



April 24, 2024

Dear Stockholder:

We are pleased to invite you to attend our 2024 Annual Meeting of Stockholders on Thursday, June 6, 2024, at 9:00 a.m. Eastern Daylight Time. The Annual Meeting of Stockholders will be held in virtual-only format via webcast.

Enclosed are the following:

- Our Notice of Annual Meeting of Stockholders and Proxy Statement for 2024;
- Our 2023 Annual Report to Stockholders (including our Annual Report on Form 10-K for fiscal year 2023); and
- A proxy card with a return envelope to record your vote.

We also strongly encourage you to view our 2024 Environmental, Social and Governance (“ESG”) Report, a copy of which may be found through the Responsibility section of our website at [www.amicusrx.com](http://www.amicusrx.com) or at [www.proxyvote.com](http://www.proxyvote.com).

The accompanying notice of the 2024 Annual Meeting and Proxy Statement describes the business we will conduct at the meeting and provide information about Amicus Therapeutics, Inc. that you should consider when you vote your shares.

Your vote is important. When you have finished reading the Proxy Statement, please promptly vote your shares by marking, signing, dating, and returning the proxy card in the enclosed envelope or vote via telephone or Internet according to the instructions in the Proxy Statement. If you attend the Annual Meeting, you may vote your shares even though you have previously voted by proxy if you follow the instructions in the Proxy Statement. We encourage you to vote by proxy so that your shares will be represented and voted at the meeting, whether or not you can attend the webcast.

Sincerely,

A handwritten signature in black ink that reads 'Bradley Campbell'. The signature is written in a cursive, flowing style.

Bradley L. Campbell  
*President and Chief Executive Officer*

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April 24, 2024

**NOTICE OF 2024 ANNUAL MEETING OF STOCKHOLDERS**

To our Stockholders:

The 2024 Annual Meeting of Stockholders of Amicus Therapeutics, Inc. will be held on Thursday, June 6, 2024 at 9:00 a.m. Eastern Daylight Time. The meeting will be held in a virtual-only format online via webcast. You will be able to attend the 2024 Annual Meeting as well as vote and submit your questions during the live webcast of the meeting by visiting [www.virtualshareholdermeeting.com/FOLD2024](http://www.virtualshareholdermeeting.com/FOLD2024). The purpose of this meeting is to vote on the following:

1. Elect three Class II directors as nominated by the Board of Directors each to serve a three-year term expiring at the 2027 Annual Meeting or until their respective successors have been elected;
2. Approve the Amended and Restated 2007 Equity Incentive Plan to add 7,000,000 shares to the equity pool;
3. Ratify the appointment of Ernst & Young LLP as the Company's independent registered public accounting firm for the fiscal year ending December 31, 2024;
4. Approve, on an advisory basis, the Company's executive compensation;
5. Consider and act upon any other business that is properly presented at the meeting.

These items of business are more fully described in the Proxy Statement accompanying this Notice.

The record date for the 2024 Annual Meeting is April 12, 2024. Only stockholders of record at the close of business on that date are entitled to notice of and to vote at the meeting or any adjournment thereof.

BY ORDER OF THE BOARD OF DIRECTORS:

A handwritten signature in black ink that reads 'Ellen Rosenberg'. The signature is written in a cursive, flowing style.

Ellen Rosenberg  
Chief Legal Officer and Corporate Secretary

Princeton, New Jersey  
April 24, 2024

The 2024 Annual Meeting will be held virtually over the Internet. Whether or not you expect to attend the meeting, please complete, date, sign and return the proxy card or vote by telephone or the Internet as instructed in the accompanying materials as promptly as possible in order to ensure your representation at the meeting. You can revoke a proxy at any time prior to its exercise by following the instructions in the Proxy Statement. Please note, however, that if your shares are held of record by a broker, bank or other nominee and you wish to vote at the meeting, you must provide a valid proxy issued in your name from that record holder.

**AMICUS THERAPEUTICS, INC.**  
**47 Hulfish Street, Princeton, New Jersey 08542**  
**(609) 662-2000**

**PROXY STATEMENT FOR THE AMICUS THERAPEUTICS, INC.**  
**2024 ANNUAL MEETING OF STOCKHOLDERS TO BE HELD ON**  
**JUNE 6, 2024**

**GENERAL INFORMATION ABOUT THE ANNUAL MEETING**

**Why Did You Send Me this Proxy Statement?**

We sent you this Proxy Statement and the enclosed proxy card because the Board of Directors (the “Board”) of Amicus Therapeutics, Inc. (sometimes referred to as “we,” “us,” “our,” “Amicus” or the “Company”) is soliciting your proxy to vote at the 2024 Annual Meeting of Stockholders (the “Annual Meeting”) and any adjournments of the meeting to be held in a virtual-only format online via webcast on Thursday, June 6, 2024 at 9:00 a.m. Eastern Daylight Time. This Proxy Statement, along with the accompanying Notice of Annual Meeting of Stockholders, summarizes the purposes of the meeting and the information you need to know to vote at the Annual Meeting. You are invited to attend the Annual Meeting to vote on the proposals described in this Proxy Statement. You do not need to attend the Annual Meeting to vote your shares. Instead, you may simply complete, date, sign and return the enclosed proxy card, or follow the instructions on the enclosed proxy card to submit your proxy by telephone or on the Internet.

We intend to mail this Proxy Statement, our 2023 Annual Report to Stockholders (including our Annual Report on Form 10-K for fiscal year 2023), the attached Notice of Annual Meeting and the enclosed proxy card to all stockholders entitled to vote at the Annual Meeting on or about April 24, 2024.

**IMPORTANT NOTICE REGARDING THE AVAILABILITY OF PROXY MATERIALS**  
**FOR THE ANNUAL MEETING TO BE HELD ON JUNE 6, 2024.**

**THE PROXY STATEMENT AND FORM OF PROXY FOR OUR 2024 ANNUAL MEETING**  
**OF STOCKHOLDERS AND OUR 2023 ANNUAL REPORT TO STOCKHOLDERS ARE AVAILABLE AT:**

*www.sec.gov*, through the Investor Relations section of our web site at *www.amicusrx.com*  
or at *www.proxyvote.com*

**Who Can Vote?**

Only stockholders of record at the close of business on April 12, 2024 are entitled to vote at the Annual Meeting. On this record date, there were 296,176,419 shares of our common stock (“Common Stock”) outstanding and entitled to vote. Each share of Common Stock is entitled to one vote. The Common Stock is our only outstanding class of voting stock.

***Stockholder of Record: Shares Registered in Your Name***

If, on April 12, 2024, your shares were registered directly in your name with our transfer agent, Equiniti Trust Company, LLC, then you are a stockholder of record. As a stockholder of record, you may vote at the Annual Meeting or vote by proxy. Whether or not you attend the Annual Meeting, we urge you to fill out and return the enclosed proxy card or follow the instructions on the proxy card or Notice of Internet Availability to submit your vote by telephone or Internet to ensure your vote is counted.

***Beneficial Owner: Shares Registered in the Name of a Broker or Bank***

If, on April 12, 2024, your shares were held, not in your name, but rather in an account at a brokerage firm, bank, dealer, or other similar organization, then you are the beneficial owner of shares held in “street name” and these proxy materials are being forwarded to you by that organization. The organization holding your account is considered the stockholder of record for purposes of voting at the Annual Meeting. As a beneficial owner, you have the right to direct your broker or other agent on how to vote the shares in your account. A number of brokers and banks enable beneficial owners to give voting instructions via telephone or the Internet. Please refer to the voting instructions provided by your bank or broker.

You are also invited to attend the Annual Meeting. However, since you are not the stockholder of record, please contact your broker, bank, or other nominee for a 16-digit control number that will be required to gain access to the meeting. You will be able to vote your shares electronically during the Annual Meeting by following the instructions available on the meeting website.

## What am I voting on?


There are four matters scheduled for a vote:

- Elect three Class II directors;
- Approve the Amended and Restated 2007 Equity Incentive Plan to add 7,000,000 shares to the equity pool;
- Ratify the appointment of Ernst & Young LLP as our independent registered public accounting firm for our fiscal year ending December 31, 2024; and
- Approve, on an advisory basis, the Company’s executive compensation.

## How Do I Vote?

Whether you plan to attend the Annual Meeting or not, we urge you to vote by proxy. Voting by proxy will not affect your right to attend the Annual Meeting. Make sure to have your proxy voting card, voting instruction form or Notice of Internet Availability in hand and follow the instructions to submit your vote in one of five ways:

### VOTE IN ADVANCE OF THE MEETING\*

| By Internet  | By Telephone   | By Mail   | By QR Code   |
|--|--|---|--|
| Visit 24/7<br><a href="http://www.proxyvote.com">www.proxyvote.com</a> | Dial toll-free<br>24/7   | Cast your ballot, sign your proxy card and mail in the postage-paid return envelope | Scan this QR code to vote with your smartphone or device                           |
| Follow on-screen instructions  | 1-800-690-6903 (registered holders)<br><br>1-800-454-8683 (beneficial holders)<br><br>Follow recorded instructions |   |  |

### VOTE AT THE VIRTUAL MEETING

| At the Meeting   |
|--|
| To cast a virtual ballot:<br><br>Follow the on-screen instructions available after logging into the meeting at:<br><a href="http://www.virtualshareholdermeeting.com/FOLD2024">www.virtualshareholdermeeting.com/FOLD2024</a><br>on June 6, 2024<br><br>Enter your 16-digit control number |

\* Refer to the 16-digit control number included on your proxy card, voting instruction form or Notice of Internet Availability of Proxy Materials to vote. Your vote must be received by 11:59 p.m. Eastern Daylight Time on June 5, 2024 to be counted.

**Beneficial Owners:** If your shares are held in “street name” (held in the name of a bank, broker, or other nominee), follow the instructions provided by your bank, broker, or other nominee with these proxy materials.

## How Many Votes do I have?

Each share of Common Stock that you own as of April 12, 2024, entitles you to one vote on each matter to be voted on at the Annual Meeting.

## Will My Shares be Voted if I Do Not Return My Proxy Card?

If your shares are registered in your name, they will not be voted if you do not return your proxy card by mail or vote at the meeting as described above under “How Do I Vote?” If your shares are held in street name and you do not provide voting instructions to the bank, broker or other nominee that holds your shares as described above under “How Do I Vote?,” the bank, broker or other nominee has the authority to vote your unvoted shares only for Proposal 3. The broker, bank or other nominee will not be permitted to vote on the other Proposals without your voting instructions. We encourage you to provide voting instructions. This ensures your shares will be voted at the meeting in the manner you desire. If your broker cannot vote your shares on a particular matter because it has not received instructions from you and does not have discretionary voting authority on that matter or because your broker chooses not to vote on a matter for which it does have discretionary voting authority, this is referred to as a “broker non-vote”.

## May I Revoke My Proxy?

If you give a proxy, you may revoke it at any time before the Annual Meeting. You may revoke your proxy in any one of the following ways:

- signing a new proxy card and submitting it as instructed above;
- notifying the Company's Secretary in writing before the Annual Meeting that you have revoked your proxy; or
- attending the meeting and voting at the meeting if you are a stockholder of record. Attending the meeting will not in and of itself revoke a previously submitted proxy unless you specifically request it.

## What if I Receive More Than One Proxy Card?

You may receive more than one proxy card or voting instruction form if you hold shares of our Common Stock in more than one account, which may be in registered form or held in street name. Please vote in the manner described under "How Do I Vote?" for each account to ensure that all of your shares are voted.

## How Does the Board of Directors Recommend That I Vote on the Proposals?

### PROPOSAL 1

#### ELECTION OF DIRECTORS



BOARD'S  
RECOMMENDATION:  
"FOR" EACH NOMINEE

We are asking stockholders to elect three directors for a three-year term. The table below sets forth the information with respect to our three nominees standing for election. Each of the nominees are currently serving as directors. Additional information about the candidates and their respective qualifications can be found on the "Nominees for Election at the Annual Meeting" of this Proxy Statement.

| Name             | Age | Director Since |
|------------------|-----|----------------|
| Eiry W. Roberts  | 60  | 2021           |
| Craig A. Wheeler | 63  | 2016           |
| Burke W. Whitman | 68  | 2019           |

### PROPOSAL 2

#### APPROVE THE AMENDED AND RESTATED 2007 EQUITY INCENTIVE PLAN



BOARD'S  
RECOMMENDATION:  
"FOR"

We are asking stockholders to approve the Amended and Restated 2007 Equity Incentive Plan to add 7,000,000 shares to the equity pool.

### PROPOSAL 3

#### INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM



BOARD'S  
RECOMMENDATION:  
"FOR"

We are asking stockholders to ratify the appointment of Ernst & Young LLP as our independent registered public accounting firm for our fiscal year ending December 31, 2024.

### PROPOSAL 4

#### ADVISORY VOTE ON EXECUTIVE COMPENSATION



BOARD'S  
RECOMMENDATION:  
"FOR"

We are asking stockholders for the approval, on an advisory basis, of the compensation of our named executive officers.

If any other matter is properly presented, the proxy card provides that your shares will be voted by the proxy holder listed on the proxy card in accordance with his/her best judgment. At the time this Proxy Statement was printed, we knew of no matters that needed to be acted on at the Annual Meeting other than those discussed in this Proxy Statement.

### **What Vote is Required to Approve Each Proposal and How are Votes Counted?**

**Proposal 1: Elect Directors . . . . .** The nominees for director who receive the most votes cast (also known as a “plurality” of the votes) will be elected. You may vote FOR all of the nominees, WITHHOLD your vote from all of the nominees or WITHHOLD your vote from any one or more of the nominees. Abstentions, or votes that are withheld, will not be counted as voting on the matter for purposes of electing directors. Votes that are withheld will not be included in the vote tally for the election of directors. Brokerage firms do not have authority to vote customers’ unvoted shares held by the firms in street name for the election of directors. These broker non-votes will have no effect on the results of this vote.

