise its own judgment in fulfillment of its duties under this charter.

In retaining or seeking advice from Consultants (other than the Company's in-house counsel), the Committee must take into consideration the factors specified in Rule 10C-1 of the Exchange Act and NASDAQ Listing Rule 5605(d)(3)(D). The Committee may retain, or receive advice from, any Consultants they prefer, including ones that are not independent, after considering the specified factors.

### **Purposes of the Committee**

The Committee shall discharge the overall responsibility of the Board relating to executive compensation and leadership development and director compensation, including, but not limited to, the (i) establishment and review of the Company's overall management compensation philosophy, (ii) production of an annual compensation report for inclusion in the Company's proxy statement, (iii) assessment and monitoring of the Company's organizational health, leadership development programs, and processes designed to attract, motivate, develop and retain employees, and (iv) performance of any other tasks as the Board, from time to time, may prescribe. All powers of the Committee are subject to the Certificate of Incorporation and By-Laws of the Company and applicable laws.

### **Authority and Responsibilities**

The Committee shall have the following authority and responsibilities:

- To assist the Board in developing and evaluating potential candidates for executive positions, including the chief executive officer, and to oversee the development of executive succession plans (including, but not limited to, policies and principles for executive officer selection and performance review, as well as policies regarding succession in the event of an emergency or the retirement of an executive officer), and to review such executive succession plans periodically;
- To review, at least annually, the Company's compensation policies and practices, and to make such changes to those policies and practices as the Committee deems appropriate in order to adequately account for and mitigate relevant risks and ensure continued compliance with the Company's compensation and organizational goals. Such review shall include, without limitation, an assessment of the following:

- the Company's overall risk and reward compensation structure, and whether such structure encourages excessive risk taking;
  - differences in compensation policies or practices across business functions of the Company;
  - controls at the Company which may mitigate risk or risk taking activities by employees;
  - management's decision-making and policy-making structures and practices; and
  - the methodology and metrics used to define, update, and measure short-term and long-term objectives as part of the Company's compensation and human capital programs, particularly with respect to those aspects of such programs related to the Company's goals regarding diversity, inclusion, pay equality, and workplace environment and culture;
- To take any and all action which may be taken by the Board with respect to establishing the compensation level of officers and other senior executives of the Company, including, but not limited to, the development of compensation policies that attract and retain the highest quality executives, clearly articulate the relationship of corporate performance to executive compensation and reward executives for the Company's progress;
  - To review, at least annually, management's aggregate decisions regarding the compensation of all employees of the Company other than the Company's "officers," as defined in Section 16 of the Exchange Act and Rule 16a-1 promulgated thereunder including but not limited to merit and promotion budgets, equity and bonus programs;
  - On an annual basis at the beginning of the fiscal year, to review and recommend to the Board for approval corporate goals and objectives as may be relevant to the compensation of the Company's executive and non-executive officers;
  - On an annual basis at the end of the fiscal year, to review the Company's performance against the corporate goals and objectives and recommend a corporate goal modifier which represents the percentage of achievement against the corporate goals and objectives;
  - To evaluate on an annual basis the chief executive officer's performance in light of the established corporate goals and objectives. Based upon these evaluations, as well as a consideration of other factors, including individual performance, the Committee shall review and recommend to the Board the chief executive officer's annual compensation, including salary, bonus, incentive and equity compensation. In evaluating and determining the chief executive officer's compensation, the Committee shall consider the results of the most recent stockholder advisory vote on executive compensation ("**Say on Pay Vote**") required by Section 14A of the Exchange Act. The chief executive

officer shall not be present during any voting or deliberations by the Committee on his or her compensation;