**Proposal 2: Approval of the Amended and Restated 2007 Equity Incentive Plan . . . . .** The affirmative vote of a majority of the shares present or represented by proxy at the Annual Meeting and entitled to vote on such matter is required to approve the Amended and Restated 2007 Equity Incentive Plan. Abstentions will have the effect of a vote against this proposal. Brokerage firms do not have the authority to vote customers’ unvoted shares held by the firms in street name on this proposal and therefore are not entitled to vote on the matter. These broker non-votes will have no effect on the results of this vote.

**Proposal 3: Ratify Appointment of Independent Registered Public Accounting Firm . . . . .** The affirmative vote of a majority of the shares present or represented by proxy at the Annual Meeting and entitled to vote on such matter is required to ratify the selection of our independent registered public accounting firm. Abstentions will have the effect of a vote against this proposal. Brokerage firms have authority to vote customers’ unvoted shares held by the firms in street name on this proposal. We are not required to obtain the approval of our stockholders to appoint our independent registered public accounting firm. However, our Board believes it is advisable to give stockholders the opportunity to ratify this appointment. If our stockholders do not ratify the selection of Ernst & Young LLP as our independent registered public accounting firm for the fiscal year ending December 31, 2024, the Audit and Compliance Committee of our Board will reconsider its selection.

**Proposal 4: Approval, on an Advisory Basis, of Executive Compensation . . . . .** The affirmative vote of a majority of the shares present or represented by proxy at the Annual Meeting and entitled to vote on such matter is required to adopt this resolution. Abstentions will have the effect of a vote against this proposal. Brokerage firms do not have the authority to vote customers’ unvoted shares held by the firms in street name on this proposal and therefore are not entitled to vote on the matter. These broker non-votes will have no effect on the results of this vote. This advisory vote on executive compensation is not binding on our Board. However, the Board will take into account the result of the vote when determining future executive compensation arrangements.

### **How are Votes Counted?**

Votes will be counted by the inspector of election appointed for the Annual Meeting, who will separately count “For”, “Withhold” (with respect to the election of directors) and “Against” (with respect to proposals other than the election of directors) votes, abstentions, and broker non-votes.

### **Who Will Pay the Costs of Soliciting these Proxies and How Are They Being Solicited?**

Amicus will pay all of the costs of soliciting these proxies. Our directors and employees may solicit proxies in person or by telephone, fax, or email. We will pay these employees and directors no additional compensation for these services. We will ask banks, brokers and other institutions, nominees, and fiduciaries to forward these proxy materials to their principals and to obtain authority to execute proxies. We will then reimburse them for their expenses.

### **What Constitutes a Quorum for the Meeting?**

The presence, in person or by proxy, of the holders of a majority of the issued and outstanding shares of our Common Stock is necessary to constitute a quorum at the meeting. Votes of stockholders of record who are present at the meeting in person or by proxy, abstentions and broker non-votes are counted for purposes of determining whether a quorum exists.

## **How Can I Find Out the Results of the Voting at the Annual Meeting?**

Preliminary voting results will be announced at the Annual Meeting. Final voting results will be published in a Current Report on Form 8-K within four business days after the Annual Meeting.

## **When are Stockholder Proposals Due for Next Year's Annual Meeting?**

If you wish to submit a proposal to be considered for inclusion in next year's proxy materials or nominate a director, your proposal must be in proper form according to Securities and Exchange Commission ("SEC") Regulation 14A, Rule 14a-8 and received by the Secretary of the Company no later than December 25, 2024. Proposals received after that date will not be included in the proxy materials we send out in connection with the 2025 Annual Meeting of Stockholders. If a proposal is received before that date, the proxies that management solicits for the meeting may still exercise discretionary voting authority on the proposal under circumstances consistent with the proxy rules of the SEC. To be timely in accordance with our Restated By-laws (By-laws"), stockholder notice of any proposal, other than a stockholder proposal intended to be included in our proxy statement and submitted pursuant to Rule 14a-8 promulgated under the Securities Exchange Act of 1934, must be received by us not earlier than November 25, 2024 and not later than December 25, 2024; provided, however, that in the event that the date of the 2025 Annual Meeting of Stockholders is more than 30 days before or more than 60 days after the anniversary date of the 2024 Annual Meeting of Stockholders, notice by the stockholder to be timely must be delivered not earlier than the close of business on the 90th day prior to the 2025 Annual Meeting of Stockholders and not later than the close of business on the later of the 60th day prior to the 2025 Annual Meeting of Stockholders or the 10th day following the day on which we make a public announcement of the 2025 Annual Meeting of Stockholders. All stockholder proposals should be marked for the attention of the Chief Legal Officer and Corporate Secretary, c/o Amicus Therapeutics, Inc., 47 Hulfish Street, Princeton, New Jersey 08542.

In addition, to comply with the universal proxy rules, stockholders who intend to solicit proxies in support of director nominees other than our nominees must comply with our By-laws and Rule 14a-19 under the Securities Exchange Act of 1934.

## **Attending the Annual Meeting**

The Annual Meeting will be held in a virtual only format online via webcast on Thursday, June 6, 2024 at 9:00 a.m. Eastern Daylight Time. You are not required to attend the Annual Meeting in order to vote.



## PROPOSAL NO. 1—ELECTION OF DIRECTORS

### Recommendation:

The Board recommends the vote “FOR” the election of each of *Eiry W. Roberts, M.D., Craig A. Wheeler and Burke W. Whitman* as a director, and proxies solicited by the Board will be voted in favor thereof unless a stockholder has indicated otherwise on the proxy.

The Board has voted to nominate Eiry W. Roberts, M.D., Craig A. Wheeler, and Burke W. Whitman for election at the Annual Meeting for a term of three years to serve as Class II directors until the 2027 Annual Meeting of Stockholders, and until their respective successors are duly elected and qualified. The Class III directors —Michael G. Raab, Glenn P. Sblendorio, Margaret G. McGlynn and Michael A. Kelly, and the Class I directors — Lynn D. Bleil and Bradley L. Campbell — will serve until the Annual Meetings of Stockholders to be held in 2025 and 2026, respectively, and until their respective successors have been elected and qualified.

Unless authority to vote for any of these nominees is withheld, the shares represented by the signed and dated proxy cards will be voted **FOR** the election as directors of Dr. Roberts, Mr. Wheeler, and Mr. Whitman. In the event that any nominee becomes unable or unwilling to serve, the shares represented by the enclosed proxy will be voted at the discretion of the individuals designated as proxies on the proxy cards. We have no reason to believe that any nominee will be unable or unwilling to serve as a director.

A plurality of the shares voted at the Annual Meeting is required to elect each nominee as a director.

### Our Board of Directors

Our Certificate of Incorporation and Restated By-laws provide that our business is to be managed by or under the direction of our Board. Our Board is divided into three classes and one class is elected at each Annual Meeting of Stockholders to serve for a three-year term. Our Board consists of nine members. Our Board is divided amongst three classes as follows:

- The Class I directors are Mr. Campbell and Ms. Bleil, and their term will expire at the 2026 Annual Meeting of Stockholders;
- The Class II directors are Messrs. Wheeler and Whitman and Dr. Roberts, and their term will expire at the 2024 Annual Meeting of Stockholders; and
- The Class III directors are Messrs. Raab, Sblendorio, and Kelly and Ms. McGlynn, and their term will expire at the 2025 Annual Meeting of Stockholders.

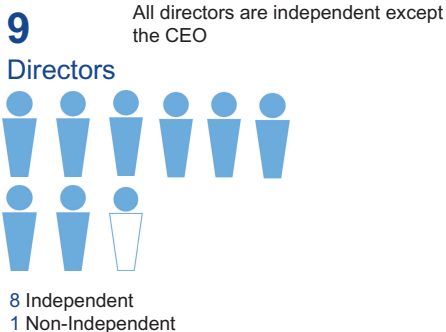
Our Certificate of Incorporation and Bylaws provide that the authorized number of directors may be changed only by resolution of the Board. Our Board has authorized that the maximum size of the Board be set at twelve members.

On March 6, 2024, our Board, upon the recommendation of the Nominating and Corporate Governance Committee, voted to nominate Dr. Roberts, Mr. Wheeler, and Mr. Whitman for re-election as Class II directors at the 2024 Annual Meeting for a term of three years to serve until the 2027 Annual Meeting of Stockholders until their respective successors have been duly elected and qualified.

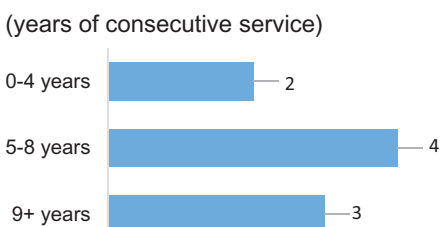
The Board has determined that each of the director nominees possesses the requisite skills, personal integrity, business judgment, industry experience, and willingness to devote adequate time and effort necessary to serve as an effective member of the Board. A description of the background of each, along with other specific experiences, qualifications, attributes, or skills that contributed to the Board’s decision to nominate the nominees, is set forth below, followed immediately by like disclosure for our existing directors whose terms of office extend beyond the Annual Meeting.

The Board is currently composed of nine directors with diverse skill sets, demographic, and professional backgrounds. For the graphs below, diversity includes ethnicity, gender, and veteran status but the Company also values and considers diversity of age, perspective, skill, experience, competency, culture, disability, and LGBTQ status when evaluating candidates for nomination.

### Board Independence

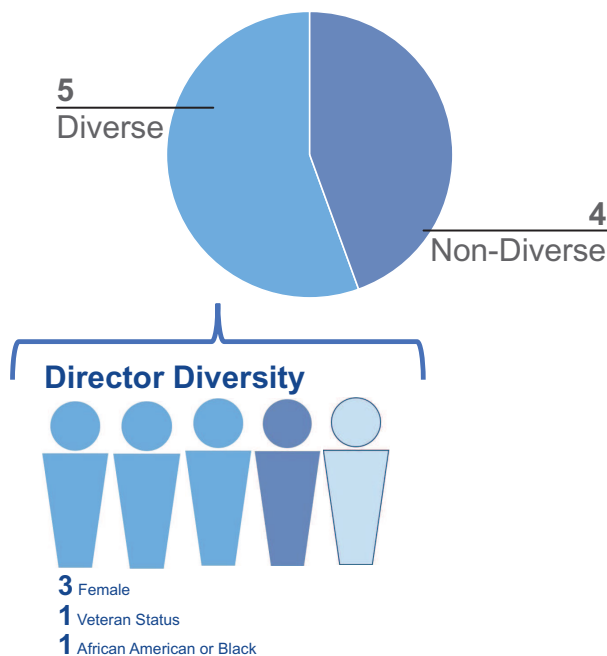


### Board Tenure



**9.3** years Average Tenure

### Overall Board Diversity\*



\*Diversity includes gender, race, and veteran status

### Nominees for Election at the Annual Meeting

| Name                                    | Age | Position |
|---|-----|----------|
| Eiry W. Roberts, M.D. <sup>(1)(2)</sup> | 60  | Director |
| Craig A. Wheeler <sup>(3)(4)</sup>      | 63  | Director |
| Burke W. Whitman <sup>(3)(5)</sup>      | 68  | Director |

- (1) Member of the Compensation and Leadership Development Committee
- (2) Member of the Science and Technology Committee
- (3) Member of Audit and Compliance Committee
- (4) Chair of Science and Technology Committee
- (5) Member of Nominating and Corporate Governance Committee



*Eiry W. Roberts, M.D.*, has served as a member of our Board since June 2021. Dr. Roberts is a former senior executive of Eli Lilly and Company and is currently the Chief Medical Officer of Neurocrine Biosciences, Inc. She has over 25 years of pharmaceutical drug development experience, ranging across all phases of development from research through commercialization, spanning multiple therapeutic areas. Prior to Neurocrine, Roberts spent 26 years at Eli Lilly, during which she advanced through various senior and executive level roles, concluding her tenure as Vice President in Research & Development. Roberts served as the Chair of the Medical Review Committee at Eli Lilly. She is a member of the Healthcare Business Women’s Association and an Adjunct Professor of Medicine at Indiana University, Department of Clinical Pharmacology. She formerly served on the Springboard Ventures Steering Committee and was a member of the Indiana Health Forum. She has non-profit Board experience, previously serving on the Board of the Indianapolis Children’s Choir and the St. Richard’s Episcopal School Board of Trustees. Dr. Roberts is an M.D. trained in pharmacology and medicine in the United Kingdom, qualifying from the University of London. Dr. Roberts continued her post-graduate clinical training in clinical pharmacology and cardiology at St. Bartholomew’s Hospital and at the Royal London Hospital.

*Skills and Qualifications:* Dr. Roberts brings more than 25 years of healthcare industry experience to the Board, spanning the areas of pharmaceutical drug development, regulatory affairs, pricing, and access. She has immense experience in leading therapeutic programs through all phases of the drug development process, regulatory frameworks, and product commercialization. She has an extensive background in medicine and experience as a Chief Medical Officer of a biopharmaceutical company. The culmination of her skills and experience adds important insight into the Amicus business and its development into a leading global commercial organization, all of which contributed to our conclusion that she should be re-elected to the Board and continue to serve on the Science and Technology and Compensation and Leadership Development Committees of the Board.



*Craig A. Wheeler* has served as a member of the Board since June 2016. He is the CEO of Headwaters Biotech Advisors, where he serves as an advisor to executives in the Biotech industry. Mr. Wheeler recently completed a 14-year tenure as President and Chief Executive Officer of Momenta Pharmaceuticals (Nasdaq: MNTA), where he grew the company from a startup, through multiple product launches, and ultimately to a \$6.5 billion acquisition by J&J in the fall of 2020. In 2011, he was an E&Y Entrepreneur of the Year Regional Award winner. In May 2012, the Boston Globe named Momenta the number one company in their annual Globe 100 survey of top performing companies. Prior to joining Momenta, Mr. Wheeler was President of Chiron Biopharmaceuticals where, during his five-year tenure, he ran a fully integrated 2,500-person global pharma business with a global commercial organization, multiple manufacturing sites, a research organization, and a product development pipeline, more than doubling the pharmaceutical division's global sales. Before that, he was a senior member of The Boston Consulting Group's health care practice and worked extensively in the health care sector with focus on pharma and biotech, particularly in regard to corporate and R&D strategy. He began his career at Merck & Company, Inc.'s (NYSE: MRK) MSDRL research unit. He also previously served as the Chairman of the Board of Avanir Pharmaceuticals, Inc. where he helped oversee the transition of the company from a research-based platform to a fully integrated CNS pharmaceutical company until 2015 when it was acquired by Otsuka Pharmaceuticals for \$3.5 billion. Mr. Wheeler received his B.S. and M.S. in chemical engineering from Cornell University and his M.B.A. from the Wharton School of the University of Pennsylvania.

*Skills and Qualifications:* Mr. Wheeler has extensive pharmaceutical industry knowledge and leadership experience, including his demonstrated expertise in drug development, manufacturing, and the technical issues facing growing biopharmaceutical companies. This background enables him to make significant contributions as the head of the Science and Technology Committee, while his overall life science experience and leadership enables him to contribute to the Audit and Compliance Committee as well as the Board as a whole, all of which contributed to our conclusion that he should be re-elected to serve on the Board and on the Science and Technology and Audit and Compliance Committees of the Board.



*Burke W. Whitman* has served as a member of the Board since June 2019. He also serves as Chief Executive of Colmar Holdings (a private investment company), member of the Boards of Directors of Omega Healthcare Investors (NYSE: OHI), the Marine Corps Heritage Foundation, the Buckhead Coalition, and member of Business Executives for National Security. Previously Mr. Whitman served as both a corporate Chief Executive Officer and a U.S. Marine Corps general officer. In military service for 34 years, (1985 to 2019, including 14 years on active duty, most recently 2009 to 2018), he commanded units at every level, led multiple combat deployments, served as Commanding General of a Marine Division and of Marine Forces, served as a General Officer with the U.S. Secretary of Defense, and retired as a Major General and the service's senior reserve officer. Concurrently, in business for 20 years (1988-2008), he served as Chief Executive Officer (initially Chief Operating Officer) of Health Management Associates (NYSE: HMA), Chief Financial Officer of Triad Hospitals (NYSE: TRI), President of Deerfield Healthcare (private), Vice President of Almost Family (Nasdaq: AFAM), and an Investment Banker with Morgan Stanley (NYSE: MS). In its annual ranking, Institutional Investor Magazine has named him a repeat Best CFO and Best CEO. In volunteer service, Mr. Whitman has served on the Boards of the Federation of American Hospitals, Toys for Tots Foundation, Reserve Forces Policy Board, Marine Corps University, and Lovett School. He holds a BA from Dartmouth College, an MBA from Harvard Business School, a Master in Strategic Studies degree from the United States Army War College, and a Master of Ministry degree from Nashotah House Theological Seminary.

*Skills and Qualifications:* Mr. Whitman is an experienced executive and board leader of national and global organizations in health, defense, education, finance, and real estate. His broad knowledge of the domestic and international healthcare sector, specific experience in strategic finance and growth, and skill in organizational leadership and governance, provide a multifaceted perspective to our global biopharma business. These qualifications have made him an integral member of both the Audit and Compliance and Nominating and Corporate Governance Committees, all of which contributed to our conclusion that he should be re-elected to serve on the Board and on these Committees.

## Directors Whose Terms Do Not Expire This Year

| Name                                  | Age | Position |
|---------------------------------------|-----|----------|
| Lynn D. Bleil <sup>(1)(2)</sup>       | 60  | Director |
| Bradley L. Campbell                   | 48  | Director |
| Michael A. Kelly <sup>(3)(4)</sup>    | 67  | Director |
| Margaret G. McGlynn <sup>(5)(6)</sup> | 64  | Director |
| Michael G. Raab <sup>(6)(7)</sup>     | 59  | Director |
| Glenn P. Sblendorio <sup>(2)(8)</sup> | 68  | Director |

- (1) Chair of the Nominating and Corporate Governance Committee
- (2) Member of the Compensation and Leadership Development Committee
- (3) Member of the Audit and Compliance Committee
- (4) Member of the Science and Technology Committee
- (5) Chair of the Compensation and Leadership Development Committee
- (6) Member of the Nominating and Corporate Governance Committee
- (7) Chairman of the Board
- (8) Chair of the Audit and Compliance Committee



*Lynn D. Bleil* has served as a member of the Board since September 2018. Ms. Bleil led the West Coast Healthcare Practice of McKinsey & Company and was a core leader of McKinsey's worldwide Healthcare Practice before her retirement as a Senior Partner in 2013, after 25 years at the firm. Currently, Ms. Bleil serves as a member of the Board of Directors of Stericycle, Inc. (Nasdaq: SRCL), Sonova Holding AG (VX: SOON) and Alcon AG (NYSE: ALC). Her prior directorships included DST Systems, Inc. (NYSE: DST), and Auspex Pharmaceuticals (Nasdaq: ASPX). Ms. Bleil is also the Chair of the Intermountain Wasatch Back Hospitals Community Board, a non-profit organization. Ms. Bleil received her B.S.E. in Chemical Engineering from Princeton University and her M.B.A. from the Stanford Graduate School of Business.

*Skills and Qualifications:* Ms. Bleil is an experienced Director who brings more than three decades of experience in the broader healthcare industry and biopharma, having advised numerous executives and Boards in the sector on strategic, organizational, and operational issues. She has broad expertise in healthcare strategy, business development, go-to-market strategies, reimbursement, and policy. These qualifications enable Ms. Bleil to serve as Chair of the Nominating and Corporate Governance Committee and to serve as a member of and Leadership Development Committee.



*Bradley L. Campbell* is the President and Chief Executive Officer and has served as a member of the Board since June 2018. Prior to his promotion to Chief Executive Officer in August 2022, Mr. Campbell served as President and Chief Operating Officer since January 2015. He brings over 20 years of experience in the Orphan Drug industry. Mr. Campbell joined Amicus in 2006 and, prior to becoming CEO led the global organization responsible for the commercialization of Galafold<sup>®</sup>. He also oversaw the Technical Operations, Market Access, Program Management, Clinical Operations, and Regulatory Affairs functions. Mr. Campbell currently serves on a number of Boards including Gennao Bio, the Alliance for Regenerative Medicine (ARM), and the Corporate Advisory Board for the National Tay-Sachs and Allied Diseases Association. He previously served on the Board of ARYA Sciences Acquisition Corp III, a healthcare focused Special Purpose Acquisition Vehicle, as well as Progenics Pharmaceuticals (Nasdaq: PGNX) from 2016 until its successful acquisition by Lantheus Holdings in 2020. Prior to joining Amicus, Mr. Campbell spent time in various commercial and business development roles at Genzyme and Bristol-Myers Squibb and as a strategy consultant for Marakon Associates. He received a B.A. in Public Policy Studies from Duke University and an M.B.A. from Harvard Business School.

*Skills and Qualifications:* Mr. Campbell has significant experience within the pharmaceutical industry, much of which has been focused on rare diseases, including expertise in corporate development, strategic planning, business operations, sales, and marketing. His experience, as well as his prior service on the Board of Directors of other publicly held companies in the pharmaceutical industry, provides valuable contributions to the Company as we continue our ongoing expansion as a fully integrated global commercial company. He also provides our Board with in-depth knowledge of our company through the day-to-day leadership of our executives, all of which enables him to make meaningful contributions to the Board.





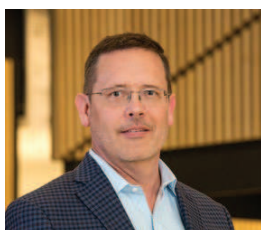
**Michael A. Kelly** has served as a member of the Board since December 2020. Mr. Kelly is a former senior executive of Amgen, Inc. and is currently acting as Founder & President of Sentry Hill Partners, LLC, a global life sciences transformation and management consulting business founded by Mr. Kelly in 2018. Mr. Kelly has more than two decades of executive experience as a senior leader in the life sciences industry serving in various strategic finance and operations positions at Amgen Inc. (Nasdaq: AMGN), most recently as Senior Vice President, Global Business Services and Vice President & CFO, International Commercial Operations. Mr. Kelly has also held positions at Biogen, Inc. (Nasdaq: BILB), Tanox, Inc., and Monsanto Life Sciences, a division of the Nutrasweet Kelco Company. Currently, Mr. Kelly is an independent member of the Board of Directors for Prime Medicine, Inc. (Nasdaq: PRME), DMC Global, Inc. (Nasdaq: BOOM), and NeoGenomics, Inc. (Nasdaq: NEO). Mr. Kelly previously served on the Boards of Directors for Aprea Therapeutics, Inc. (Nasdaq: APRE) and Hookipa Pharma, Inc. (Nasdaq: HOOK). He also serves on the Council of Advisors and was the former audit committee chairman for Direct Relief, a humanitarian aid organization focused on health outcomes and disaster relief. Mr. Kelly holds a BSc in business administration from Florida A&M University, concentrating in Finance and Industrial Relations.

*Skills and Qualifications:* Mr. Kelly brings more than two decades of leadership experience in the life sciences industry and a wealth of knowledge and background in managing, financing, and growing global healthcare and biotechnology companies to the Board. He has served in various strategic finance and commercial operations positions, including, Founder and President of a global life sciences transformation and management consulting business, Chief Financial Officer, and Board member of multiple biotechnology companies. Mr. Kelly also has extensive experience in developing and executing global corporate strategies for multi-product biotechnology organizations, a special skill set in organizational diversity, as well as leadership experience in humanitarian aid facing organizations focused on health outcomes and disaster relief. Mr. Kelly brings this expertise to the Audit and Compliance and Science and Technology Committees and to the Board as a whole.



**Margaret G. McGlynn** has served as a member of the Board since October 2009. She retired from Merck after 26 years including roles as President of Global Vaccines and Infectious Disease and President, U.S. Hospital and Specialty Products. She also served in a variety of executive leadership roles in global and U.S. marketing, sales, and managed care. Following her retirement from Merck, Ms. McGlynn served as Chief Executive Officer and President of The International AIDS Vaccine Initiative. Currently, Ms. McGlynn serves as a member of the Board of Directors of Novavax, Inc. (Nasdaq: NVAX). Previously, she served on the Boards of Vertex Pharmaceuticals, Air Products and Chemicals, Inc. (NYSE: APD) and Orphan Technologies. She is also Chair of the Board of HCU Network America, a non-profit which provides advocacy and supports research for patients affected by the rare disease homocystinuria and is a Trustee of University at Buffalo Foundation. Ms. McGlynn holds a B.S. in Pharmacy and a M.B.A. in Marketing and an honorary doctorate in sciences from the State University of New York at Buffalo.

*Skills and Qualifications:* Ms. McGlynn has significant leadership experience in the pharmaceutical industry, including her service as a senior executive of Merck where she led commercialization across several therapeutic areas and geographies and managed large organizations. This experience, combined with her service on biopharmaceutical company boards and a rare disease patient advocacy organization, gives her important insights into Amicus's business and a comprehensive understanding of compensation management and the relationship of compensation practices to the organization and its development, all of which enables Ms. McGlynn to make essential contributions as Chair of the Compensation and Leadership Development Committee, a member of the Nominating and Corporate Governance Committee and to the Board as a whole.



**Michael G. Raab** has served as a member of the Board of Directors since May 2004, as Lead Independent Director September 2018-March 2024, and as Chair of the Board beginning March 4, 2024. Mr. Raab has served as President and Chief Executive Officer of Ardelyx, Inc. (Nasdaq: ARDX) since March 2009. Mr. Raab previously served as a partner of New Enterprise Associates ("NEA") from June 2002 until December 2008, with a focus on healthcare investing. From 1999 to 2002, he was Senior Vice President, Therapeutics and General Manager, Renagel® at Genzyme Corporation. Mr. Raab currently serves as a member of the Board of Directors of Ardelyx, Inc. Mr. Raab serves as Chairman of Tempest Therapeutics, Inc. (Nasdaq: TPST), a San Francisco based clinical stage biotechnology company advancing small molecule therapeutics that modulate anti-tumor pathways. He also serves on the Emerging Companies and Health Section Governing Boards of the Biotechnology Innovation Organization. Mr. Raab holds a B.A. from DePauw University.

*Skills and Qualifications:* Mr. Raab has significant experience in drug development and commercialization of products in the rare diseases, cardio renal, and GI diseases. He also has extensive management experience in the biopharmaceutical industry serving as Chief Executive Officer of a late-stage biopharmaceutical company and from his prior time overseeing NEA

investments in pharmaceuticals and biotechnology. Mr. Raab also brings a global perspective and an integrity-based approach to compliance and governance matters and devotes substantial time to Amicus matters. Mr. Raab is committed to his new role of Chair of the Board and will bring his full energy, time, and engagement to this role and to his continued service as a member of the Nominating and Corporate Governance Committee.



*Glenn P. Sblendorio* has served as a member of the Board since June 2006. Mr. Sblendorio most recently was Chief Executive Officer and member of the Board of Directors of IVERIC bio, Inc. (Nasdaq: ISEE), formerly Ophthotech Corporation (Nasdaq: OPHT), from July 2017 to its acquisition by Astellas Pharma in 2023. Prior to IVERIC, Mr. Sblendorio was President and Chief Financial Officer of The Medicines Company (Nasdaq: MDCO) from March 2006 through March 2016 and was a member of the Board of Directors of the Medicines Company from July 2011 through December 31, 2015. Before joining The Medicines Company, Mr. Sblendorio was Executive Vice President and Chief Financial Officer of Eyetech Pharmaceuticals, Inc. from February 2002 until it was acquired by OSI Pharmaceuticals, Inc. in November 2005. In addition, from 1998 through 2000, Mr. Sblendorio served as a Managing Director of MPM Capital Advisors. Mr. Sblendorio currently services as a member of the board of directors for Mineralys Therapeutics and as Chairman of Nanoscope Therapeutics, a private company. Previously, he served as a member of the board of Directors of Intercept Pharmaceuticals, Inc. (Nasdaq: ICPT) until it was acquired in November 2023. Mr. Sblendorio received his B.B.A. from Pace University, his M.B.A. from Fairleigh Dickinson University and is a graduate of the Harvard Advanced Management Program.