- To review and approve on an annual basis the evaluation process and compensation structure for the Company's officers. The Committee shall evaluate the performance of the Company's executive officers against established corporate and individual goals and shall approve the annual compensation, including salary, bonus, incentive and equity compensation, for such executive officers. The Committee also shall provide oversight of management's decisions concerning the performance and compensation of other Company officers at the Senior Vice President level and above. In determining executive compensation, the Committee shall consider the results of the most recent Say on Pay Vote;
- To review the Company's incentive compensation and other stock-based plans and recommend changes in, or additions to, such plans to the Board as needed. The Committee shall have and shall exercise all the authority of the Board with respect to the administration of such plans. The Committee shall review and approve individual awards of incentive compensation and other stock-based plans for the chief executive officer and for other Corporate Officers based upon performance against corporate and individual goals. The Committee shall review and approve the aggregate totals of incentive compensation and other stock-based plans for all employees and will be provided a schedule detailing recommended incentive compensation and other stock-based plans for each employee. In reviewing and making recommendations regarding incentive compensation plans and other stock-based plans, including whether to adopt, amend or terminate any such plans, the Committee shall consider the results of the most recent Say on Pay Vote;
- To review and discuss with management the Company's Compensation Discussion and Analysis ("**CD&A**") and the related executive compensation information, recommend that the CD&A and related executive compensation information be included in the Company's annual report on Form 10-K and proxy statement and approve the compensation committee report on executive officer compensation required to be included in the Company's proxy statement or annual report on Form 10-K;
- To review and recommend to the Board for approval the frequency with which the Company will conduct Say on Pay Votes, taking into account the results of the most recent stockholder advisory vote on frequency of Say on Pay Votes required by Section 14A of the Exchange Act, and review and approve the proposals regarding the Say on Pay Vote and the frequency of the Say on Pay Vote to be included in the Company's proxy statement;
- To review, at least annually, the Company's stock ownership guidelines, to make changes to the guidelines as appropriate, and to monitor compliance with the guidelines and take any actions necessary to ensure continued compliance;
- To review director compensation for service on the Board and Board committees at least once a year and to recommend any changes to the Board;

- To review executive officer compensation for compliance with Section 16 of the Exchange Act and Section 162(m) of the Internal Revenue Code, as in effect from time to time, and other applicable laws, rules and regulations;
- To review and approve non-routine employment agreements, severance arrangements and change in control agreements and provisions when, and if, appropriate, as well as any special supplemental benefits;
- To review, at least annually, the Company's organizational health, identifying opportunities for organizational improvement and making recommendations to the Board regarding strategies for sustainable organizational and leadership development. In addition, the Committee shall be responsible for reviewing and making recommendations to the Board regarding organizational and leadership development plans and programs, including programs designed to identify, attract, motivate, develop and retain employees;
- To review major organizational and staffing matters and approve compensation for new officers at the Senior Vice President Level and above;
- To prepare and publish an annual executive compensation report in the Company's proxy statement;
- To report regularly to the Board on the Committee's activities and findings;
- To periodically, but at least annually, conduct a self-evaluation of its performance and review and reassess the adequacy of this charter and recommend any proposed changes to the Board for approval;
- To oversee the Company's engagement efforts with shareholders on the subject of executive compensation;
- To review, at least annually, the compensation practices and trends of the Company's peer group to determine the competitiveness of the Company's executive compensation program;
- To appoint and oversee the engagement and conduct of all Consultants engaged by the Company, at least annually, including, without limitation, considering the independence of such Consultants prior to any such engagement, considering and addressing any conflicts of interest between the Company and any such Consultants and determining the compensation for any engagements of such Consultants; and
- To perform any other activities that may be required by applicable law, regulations or rules to be performed by a company's "Compensation Committee" or as the Committee or the Board deems to be appropriate.

The Committee shall perform all activities consistent with this charter, the Company's certificate of incorporation and by-laws and applicable law, regulations and rules. The Committee shall have the authority to conduct or authorize investigations into any matters within the scope of its

responsibilities as it shall deem appropriate, including the authority to request any officer, employee or advisor of the Company to meet with the Committee or any advisors engaged by the Committee. The Committee will review and reassess the adequacy of this charter and will recommend any changes to the full Board every three (3) years.