*Skills and Qualifications:* Mr. Sblendorio has significant corporate leadership experience, industry knowledge and demonstrated knowledge of financial and financing matters through his prior experience in leading pharmaceutical companies. He brings substantial expertise in the management of financial and compliance risks associated with global pharmaceutical operations and financial management strategies. Mr. Sblendorio’s specific expertise includes his service on other boards, and he devotes significant time to Amicus matters both in scheduled meetings and with management and the auditors. He is the “audit committee financial expert” as defined in the SEC regulations, with particular expertise in the matters faced by the audit committee of a company with its commercial revenue guidance, geographic expansion and related expenses. Mr. Sblendorio brings this expertise as chair of the Audit and Compliance Committee, to the Compensation and Leadership Development Committee and to the Board as a whole.

## Committee Memberships

| Directors             | Independent | Age | Director Since | Audit and Compliance | Compensation and Leadership Development | Nominating and Corporate Governance | Science and Technology |
|-----------------------|-------------|-----|----------------|----------------------|---|-------------------------------------|------------------------|
| Lynn D. Bleil         | ✓           | 60  | 2018           |                      | ●                                       | C                                   |                        |
| Bradley L. Campbell   |             | 48  | 2018           |                      |   |                                     |                        |
| Michael A. Kelly      | ✓           | 67  | 2020           | ●                    |   |                                     | ●                      |
| Margaret G. McGlynn   | ✓           | 64  | 2009           |                      | C                                       | ●                                   |                        |
| Michael G. Raab (CH)  | ✓           | 59  | 2004           |                      |   | ●                                   |                        |
| Eiry W. Roberts, M.D. | ✓           | 60  | 2021           |                      | ●                                       |                                     | ●                      |
| Glenn P. Sblendorio   | ✓           | 68  | 2006           | C                    | ●                                       |                                     |                        |
| Craig A. Wheeler      | ✓           | 63  | 2016           | ●                    |   |                                     | C                      |
| Burke W. Whitman      | ✓           | 68  | 2019           | ●                    |   | ●                                   |                        |

“CH” Chairman of the Board

“C” Committee Chair

# AMICUS CORPORATE GOVERNANCE

## General

This section describes key corporate governance policies and practices that we believe ensure that Amicus is managed for the long-term benefit of all our stakeholders. We continuously review these policies and practices and compare them to those of our peer group and those suggested by various authorities in corporate governance to ensure we adopt best industry practices. Policies and practices that we have adopted include criteria for selecting director nominees, board leadership structure, and responsibilities of the Board of Directors and its committees, among others. Complete copies of our Corporate Governance Guidelines, Board Committee charters, and Code of Conduct are available on the “Investors—Corporate Governance” section of our website, [www.amicusrx.com](http://www.amicusrx.com). You may also request a copy of these documents in writing to:

Amicus Therapeutics, Inc., 47 Hulfish Street, Princeton, NJ 08542, Attn: Ellen Rosenberg, Corporate Secretary.

## Corporate Governance Guidelines

Our Board has adopted corporate governance guidelines to assist our directors in the exercise of their duties and responsibilities and to serve the best interests of Amicus and its stakeholders. These guidelines provide, among other things, that:

- The responsibility of the Board is to oversee the business and operations of Amicus, including risk oversight;
- The majority of the Board must be independent directors;
- The directors have full access to management and to outside independent consultants as needed;
- The Board conducts an annual self-evaluation; and
- The Board establishes appropriate limitations for service as directors on other company boards.

## Director Independence

Our Board has reviewed the materiality of any relationship that each of our directors has with Amicus, either directly or indirectly, as well as other factors that may impact the independence determination for each of our directors. Based on this review, our Board has determined that the following directors are “independent directors” as defined by the rules and regulations of The Nasdaq Stock Market LLC (“Nasdaq”): Mses. Bleil and McGlynn, Messrs. Kelly, Raab, Sblendorio, Wheeler and Whitman, and Dr. Roberts.

## Board Leadership

On December 5, 2023 Amicus announced that Mr. Crowley would conclude his service from employment and his service on the Board, and Mr. Raab would transition from Lead Independent Director to Chairman of the Board, effective March 4, 2024.

The Board originally elected Mr. Crowley as Chairman of the Board in February 2010, to serve in addition to his role as Chief Executive Officer. On August 1, 2022, Mr. Campbell was appointed Chief Executive Officer and Mr. Crowley transitioned to Executive Chairman. In September 2018, the Board appointed Mr. Raab to succeed Don Hayden Jr. as its new Lead Independent Director. At that time, the Company believed that the role of the Lead Independent Director provided the Company with a governance structure that best advanced the objectives of the Company while maintaining proper checks and balances on senior management, and provided the independent members of the Board with open and transparent communication regarding the Company’s strategic planning activities. With Mr. Crowley’s departure from the Company and the Board, and with the appointment of an independent director, Mr. Raab, as Chairman, the Company believes a Lead Independent Director is no longer needed.

## Environmental, Social & Governance (“ESG”) Program

Our ESG program reflects what we view as the effective management of critical environmental, social and governance principles that are fundamental to our organization. It is our belief that a sound governance structure, coupled with a socially and environmentally responsible mindset, provides the foundation for collective and informed decision making and accountability across all facets of Amicus. The Nominating and Corporate Governance Committee oversees the entire ESG program, with specific oversight of environmental and governance matters. The Compensation and Leadership Development Committee is responsible for human capital oversight, while the Audit and Compliance Committee and the Science and Technology Committee oversee cybersecurity and safety issues, respectively.



Environmental

**Commitment to the Environment.** Amicus is committed to producing transformative medicines for patients while practicing environmental responsibility and incorporating sustainability best practices in our operations. As a biotechnology company, our environmental footprint is relatively small in comparison to companies in many other industries, yet we strive to minimize our footprint. We recognize the pressing need to continuously identify and implement opportunities to achieve a reduction in greenhouse gas (GHG) emissions. We recognize that our most valuable asset, our people, can also be key drivers of change when it comes to reducing our carbon footprint. We have engaged our global workforce around good sustainability practices through our GREEN Employee Resource Group to further educate on how Amicus can collectively make a positive change on the environment.

0%

Amicus does not own any manufacturing facilities resulting in 0% Scope 1 and 2 GHG emissions

The Amicus global technical operations team is further committed to improving our “green” credentials through our supply chain partners to reduce environmental impact. At Amicus, we do not directly manufacture our products or product candidates and rely on contract manufacturers. As a result, Amicus has zero direct manufacturing and thus has zero Scope 1 and Scope 2 GHG emissions contributions from drug product manufacturing. With that

being said, we are highly committed to aligning our sustainability practices and aspirations with our suppliers in order to collectively create a fundamentally more sustainable business and supply chain. In 2023, we continued to make great progress towards understanding our suppliers’ ESG objectives and have identified areas of risk and opportunities associated with supply chain GHG emissions. Upon review of supplier ESG programs, we have instigated an annual review of ESG performance across an extended list of direct suppliers, conducted a deep-dive review of sustainability programs with our key partners, and continued to incorporate ESG clauses into supplier contracts to uphold good sustainability practices within their own operations. We also have sustainability as a standing agenda item in our quarterly business reviews and routinely monitor and assess the progress of these programs and partners to help drive change. This has enabled further direct oversight of the sustainability practices throughout our supply chain. We are also partnering with our manufacturing vendors to manage the carbon footprint resulting from the processes used to manufacture our products and we are committed to reviewing and minimizing the environmental impact of future proposal submissions. In 2023, we also joined the CDP Supply Chain Program, a global platform for disclosing environmental information, to directly engage with our partners and consolidate environmental information across our entire supply chain. This has allowed for greater transparency into Amicus’ and our suppliers’ environmental reporting. To ensure alliance with these goals, the Nominating and Corporate Governance Committee oversees the Company’s environmental and sustainability programs, including the overall ESG program and its ESG report.

Amicus encourages stockholders to voluntarily elect to receive future proxy and annual report materials electronically to help contribute to our sustainability efforts and reduce our impact on the environment. The numbers below show the environmental impact that the adoption of electronic delivery of proxy materials would have, based on stockholder data collected in preparation for the 2023 annual meeting:

**Environmental Impact Statement\***

Combined with your adoption of electronic delivery of proxy materials, and the elimination of 14,841 pounds of paper, we can reduce our impact on the environment by:

 **26.7**

Using 26.7 fewer tons of wood, or the equivalent of 160 trees

 **143,000**

Saving 143,000 gallons of water, or the equivalent of filling 6.5 swimming pools

 **170M**

Using 170 million fewer BTUs, or the equivalent of the amount of energy used by 203 refrigerators for one year

 **7,860**

Eliminating 7,860 pounds of solid waste

 **120,000**

Using 120,000 fewer pounds of GHG, including CO<sub>2</sub>, or the emissions of 11 automobiles running for one year

 **10.7**

Eliminating 10.7 pounds of hazardous air pollutants

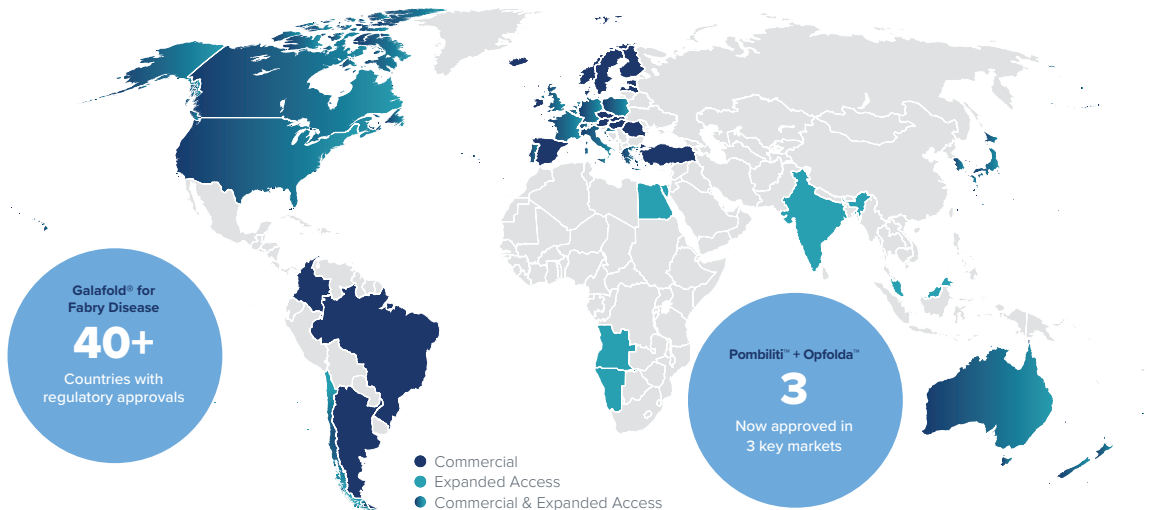
\* Environmental impact estimates were calculated using the Environmental Paper Network Calculator. For more information visit [papercalculator.org](http://papercalculator.org).



**Commitment to the Rare Disease Community.** At Amicus, our employees strive to be champions of the rare disease community through volunteering, giving, and engagement opportunities to support the communities in which we serve. Amicus has proudly developed programs, services, and activities designed to enhance the lives of the members of the rare disease community. Through our corporate social responsibility initiative, Healing Beyond Disease, we are proud to have developed a program to provide charitable contributions that help patient and professional non-profit healthcare-related organizations deliver programs, services, and activities to enhance the lives of their rare disease communities. At Amicus, there is a shared purpose of improving public health, patient experiences, and outcomes with a focus on educational, advocacy, and access initiatives related to those disease areas in which the company focuses its development and therapeutic programs. Amicus does not receive any significant value in terms of goods or services in return for its charitable support and matches employee donations to approved foundations up to \$500 per year per employee.

**Access to our Medicines.** At Amicus, we believe the life sciences industry and the people we serve need bold leaders and responsibility innovators. As a patient-dedicated rare disease company, we know that with the development of medicines designed to satisfy unmet medical needs, comes the promise that these medicines must be broadly accessible. Our Amicus Pricing PROMISE (Price Our Medicines responsibly In order to Serve patients and Enable innovation) reflects our corporate belief that “our medicines must be fairly priced and broadly accessible”. This includes our promise to price our therapies at no additional cost to payors compared to similar competitor products in each geography. We work collaboratively with payors on access, and importantly, do not raise the price for any Amicus medicine annually more than the Consumer Price Index (CPI). Effectively, keeping price increases at CPI encourages access to the drug, which we believe means more patients can gain access to our therapies without undue burden on the individual or the healthcare system.

Since the company’s earliest days, extraordinary dedication to people affected by rare and orphan diseases has been a hallmark of Amicus. Rare genetic diseases, by nature, are less common and often under- or misdiagnosed. Thus the global population of individuals living with rare diseases is much smaller than those of more prevalent diseases. Despite having a smaller global patient population, Amicus is committed to delivering our medicines to thousands of people around the globe, both through commercial and expanded access. We have proudly developed and delivered two novel therapies for Fabry disease and Pompe disease that we believe have the potential to make a positive impact. We are committed to expanding the global commercial reach of both our products, and our teams have been successful in working with global regulators and pricing authorities to gain marketing authorizations for the commercial access of Galafold® and Pombiliti™ + Opfolda™ in many countries throughout the world. While our ultimate goal is to provide access through marketing authorization, Amicus is highly committed to providing access to our medicines where they are not yet commercially available through our carefully designed global expanded access programs. Our commitment to patients is further exemplified through our patient assistance programs, including Amicus Assist® in the U.S. Through February 2024, Amicus has delivered our medicines to 32 patients in 24 countries through expanded access.



**Commitment to our Employees and Diversity, Equity, and Inclusion.** We also strive for our people to have a meaningful impact on organizational performance and enable a competitive advantage. We have over 500 employees across the U.S. and select international countries who are key to advancing our programs and who contribute to our culture of passion, dedication, and excitement for the work that we do. Our Board and Senior Leadership Team are committed to broad talent philosophies and practices to create value and support our mission. Attracting and retaining talented team members, and creating an exceptional work experience is an integral part of our competitive strategy and advantage in driving long-term value and risk mitigation. To that end, the Compensation and Leadership Development Committee and the full Board review our talent programs and processes on a regular basis, including our talent pipelines, retention rates, workplace culture, inclusion and engagement, and any risks to those.

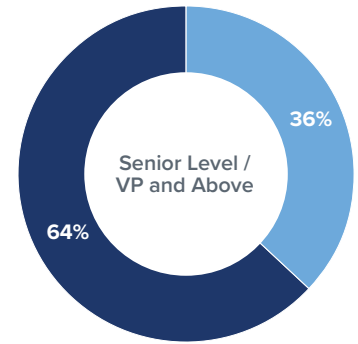
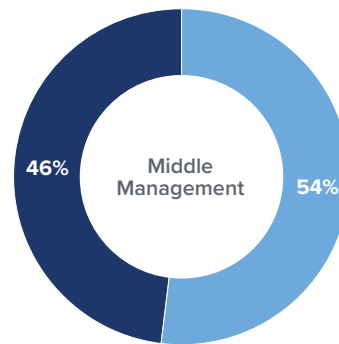
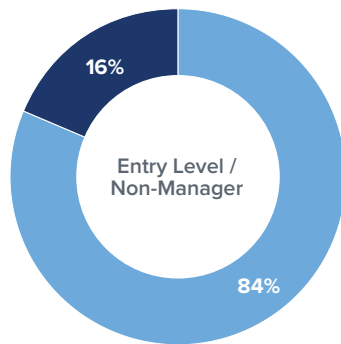
Amicus management reviews pay parity bi-annually in an on-going endeavor to ensure equal treatment across the organization for equal work and makes market adjustments as needed. The Compensation and Leadership Development Committee does the same for all levels of the Amicus workforce.

### Gender Breakdown by Level

(as of December 31, 2023)

● Male ● Female

#### Global Gender Population



**Leadership Development and Learning Programs.** As a biotechnology company, we recognize we are often required to fill roles that are highly specialized or warrant a specific educational background or skillset. We work hard to ensure we do our due diligence to attract and hire the right people, with the right technical skills, in addition to offering employees a robust career and leadership development toolkit, so that we can develop, promote, and retain our top talent for many years. Through our succession management planning we have effectively promoted from within for several key positions.

#### Voluntary and Involuntary Turnover Rates

Voluntary and involuntary turnover rates across all levels (executives/senior managers, mid-level managers, and professionals) are in alignment with, or lower than, the industry average.

**80**

We continue to attract excellent candidates and hired 80 people globally in 2023.

Our leadership development and learning programs for employees are designed to kick start each individuals' career development journey, strengthen their leadership capabilities, and ultimately, become the highest performing versions of themselves. In 2023, we continued to train our people leaders on the Leadership Challenge to ensure our leaders are demonstrating and practicing exemplary leadership, as well as launched the Self Empowered Leadership program and Learning Practices Inventory assessment for all individual contributors of the organization. Additionally, upon completion of our Key Talent/High Potentials and Critical Roles review process, we have identified Key Talent plus successors for all Critical Roles and ensured development plans are in place for all successors. All Key Talent participants are involved in a formal development and mentoring program, with senior-level Key Talent mentoring early-career Key Talent.

**Within the Global Leadership Development program:**

**95%**

Individual contributors have been trained thus far and we will continue to train the individual contributor population throughout 2024

**98%**

People managers have been trained thus far and we will continue to train the remaining people managers throughout 2024

**8**

Global workshops completed

**9**

Global workshops completed

**3,928**

Total Global Leadership Development Program training hours completed by employees

**2,704**

Total Global Leadership Development Program training hours completed by employees

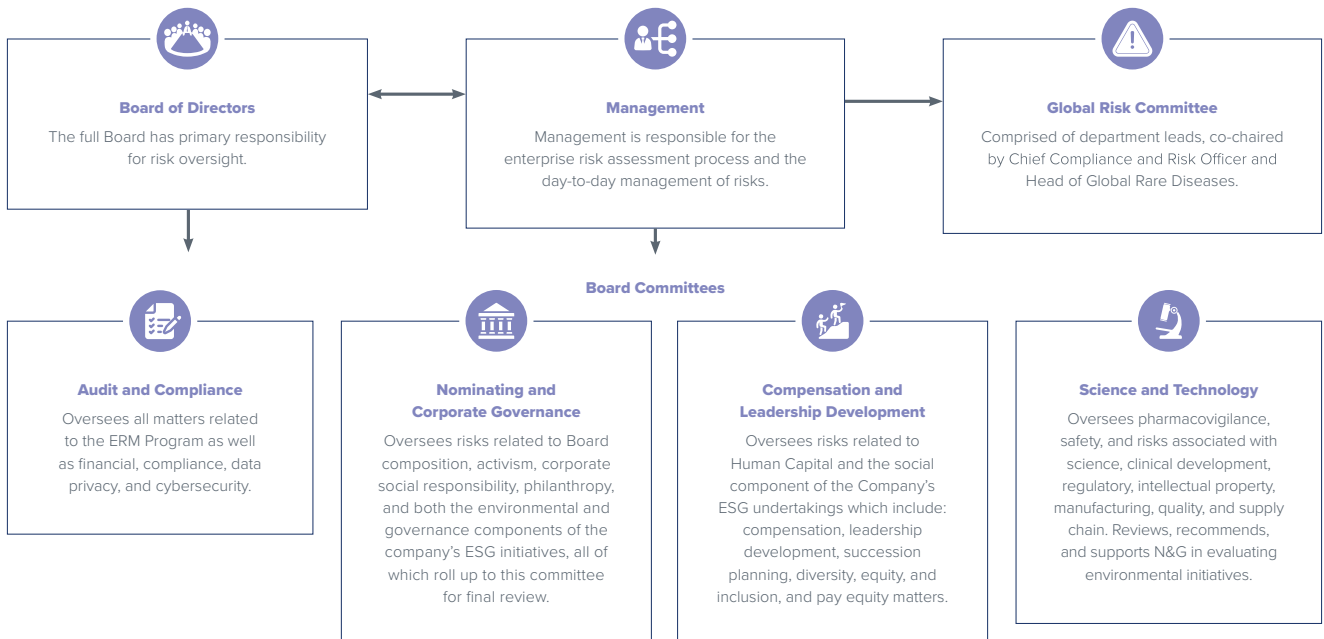
**Great Place to Work.** In February 2024, Amicus was certified as a Great Place to Work (GPTW) company in each country where we applied: United States, United Kingdom, Italy, Germany, Spain, France, and Japan. We engaged our workforce on a group-by-group level to take a deeper dive into our GPTW survey results to provide greater transparency into employee responses and discuss how we plan to incorporate their feedback into the future of Amicus. We are pleased to share that, according to the results of the GPTW survey, 90% of employees at Amicus Therapeutics say that it is a great place to work compared to 57% of employees at a typical U.S.-based company. Importantly, since the last time the GPTW survey was completed in 2020, improvement was shown in 21 of the 25 survey focus areas. The global participation rate also increased, from 80% in 2020 to 90% in 2024. Within the survey it was revealed that Amicus employees:

- Feel high personal satisfaction in their job, where people are proud of their work and what they contribute to the community
- Feel they are treated fairly no matter race, ethnicity, age, gender, or sexual orientation
- Believe their work has meaning and feel a sense of accomplishment
- Feel that Amicus is a safe place to work from every aspect

# G

## Governance

**Commitment to Governance and Risk Oversight.** Finally, a robust governance and risk oversight structure is the foundation that allows our environmental and social initiatives to operate and grow. Our Board provides risk oversight primarily through its Enterprise Risk Management Program (“ERM Program”). Through this ERM Program, the Board delegates various oversight responsibilities to its committees which, in turn, provide regular updates to the Board on key risk issues and mitigation strategies in conjunction with management updates. At the business level, the Global Head of Rare Diseases and the Chief Compliance and Risk Officer co-chair the Global Risk Committee, which is comprised of the various department heads, and meets periodically to discuss potential or emerging areas of concern. Senior management is responsible for the day-to-day identification and management of risks with the Chief Compliance and Risk Officer having a dotted line to the Audit and Compliance Committee, providing quarterly updates on key developments from the global risk committee and any reports of violations of the Code of Conduct or other policies. The Audit and Compliance Committee oversees all matters related to the ERM Program, as well as risks related to financial, compliance, data privacy and cybersecurity risks, and apprises the Board of any developments under the ERM Program throughout the year. Our risk management structure, and matters overseen by the Nominating and Corporate Governance Committee, Compensation and Leadership Development Committee, and Science and Technology Committee are as follows:



**Ethical Business Practices and Marketing.** We believe good corporate governance is important to ensure that Amicus is managed for the long-term benefit of our stakeholders. Amicus is committed to maintaining a culture of business ethics and compliance, and strongly believes that a good culture of ethics needs to be visibly and consistently role modeled and reinforced, first and foremost, by the Senior Leadership Team, by all of management, and ultimately, by the entire organization. We have (i) adopted a Code of Conduct, which applies to all of our officers, directors, and employees, (ii) revised our corporate governance guidelines and (iii) updated charters for our Audit and Compliance Committee, Compensation and Leadership Development Committee, Nominating and Corporate Governance Committee, and Science and Technology Committee. These revised corporate governance guidelines and committee charters, which are reviewed and updated at least every three years, as well as our Code of Business Conduct which is reviewed and certified annually, provide a framework for the comprehensive oversight of designated risk areas by the Board and its Committees and are an important interface with our Enterprise Risk Management Program.

Yearly training on Amicus’ policies, standard operating procedures (SOPs), and the law, is conducted by each employee consisting of a mix of live in-person training, interactive online training, as well as policy/SOP read and acknowledge supplemented by mandatory comprehension test questions. 100% of all Amicus employees have received training on the Amicus Global Code of Conduct and 100% of full-time employees provided written or digital acknowledgment of the Global Code of Conduct.

For more information on our ESG initiatives, please refer to our inaugural ESG report, available in digital format on our website at <https://amicusrx.com/responsibility/environmental-social-governance/>.

## Code of Conduct and Ethics

We have adopted a Code of Conduct and ethics that applies to all of our employees, including our principal executive officer and principal financial and accounting officer, and our directors. The text of the Code of Conduct and ethics is posted on our web site at [www.amicusrx.com](http://www.amicusrx.com) and will be made available to stockholders without charge, upon request, in writing to The Office of the Corporate Secretary, c/o Amicus Therapeutics, Inc. at 47 Hulfish Street, Princeton, New Jersey 08542. Disclosure regarding any amendments to, or waivers from, provisions of the Code of Conduct and ethics that apply to our directors, principal executive and financial and accounting officers will be included in a Current Report on Form 8-K within four business days following the date of the amendment or waiver, unless web site posting of such amendments or waivers is then permitted by the rules of Nasdaq.

## Director Attendance

During the year ended December 31, 2023, there were six meetings of our Board, and the various committees of the Board met a total of twenty-five times. Each director attended 75% or more of the total number of meetings of the Board and of the committees of the Board on which he or she served during 2023, with no director missing more than one meeting except Mr. Whitman who missed only two meetings, one a board meeting and one a committee meeting, both for bereavement purposes. Of the directors up for election in 2024, Dr. Roberts attended 94%, Mr. Wheeler attended 100% and Mr. Whitman attended 89% of the meetings of the Board and various committees of the Board of which they are members. The Board has adopted a policy under which each member of the Board is strongly encouraged to attend each Annual Meeting of our Stockholders. All directors attended our 2023 Annual Meeting of Stockholders.

In addition to our director's exemplary attendance, their time commitment to Company matters extends well beyond the 31 total board and various committee meetings that they attend. Collectively, our directors dedicate hundreds of hours to meeting preparation and ad hoc calls with the CEO and various members of management on a variety of discreet topics, demonstrating that each Board member is fully available to engage regularly with management on topics within their respective areas of expertise. For example, in 2023 and as the Company was preparing to launch Pombiliti™ and Opfolda™, members of the Board met with management and offered critical insight and leadership in ad hoc meetings as it related to launch planning. Overall, the members of our Board are fully engaged, prepared and generous with their time.

Our Board has also taken an active role in monitoring and responding to stockholder concerns. The Nominating and Corporate Governance Committee receives quarterly Investor Relations updates to enhance their understanding of investor sentiment, topics of interest or concerns. The committee believes that their appropriate engagement with stockholders is essential to good governance. This engagement included our now Chairman, Mr. Raab, meeting with key investors during the 2023 proxy cycle to address any concerns that stockholders had communicated to management, a practice that will be continued moving forward. Further, prior to Mr. Raab's appointment as Chairman of the Board, the Nominating and Corporate Governance Committee thoroughly assessed whether Mr. Raab could devote the time, preparation and commitment required of a Board Chairman. Following a robust evaluation process, the Committee and full Board were overwhelmingly satisfied that Mr. Raab has the energy, time and engagement level to fully commit to and excel in this role.

## Board and Committee Self-Evaluation

Through the oversight of the Nominating and Corporate Governance Committee, the Board and each committee of the Board conducts an annual self-evaluation. The self-evaluation process consists of two steps: an online assessment administered by a third party with expertise in Board evaluation, and structured interviews conducted by the Chief Legal Officer. The combined results are reviewed by the full Board and by the respective committees of the Board. The Board then determines how to incorporate this feedback in an effort to enhance performance by the Board and its various committees. The self-evaluation process has reaffirmed the Board's robust diligence and thoughtfulness in the discharge of their risk oversight duties.

## Committees of the Board and Meetings

Our Board has an Audit and Compliance Committee, a Compensation and Leadership Development Committee, a Nominating and Corporate Governance Committee and a Science and Technology Committee, each of which has the composition and responsibilities described below.

**Audit and Compliance Committee.** Our Audit and Compliance Committee met seven times during 2023. The current members of our Audit and Compliance Committee are Messrs. Kelly, Sblendorio, Wheeler and Whitman. Mr. Sblendorio is the Chair of the Audit and Compliance Committee.

Our Board has determined that Mr. Sblendorio is a financial expert within the meaning of Item 407(d)(5) of Regulation S-K and has "accounting or related financial management expertise" within the meaning of the rules and regulations of Nasdaq. Our Audit and Compliance Committee was established in accordance with Section 3(a)(58) of the Securities Exchange Act of

1934, as amended (the “Exchange Act”). Our Audit and Compliance Committee assists our Board in its oversight of the integrity of our financial statements, our independent registered public accounting firm’s qualifications, independence and the performance of our independent registered public accounting firm and our compliance program.

Our Audit and Compliance Committee’s responsibilities include:

- appointing, approving the compensation of, and assessing the independence of our independent registered public accounting firm;
- overseeing the work of our independent registered public accounting firm, including through the receipt and consideration of certain reports from our independent registered public accounting firm;
- reviewing and discussing with management and the independent registered public accounting firm our annual and quarterly financial statements and related disclosures;
- monitoring our internal control over financial reporting, disclosure controls and procedures and code of business conduct and ethics;
- reviewing the Company’s Code of Conduct, including adherence thereto, and monitoring our compliance programs generally, periodically reporting to the full Board;
- overseeing matters related to the Company’s compliance and enterprise risk management programs, processes and policies;
- monitoring cybersecurity risk and reporting periodically to the full Board;
- establishing policies regarding hiring employees from our independent registered public accounting firm and procedures for the receipt and retention of accounting related complaints and concerns;
- meeting independently with our independent registered public accounting firm and management;
- meeting independently with our Chief Compliance and Risk Officer; and
- preparing the Audit Committee report required by SEC rules.

All audit and non-audit services to be provided to us by our independent registered public accounting firm must be approved in advance by our Audit and Compliance Committee.

Nasdaq rules require that all members of the Audit and Compliance Committee be independent directors, as defined by the rules of Nasdaq and the SEC. Our Board has determined that all the members of the Audit and Compliance Committee satisfy the independence requirements for service on the Audit and Compliance Committee.

A copy of the Audit and Compliance Committee written charter is publicly available on our web site at [www.amicusrx.com](http://www.amicusrx.com).

**Compensation and Leadership Development Committee.** Our Compensation and Leadership Development Committee met seven times during 2023. Mses. Bleil and McGlynn, Dr. Roberts, and Mr. Sblendorio are the current members of our Compensation and Leadership Development Committee, and Ms. McGlynn is the chair of the committee. Our Compensation and Leadership Development Committee assists our Board in the discharge of its responsibilities relating to the compensation of our executive officers and oversight of human capital initiatives. The Compensation and Leadership Development Committee has retained Pay Governance, LLC (“Pay Governance”) as its independent executive compensation consultant. Pay Governance reports directly to the Compensation and Leadership Development Committee and provides guidance on matters including trends in executive and non-employee director compensation, the development of certain executive compensation programs, determination of the Company peer group and other matters as directed by the Compensation and Leadership Development Committee. Based on the consideration of the various factors as set forth in the rules of the SEC, the Compensation and Leadership Development Committee has determined that its relationship with Pay Governance and the work of Pay Governance on behalf of the Compensation and Leadership Development Committee has not raised any conflict of interest.

Our Compensation and Leadership Development Committee’s responsibilities include:

- reviewing peer data and recommending to the Board for approval, the compensation of our Chief Executive Officer;
- reviewing and approving executive officer compensation, excluding the Chief Executive Officer;
- reviewing peer data and recommending compensation for directors and Board committee members to the full Board;
- overseeing the evaluation of performance of our senior executives;
- overseeing and administering, and making recommendations to our Board with respect to our cash and equity incentive plans;



- reviewing and approving potential executive and senior management succession plans;
- reviewing and approving non-routine employment agreements, severance agreements and change in control agreements;
- reviewing and recommending to the Board organizational and leadership development plans and programs;
- assessing and monitoring the Company's organizational health, leadership development programs and processes designed to attract, develop, motivate, and retain employees;
- assessing and monitoring diversity and pay equity across all levels of the Company, including the review of programs and initiatives related thereto, periodically updating the Board;
- overseeing the Company's human capital disclosures and diversity, equity, and inclusion initiatives;
- reviewing and recommending to the Board for approval the annual corporate goals and objectives; and
- reviewing the Company's performance against the annual corporate goals and objectives and recommending to the Board a corporate multiplier which represents the percentage of achievement against the corporate goals and objectives.

Subject to the requirements of applicable law and our governing documents, the Compensation and Leadership Development Committee may delegate any of its responsibility to subcommittees as it deems necessary or appropriate in its sole discretion. Our Board has determined that the members of our Compensation and Leadership Development Committee qualify as independent directors under the rules and regulations of Nasdaq and the SEC.

A copy of the Compensation and Leadership Development Committee's written charter is publicly available on our web site at [www.amicusrx.com](http://www.amicusrx.com).

Further discussion of the process and procedures for considering and determining executive compensation, including the role that our executive officers play in determining compensation for other executive officers, is included below in the section entitled "Compensation Discussion and Analysis."

Please also see the report of the Compensation and Leadership Development Committee set forth elsewhere in this Proxy Statement.

***Nominating and Corporate Governance Committee.*** Our Nominating and Corporate Governance Committee met six times during 2023. Ms. Bleil and McGlynn and Messrs. Raab and Whitman are the current members of our Nominating and Corporate Governance Committee. Ms. Bleil chairs the Nominating and Corporate Governance Committee.

Our Nominating and Corporate Governance Committee's responsibilities include:

- recommending to our Board the persons to be nominated for election as directors and to each of the Board's committees;
- conducting searches for appropriate directors;
- reviewing the size, composition, and structure of our Board;
- developing and recommending to our Board corporate governance principles;
- overseeing a periodic self-evaluation of our Board and any Board committees;
- reviewing and monitoring all ESG initiatives and evaluating their effectiveness; and
- overseeing and monitoring Company issues related to activism, corporate social responsibility, environmentalism & sustainability, and philanthropy, periodically reporting to the Board.

Our Board has determined that the members of our Nominating and Corporate Governance Committee qualify as independent directors under the rules and regulations of Nasdaq and the SEC.

A copy of the Nominating and Corporate Governance Committee's written charter is publicly available on our web site at [www.amicusrx.com](http://www.amicusrx.com).

***Science and Technology Committee.*** Our Science and Technology Committee met five times in 2023., Messrs. Kelly and Wheeler, and Dr. Roberts are the current members of our Science and Technology Committee. Mr. Wheeler serves as Chair of the committee.

Our Science and Technology Committee's responsibilities include:

- identifying and discussing new and emerging trends in pharmaceutical science, technology, and regulation to ensure that the Company makes well informed choices in the investment of its research and development resources;
- reviewing, evaluating, and advising the Board regarding the quality, direction and competitiveness of the Company's research and development programs;
- overseeing risk management in the areas of product quality and safety, GxP, and pharmacovigilance, including development and implementation of policies regarding the same;
- reviewing, evaluating, and advising the Board regarding the Company's overall manufacturing strategy to ensure that the Company makes well informed choices in the investment in manufacturing capabilities and secures appropriate levels of drug supply and drug product;
- reviewing, evaluating, and advising the Board regarding the Company's clinical and regulatory strategy, goals and objectives, and progress in achieving the clinical and regulatory strategy, goals and objectives;
- reviewing and monitoring regulatory interactions; and
- reviewing and making recommendations to the Board on the Company's internal and external investments in science and technology and evaluating the Company's current scientific resource and personnel needs.

Our Board has determined that the members of the Science and Technology Committee qualify as independent directors under the rules and regulations of Nasdaq and the SEC. A copy of the Science and Technology Committee's written charter is publicly available on our web site at [www.amicusrx.com](http://www.amicusrx.com).

## **Policies Governing Director Nominations**

***Director Qualifications and Skills.*** Our Nominating and Corporate Governance Committee is responsible for reviewing with the directors from time to time the appropriate qualities, skills and characteristics desired of members of the Board in the context of the needs of the business and the composition of the Board. This assessment includes consideration of the following minimum qualifications that the Nominating and Corporate Governance Committee believes must be met by all directors:

- a reputation for integrity, honesty, and adherence to high ethical standards;
- the ability to exercise sound business judgment;
- substantial business or professional experience and the ability to offer meaningful advice and guidance to the Company's management based on that experience; and
- the ability to devote the time and effort necessary to fulfill their responsibilities to the Company.



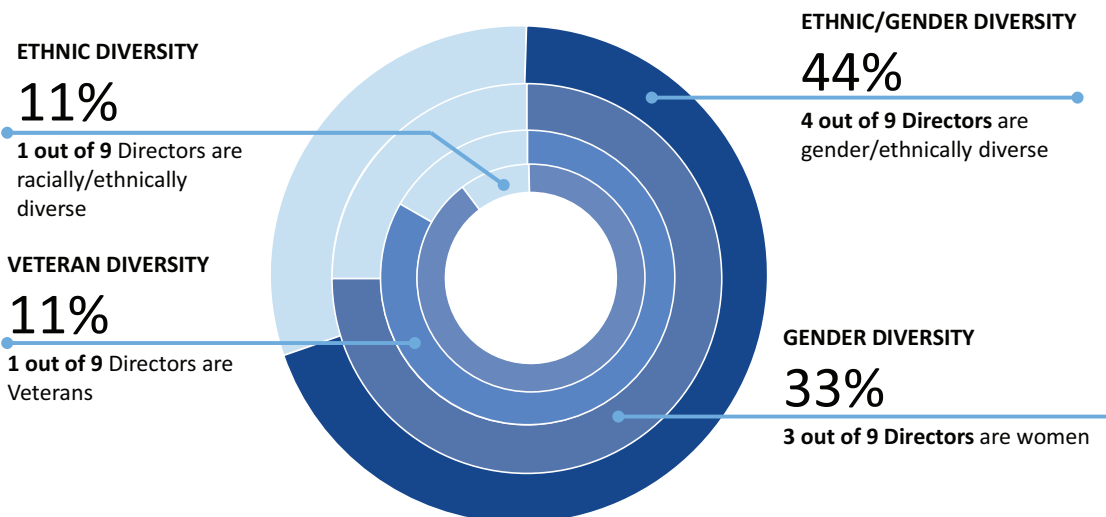
The Nominating and Corporate Governance Committee also considers numerous other qualities, skills and characteristics when evaluating director nominees, including whether the nominee has specific strengths that would augment existing skills and experience of the Board, such as expertise and experience in science & technology, healthcare provision & payment, regulatory, commercialization, pricing & reimbursement, public policy, finance & capital markets, talent management, Biopharma manufacturing, compliance or international life science – and whether the nominee brings diversity or leadership experience as a chief executive officer/chief operating officer or board director within public companies or other complex organizations. The following matrix highlights each director’s primary skills or knowledge in these areas as identified by the Nominating and Corporate Governance Committee. As the matrix focuses solely on primary skills and knowledge, the absence of a mark does not necessarily indicate that the director does not possess such skill or knowledge.

| Experience/Skills  | Bleil | Campbell | Kelly | McGlynn | Raab | Roberts | Sblendorio | Wheeler | Whitman |
|--|-------|----------|-------|---------|------|---------|------------|---------|---------|
| <b>Core Industry Capabilities</b>                            |       |          |       |         |      |         |            |         |         |
| BioPharma C-level Leadership                                 | •     | •        | •     | •       | •    | •       | •          | •       | •       |
| Rare Disease Leadership                                      |       | •        | •     | •       | •    | •       | •          | •       |         |
| Science, Research & Technology Leadership                    |       |          | •     | •       |      | •       |            | •       |         |
| Regulatory Leadership  |       | •        |       | •       | •    | •       | •          | •       | •       |
| Pricing/Reimbursement/Access Leadership                      | •     | •        | •     | •       | •    | •       | •          | •       | •       |
| BioPharma Manufacturing & Operations Leadership              |       | •        | •     |         | •    |         | •          | •       |         |
| Biopharma Commercial Leadership                              | •     | •        | •     | •       | •    |         | •          | •       |         |
| Healthcare & BioPharma Compliance                            | •     | •        | •     | •       | •    | •       | •          | •       | •       |
| International Life Sciences Leadership                       |       | •        | •     | •       | •    | •       | •          | •       |         |
| <b>Core Business Considerations</b>                          |       |          |       |         |      |         |            |         |         |
| Corporate Governance   | •     | •        | •     | •       | •    |         | •          | •       | •       |
| Human Resources  | •     | •        | •     | •       | •    | •       | •          | •       | •       |
| Financial & Capital Markets Leadership                       | •     | •        | •     |         | •    |         | •          | •       | •       |
| Cybersecurity & Data Privacy                                 |       | •        | •     |         | •    |         | •          | •       | •       |
| Government Policy  |       |          |       | •       | •    | •       | •          | •       | •       |
| Gender, ethnic or other diversity (including veteran status) | •     |          | •     | •       |      | •       |            |         | •       |

**Process for Identifying and Evaluating Director Nominees.** Our Nominating and Corporate Governance Committee has established a process for identifying and evaluating nominees for director. Although the Nominating and Corporate Governance Committee will consider nominees recommended by stockholders, it believes that the process it uses to identify and evaluate nominees for director is designed to produce nominees that possess the educational, professional, business, and personal attributes that are best suited to further the Company’s mission. Our Nominating and Corporate Governance Committee may identify nominees using professional search firms that may utilize proprietary screening techniques to match candidates to the Nominating and Corporate Governance Committee’s specified qualifications. The Nominating and Corporate Governance Committee may also receive recommendations from existing directors, executive officers, key business partners, and trade or industry affiliations. Our Nominating and Corporate Governance Committee will evaluate nominations at regular or special meetings, and in evaluating nominations, will seek to achieve a balance of knowledge, experience, and capability on the Board and to address the membership criteria set forth above under “Director Qualifications and Skills.” The Board itself is ultimately responsible for recommending candidates for election to the stockholders or for appointing individuals to fulfill a vacancy. The Board’s objective is to form a diverse Board of Directors where diversity includes age, ethnicity, gender, perspective, skill, experience, competency, culture, LGBTQ status, disability, and veteran status, resulting in effective decision-making, guidance, risk management and overall Board effectiveness. These dimensions of diversity are among the various factors the Nominating and Corporate Governance Committee considers in selecting candidates for nomination to the Board and focusing on these ensured the Nominating and Corporate Governance Committee was able to receive diverse candidate slates and, since 2018, has led to the appointments of Burke W. Whitman, Lynn D. Bleil, Michael A. Kelly and Eiry W. Roberts, M.D.

| Board Diversity Matrix (as of April 15, 2024) * |        |      |
|---|--------|------|
| Total Number of Directors                       | 9      |      |
| <b>Part I: Gender Identity</b>                  | Female | Male |
| Directors                                       | 3      | 6    |
| <b>Part II: Demographic Background</b>          |        |      |
| African American or Black                       | —      | 1    |
| White   | 3      | 4    |
| Did Not Disclose                                | —      | 1    |
| Veteran Status                                  | —      | 1    |

\* Per Nasdaq's board diversity requirements; inapplicable categories omitted.



**Procedures for Recommendation of Director Nominees by Stockholders.** The Nominating and Corporate Governance Committee will consider director candidates recommended by our stockholders. In evaluating candidates recommended by our stockholders, the Nominating and Corporate Governance Committee applies the same criteria set forth above under “Director Qualifications and Skills.” Any stockholder recommendations of director nominees proposed for consideration by the Nominating and Corporate Governance Committee should include the nominee’s name and qualifications for Board membership and should be addressed in writing to the Nominating and Corporate Governance Committee, care of: Amicus Therapeutics Inc., 47 Hulfish Street, Princeton, New Jersey 08542, Attention: Corporate Secretary. In addition, our By-laws permit stockholders to nominate directors for consideration at an annual stockholder meeting in accordance with certain procedures described in this Proxy Statement under the heading “Stockholder Proposals and Nominations for Director.”

**Compensation and Leadership Development Committee Interlocks and Insider Participation.** During the fiscal year ended December 31, 2023, Mses. Bleil and McGlynn, Messrs. Sblendorio and Wheeler and Dr. Roberts served as members of our Compensation and Leadership Development Committee. None of our directors who served as a member of the Compensation and Leadership Development Committee in 2023 is, or has at any time during the past fiscal year been, one of our employees or at any time been one of our officers. None of our executive officers currently serves, or in the past fiscal year has served, as a member of the board of directors or compensation committee of any other entity that has one or more executive officers serving on the Board or the Compensation and Leadership Development Committee.

### Stockholder Communications to the Board

Our Board provides a process for stockholders to send communications to the Board. Any stockholders who wish to address questions regarding our business directly with our Board, or any individual director, should direct his or her questions in writing to the Chairman of the Board or the Secretary of the Board, c/o Amicus Therapeutics, Inc., 47 Hulfish Street, Princeton, New Jersey 08512. Communications will be distributed to the Board, or to any individual director or directors as appropriate, depending on the facts and circumstances outlined in the communications.

## Executive Officers

The following is a brief summary of the background of each of our executive officers, except for Mr. Campbell whose background may be found above under “Our Board of Directors”:

**Simon Harford**, 63, Simon Harford joined Amicus in August of 2023 and currently serves as Chief Financial Officer. He brings extensive finance experience in the pharmaceutical and healthcare industry both in the U.S. and internationally. Prior to joining Amicus, Simon served as Chief Financial Officer of Boston-based biotech Albireo Pharma Inc., a rare pediatric liver disease company, from October 2018 until its sale to Ipsen in March 2023. Previously he was Chief Financial Officer at PAREXEL International Corporation, a leading global clinical research organization, where he led the financial aspects of the transition from a public to private-equity owned company. Simon spent most of his career in the pharmaceutical industry including 8 years at GlaxoSmithKline plc based at their headquarters in London culminating in his role as SVP Finance, Global Pharmaceuticals with responsibility for the finance function of the global pharmaceutical business. Earlier in his career, he spent 20 years at Eli Lilly and Company in numerous senior leadership roles in the U.S. and Europe including Head of Investor Relations, European CFO and as Corporate Controller. Simon has an MBA from the University of Virginia’s Darden School of Business.

**Ellen S. Rosenberg**, 61, has served as our Chief Legal Officer and Corporate Secretary since December 2018 and our General Counsel and Corporate Secretary since February 2016. Prior to joining Amicus, she served as a Senior Vice President of Shire Pharmaceuticals. Prior to Shire, Ms. Rosenberg was Associate General Counsel for the Metabolic Endocrinology division at EMD Serono Inc., the U.S. affiliate of Merck KGaA. Ms. Rosenberg brings extensive and broad ranging legal experience in the biopharmaceutical and medical device industry including mergers and acquisitions, licensing, corporate governance, product launches, risk management, litigation, investigations, and compliance matters. Ms. Rosenberg also has significant experience building and developing legal teams and the in-house legal function. Ms. Rosenberg received a B.A. from the University of Connecticut and a J.D. from the University of Pennsylvania Carey Law School.

**David M. Clark**, 49, has served as our Chief People Officer since October 2018. Mr. Clark was previously Vice President of Global Human Resources (HR) at Alibaba Group, headquartered in Hangzhou, China, from September 2016 to August 2018. Prior to that, Mr. Clark spent eight years at American Express, where he was Senior Vice President of Human Resources and Chief Learning Officer. While there, Mr. Clark was a senior HR Business Partner and led the transformation of learning, leadership development and performance management. Previously, Mr. Clark was a Commissioned Officer on the White House senior staff. As Deputy Assistant to the President of the United States, he led the recruitment and development of the 4,000 most senior leaders in the U.S. government. Mr. Clark received a B.S. in political science from Indiana State University. He is an Eagle Scout and served on the National Executive Board of the Boy Scouts of America. Mr. Clark is also the Chairman-Emeritus of the Board of the Make-A-Wish Foundation of America.

**Jeffrey P. Castelli, Ph.D.**, 52, has served as Chief Development Officer since May 2020. Previously he served as the Company’s Chief Portfolio Officer and Head of Gene Therapy and has been employed with Amicus since July 2005. Dr. Castelli has over 20 years of experience in the Biotech and Orphan Drug industry, focused on rare disease research and development of medicines from discovery through market authorization. In his current capacity, he provides strategic leadership across all R&D activities, including direct oversight of Science, Clinical Research, and Medical Affairs. Previously at Amicus he has had responsibility for a number of different functions including program management, portfolio planning and the gene therapy business. Prior to joining Amicus, Dr. Castelli was a healthcare strategy consultant at Health Advances LLC and worked in business development at Neose Pharmaceuticals Inc. He received a B.S. from West Chester University and a Ph.D. from the University of Pennsylvania and is an author on numerous publications and patents in the field of rare disease drug development.

## COMPENSATION DISCUSSION AND ANALYSIS—2023

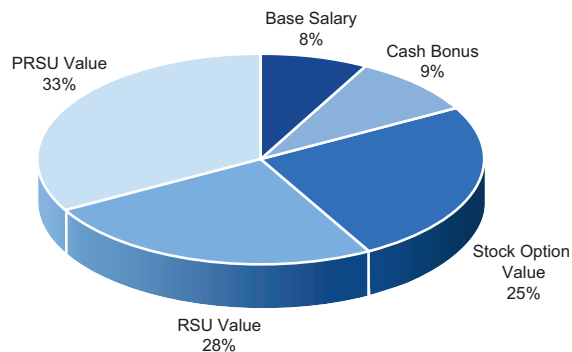
### Executive Summary

The Compensation and Leadership Development Committee, in consultation with the Board, is responsible for establishing, implementing, and overseeing our overall compensation strategy and policies, including our executive compensation program, in a manner that supports our business objectives. Our Compensation and Leadership Development Committee determined that in 2023, the Company continued its advancement as a leading orphan and rare disease company, with global commercial operations, focused on discovering, developing, and delivering novel medicines for rare diseases. The specific milestones achieved in 2023 in support of the Company's business strategy and this conclusion by the Compensation and Leadership Development Committee are described below under the heading "Annual Cash Incentive Plan". Our Compensation and Leadership Development Committee also adheres to a longstanding pay-for-performance philosophy, and in 2023, we exceeded our corporate goals resulting in an annual corporate bonus multiplier of 134.6%.

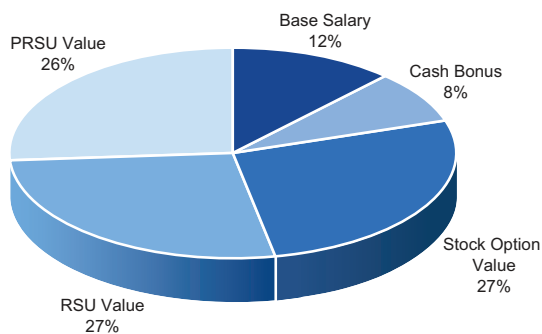
The Compensation and Leadership Development Committee evaluates our compensation program, taking into consideration best practices and emerging trends, stockholder input as well as data and feedback provided by our independent executive compensation consultant, Pay Governance. In the past year, we have continued to ensure that our compensation program aligns with stockholder interests including the following actions:

- In 2023, excluding our CEO Mr. Campbell, our named executive officer's base salaries comprised approximately 12% of their total direct compensation, on an aggregate basis. Mr. Campbell's 2023 salary represented approximately 9% of his total direct compensation.
- The vast majority of our named executive officers' compensation was represented by long-term incentives, which are inherently performance based. Approximately 82% of Mr. Campbell's total direct compensation was in the form of long-term incentives. For our other named executive officers, on average, approximately 79% of their total direct compensation for 2023 was represented by long-term incentives.
- For 2023, the Compensation and Leadership Development Committee determined that Mr. Campbell and the Senior Leadership Team, including all of our named executive officers, except for Mr. Harford, would continue to receive 1/3 the value of annual equity grants in Stock Options, 1/3 in Restricted Stock Units ("RSUs") and 1/3 in Performance Restricted Stock Units ("PRSUs"). The PRSUs utilized performance measures of relative total stockholder return, and regulatory, strategic pipeline and people and culture goals. Similar to stock options, utilizing PRSUs aligns the management team with stockholders and strengthens our pay for performance philosophy, because these awards only deliver value to our named executive officers if the Company achieves the long-term performance goals determined by the Compensation and Leadership Development Committee. As Mr. Harford joined the Company in August, he received options and RSUs as part of his appointment as CFO but did not receive any PRSUs.
- The PRSUs granted in 2021, which had a three-year measurement period ending in 2023, paid out at 80% of target. Each goal was determined to have been met at 100% of target, except for the gene therapy goal which was not met.

### Mr. Campbell's Actual 2023 Direct Total Comensation



### Other NEO's Actual 2023 Direct Total Comensation



The graph on the left displays the base salary, cash bonus, stock option value, RSU value and PRSU value of our chief executive officer, Mr. Campbell while the graph on the right displays the average base salary, cash bonus, stock option value, RSU value and PRSU value of our other named executive officers, excluding Mr. Campbell.

## Executive Compensation

We describe our executive compensation program below and provide an analysis of the compensation paid and earned in 2023 by our "named executive officers"—our chief executive officer, chief financial officer, our former chief financial officer, and our three other most highly compensated executive officers. For 2023, our named executive officers are:

- President and Chief Executive Officer, Bradley L. Campbell;
- Chief Financial Officer, Simon Harford;
- Former Chief Financial Officer, Daphne Quimi;
- Chief Legal Officer and Corporate Secretary, Ellen S. Rosenberg;
- Chief People Officer, David M. Clark; and
- Chief Development Officer, Jeffrey P. Castelli, Ph.D.

### Executive Compensation Governance Practices

Below we summarize certain executive compensation related governance practices that we follow and that we believe serve our stockholders' long-term interests.

#### What We Do

- ✓ Maintain an executive compensation program designed to align pay with performance
- ✓ Conduct an annual say on pay advisory vote
- ✓ Seek input from, listen to and respond to stockholders
- ✓ Have double trigger on executive severance arrangements, executive stock option grants, and PRSU grants
- ✓ Prohibit hedging and pledging of company stock
- ✓ Retain an independent compensation consultant
- ✓ Maintain stock ownership guidelines for executives and directors
- ✓ Maintain a Nasdaq compliant clawback policy

#### What We Do NOT Do

- ✗ Provide executives with tax gross-ups other than for Company required relocations
- ✗ Provide guaranteed bonuses
- ✗ Provide a retirement equity benefit for our executives not generally available for all employees
- ✗ Allow for repricing of stock options without stockholder approval

### *“Say on Pay” Consideration*

At our 2023 annual meeting of stockholders, approximately 98% of the shares voted at the meeting approved, on an advisory basis, the compensation of the named executive officers. Considering stockholders’ strong support of our most recent say-on-pay proposal, the Compensation and Leadership Development Committee did not undertake fundamental changes to our executive compensation programs following the 2023 annual meeting of stockholders. Nonetheless, we continue to solicit the input of our stockholders and in 2023 our investor relations team proactively engaged with major stockholders, representing approximately 71% of shares outstanding, on the Company’s pay practices. As evidenced by the voting detailed above, the vast majority of the shares voted to approve the ‘say on pay’ advisory proposal and the Compensation and Leadership Development Committee continues to focus on pay practices that align compensation with performance. The Compensation and Leadership Development Committee monitors and considers the results of the annual advisory “say on pay” proposal and feedback received from stockholders.

### **Objectives and Philosophy of Executive Compensation**

We are a global patient-dedicated biotechnology company engaged in the discovery, development, and commercialization of a diverse set of novel treatments for people living with rare genetic diseases. We operate in an extremely competitive, rapidly changing and heavily regulated industry, and the long-term success of our business requires a high degree of innovation and adaptability. We believe that the skill, talent, and dedication of our executive officers are critical factors affecting our long-term success, especially at this critical time in our history as we execute our business strategy. Therefore, our compensation program for our executive officers, including our named executive officers, is designed to attract, retain, and motivate the best possible executive talent. Utilizing a pay-for-performance compensation philosophy, we have designed a program that provides the ability to differentiate the total compensation mix of our named executive officers based on their demonstrated performance and their potential to contribute to our long-term success.

Our compensation philosophy is to:

- provide our executives a competitive total compensation opportunity relative to the organizations with which we compete for executive talent;
- attract and retain individuals of superior ability and managerial talent who can successfully perform and succeed in our environment;
- increase the incentive to achieve key strategic and financial performance measures by linking compensation opportunities and actual compensation earned through our pay for performance compensation program to the achievement of corporate goals; and
- deliver pay in a cost-efficient manner that aligns employees’ compensation with stockholders’ long-term interests.

Our compensation program is designed to reward the accomplishment of our corporate goals in a manner consistent with the Company’s values, which stresses not only results but also how those results are attained. To meet the objectives of our compensation philosophy, we maintain a robust goal setting and performance management program.

Mr. Campbell approved individual goals for the named executive officers, other than himself, at the beginning of 2023, and August of 2023 for Mr. Harford following his arrival, that were specific to such executive officer’s area of expertise and supported our corporate goals for the year. For 2023, annual cash incentive bonuses for our named executive officers other than Mr. Campbell were determined by the combination of both the corporate multiplier and an individual multiplier. For Messrs. Clark, Castelli and Harford, and Mses. Quimi and Rosenberg, the attainment of individual goals was assessed within a range of 0 to 133% multiplier for each individual; this individual multiplier, along with the final corporate multiplier, were applied to the target bonus to determine final annual incentive bonus payouts.

The Compensation and Leadership Development Committee believes that the corporate multiplier should continue to be a significant factor in determining bonus payouts because it closely aligns our named executive officers’ compensation with the interests of our stockholders. The Compensation and Leadership Development Committee believes that including the individual multiplier for named executive officers, other than the Chief Executive Officer, as a component of such named executive officers’ bonus payouts is important to incentivize our officers as we expand as a global commercial biotechnology company. However, because of the Chief Executive Officer’s influence on the overall performance of Amicus, the Compensation and Leadership Development Committee believes it is appropriate and in the best interests of our stockholders to base the Chief Executive Officer’s cash bonus on the Board’s determination, with the Compensation and Leadership Development Committee’s recommendation, of the achievement of corporate objectives without regard to an individual multiplier.



## Risk Analysis of Compensation Policies and Practices

The Compensation and Leadership Development Committee is aware that compensation arrangements, if not properly designed, could encourage inappropriate or excessive risk taking. We believe that our overall compensation program encourages our named executive officers and other employees to focus on both short-term and long-term objectives and does not encourage excessive risk taking. Our stock options vest over multiple years and their value is not directly linked to the achievement of short term defined metrics. To enhance this posture, the Committee made the decision, starting in 2017, to award performance based restricted stock unit grants in addition to stock options and restricted stock units. In addition, cash incentive bonuses tied to the achievement of Company and individual goals have historically made up a small percentage of our executive officers' total compensation package. The Nominating and Corporate Governance Committee implemented stock ownership guidelines, which ensure significant amounts of actual share ownership over time for our executive officers, mitigate excessive risk taking and foster an ownership mentality among our senior leaders. Further, we operate as a single business unit and therefore are not exposed to the risks that may be associated with operating through several segments, such as one business unit being significantly more profitable than another or having a compensation structure that is significantly different than that of other units. The Compensation and Leadership Development Committee will continue to review risk as one of the elements it considers in the planning process for executive compensation in the future.

## Compensation Program Elements and Pay Level Determination

Each year, the Compensation and Leadership Development Committee reviews and determines base salaries, annual cash incentives and long-term incentive awards for all executive officers (with the Board approving the Chief Executive Officer's compensation, after reviewing the Compensation and Leadership Development Committee's recommendation).

In setting our executive compensation programs, the Compensation and Leadership Development Committee reviews market data at the 25<sup>th</sup>, 50<sup>th</sup>, and 75<sup>th</sup> percentile and generally targets aggregate total direct compensation for the named executive officers as a group to approximately the 50<sup>th</sup> percentile of our peer group (as discussed below). Actual compensation levels for each named executive officer depend on factors such as individual performance, Company performance, skills/capabilities, overall impact/contribution, experience in position, criticality of position and internal equity. For 2023, the base salaries, annual cash incentives and long-term incentive awards determination for all named executive officers, excluding our Chief Executive Officer, were approved by our Compensation and Leadership Development Committee, which is comprised solely of independent directors. For the Chief Executive Officer, the base salary, annual cash incentives and long-term incentive awards were recommended by the Compensation and Leadership Development Committee to the Board following a review of peer group data, which then reviewed and approved the final compensation. The Compensation and Leadership Development Committee considered all the information presented (including external competitiveness, the individual's performance, Company performance and internal equity) and applied its collective knowledge and discretion to determine the compensation for each named executive officer.

As part of the compensation determination process, the Chief Executive Officer presents to the Compensation and Leadership Development Committee an individual assessment of each named executive officer's performance, excluding the Chief Executive Officer's own performance, over the prior year, as well as the recommended compensation action for each such named executive officer. Based on corporate and individual performance, the Chief Executive Officer makes a compensation recommendation for each such named executive officer which includes actions on base salary, bonus, and long-term incentive grant target value. Individual goals are designed to support the achievement of the yearly corporate goals. The Chief Executive Officer's recommendations may also take into account input from the executive's peers and direct reports, as appropriate. The recommendations of the Chief Executive Officer are afforded significant weight by the Compensation and Leadership Development Committee, because of his familiarity with the day-to-day performance of his direct reports. However, the final determination of each executive officer's pay, other than that of the Chief Executive Officer, is made by the Compensation and Leadership Development Committee.

In 2023, the Chief Executive Officer's performance was assessed by all independent directors under the leadership of our Lead Independent Director, with input from the Executive Chairman. The Compensation and Leadership Development Committee bases its recommendation to the Board for the Chief Executive Officer's compensation upon this assessment, and the final determination of the Chief Executive Officer's Compensation is made by the Board.

Long-term incentive grants are based on an executive's level within the organization, competitive data for our peer group, and in the case of our named executive officers, several other factors which are more fully described below under "Long-Term Incentive Programs". Long-term incentive grants are designed to motivate and retain the executive team to best achieve the Company's goals and implement our business strategy, thereby increasing stockholder value.

## Developments with Respect to the Company's Named Executive Officers in 2023

On August 8, 2023, the Company announced that Ms. Quimi had informed the Company of her intent to retire, and would remain in her role as Chief Financial Officer until a successor had been appointed. On August 21, 2023, the Company announced Simon Harford had been appointed the Company's next Chief Financial Officer. Ms. Quimi agreed to remain with the Company as Chief, Finance Operations, for a transitional period to ensure an orderly transition of duties and responsibilities. Ms. Quimi retired from the Company effective March 3, 2024, following the conclusion of the transitional period.

On December 5, 2023, the Company announced that Mr. Crowley, a named executive officer in 2022 and employee of the Company since 2005, following successful global approvals of Pombiliti™ + Opfolda™, would conclude his service from employment and his service on the Board on March 4, 2024 and accept the position of President and CEO of the Biotechnology Innovation Organization ("BIO").

## Role of Independent Compensation Consultant

The Compensation and Leadership Development Committee has engaged Pay Governance to assist the Compensation and Leadership Development Committee by providing ongoing executive compensation consulting. The Compensation and Leadership Development Committee has reviewed the independence of Pay Governance; because of the policies and procedures that Pay Governance and the Compensation and Leadership Development Committee have in place, the Compensation and Leadership Development Committee is confident that the advice it receives from executive compensation consultants at Pay Governance is objective and not influenced by Pay Governance's or its affiliates' relationships with the Company or its officers and has concluded that Pay Governance's work does not raise any conflict of interest.

## Peer Group

The Compensation and Leadership Development Committee, with the advice and analysis of its independent executive compensation consultant Pay Governance, established the peer group set forth below as a reference point for assessing named executive officer target compensation against market competitive data. The Compensation and Leadership Development Committee, upon advice from Pay Governance, selected the companies that comprise our peer group through a robust screening process that considered publicly traded U.S. biopharmaceutical companies that were similar to Amicus in size, market capitalization and business operating model, and operate in geographic locations that generally have similar pay levels. Two companies, FibroGen and Global Blood Therapeutics, were removed from the peer group used in 2023. FibroGen was removed due to its failed phase 3 clinical trials of its leading drug candidate resulting in a suppressed market cap while Global Blood Therapeutics was removed due to its acquisition by Pfizer, which closed in October 2022. For 2023, the Compensation and Leadership Development Committee replaced FibroGen and Global Blood Therapeutics with Axsome Therapeutics upon the recommendation of Pay Governance due to its similarity to Amicus based on the criteria set forth above. The Compensation and Leadership Development Committee intends to continue reviewing and revising the peer group annually to ensure that it continues to reflect publicly traded companies of similar size and business model.

|                            |                           |                                 |
|----------------------------|---------------------------|---------------------------------|
| Acadia Pharmaceuticals     | Agios Pharmaceuticals     | Alkermes                        |
| Apellis Pharmaceuticals    | Axsome Therapeutics, Inc. | Blueprint Medicines Corporation |
| Deciphera Pharmaceuticals  | Exelixis                  | Halozyme Therapeutics           |
| Insmed Incorporated        | Ionis Pharmaceuticals     | Ironwood Pharmaceuticals        |
| PTC Therapeutics           | Sage Therapeutics         | Traverse Therapeutics           |
| Ultragenyx Pharmaceuticals |                           |                                 |

## Elements of Compensation

Our executive compensation consists primarily of base salary, annual cash incentive plan, and long-term incentive program, each of which plays an important role in our pay for performance philosophy and in achieving our compensation program objectives. For each element of compensation, we target an overall executive compensation program that is competitive with market data.



## Base Salaries

Base salaries are paid to our named executive officers to provide a level of compensation that is both competitive with the external market and is commensurate with each named executive officer's scope of responsibilities, past performance, experience, and skills. On November 6, 2023, Ms. Quimi's base salary decreased to \$250,000 from \$500,000 as part of her transition to Chief, Finance Operations. The base salary in effect at the end of the year for each of our named executive officers was as follows:

| Name and Principal Position                                       | Base Salary at December 31, |                          | Base Salary Change   |
|---|-----------------------------|--------------------------|----------------------|
|   | 2022                        | 2023                     |                      |
| Bradley L. Campbell<br>President and Chief Executive Officer      | \$625,000                   | \$700,000                | 12%                  |
| Simon Harford<br>Chief Financial Officer                          | \$ —                        | \$500,000 <sup>(1)</sup> | —                    |
| Daphne Quimi<br>Former Chief Financial Officer                    | \$484,172                   | \$250,000 <sup>(2)</sup> | (48)% <sup>(2)</sup> |
| Ellen S. Rosenberg<br>Chief Legal Officer and Corporate Secretary | \$484,588                   | \$500,000                | 3%                   |
| David M. Clark<br>Chief People Officer                            | \$453,492                   | \$469,364                | 3%                   |
| Jeffrey P. Castelli<br>Chief Development Officer                  | \$451,438                   | \$464,981                | 3%                   |

- (1) Mr. Harford was not a named executive officer in 2022 and therefore his compensation information is first disclosed in 2023.
- (2) Ms. Quimi's base salary for 2023 was initially \$500,000, representing an increase of 3% from her end of year 2022 base salary. However, Ms. Quimi's base salary was reduced to \$250,000 in November of 2023, following her transition from Chief Financial Officer to Chief, Finance Operations. The amount reflected in the "Base Salary Change" column above represents the difference in her base salary rate in effect on December 31, 2023 as compared to her base salary rate in effect on December 31, 2022.

The base salary increase for Mr. Campbell represents a multiyear ramp-up in CEO salary and reflects a base that is closer to market, while the base salary increases for each of our other named executive officers set forth above reflect merit increases for 2023.

## Annual Cash Incentive Plan

We maintain an annual cash incentive program to motivate and reward the attainment of annual strategic, operational, financial, and individual goals. For all program participants, annual target cash incentive opportunities are expressed as a percentage of base salary, which we believe is consistent with market practice. The target bonus percentages of base salary were generally determined by level in the organization in accordance with market-based considerations and contractual entitlements.

The target bonus percentages for 2023 are as follows:

| Position                       | 2023 Target Bonus % of Base Salary |
|--------------------------------|------------------------------------|
| Chief Executive Officer        | 75% <sup>(1)</sup>                 |
| Other Named Executive Officers | 45%                                |

- (1) Following a review of market data, Mr. Campbell's target bonus percentage was increased from 60% in 2022 to 75% in 2023.

For 2023, bonuses awarded under the plan to our named executive officers, other than Mr. Campbell, were determined based on both the corporate multiplier and an individual multiplier. The corporate multiplier ranges from 50% to 160%, with the Compensation and Leadership Development Committee having final discretion to adjust the upper or lower limits as appropriate. For bonuses related to 2023 performance, the corporate multiplier was determined to be 134.6% based on the Company's performance for the reasons described below.

In order to determine bonus calculations under the plan, the target bonus for each eligible named executive officer, other than Mr. Campbell, was determined by first multiplying the officer's target bonus percentage of base salary by 134.6% (the corporate multiplier) and then multiplying such result by his or her individual multiplier. Mr. Campbell's bonus under the plan was determined by multiplying the 134.6% corporate multiplier by his target bonus percentage of 75% of base salary, which resulted in a 2023 bonus of approximately 101% of Mr. Campbell's Chief Executive Officer base salary. The table below titled "Calculation of Annual Cash Incentive Bonuses" further demonstrates the calculation of the 2023 annual bonuses paid to our named executive officers.

### **The Corporate Multiplier**

On an annual basis, the Board works with management to set Company goals and objectives that are challenging and reflect an ambitious timetable for the execution of the Company's strategies commensurate with our short and long-term business plan. The Company's internal goals and objectives reflect complex assumptions based on internal analyses and projections and are intended to encourage the Company to pursue its business plan in an expedited manner. Once the Company's goals and objectives are proposed, they are reviewed by the Compensation and Leadership Development Committee and then recommended for approval by the full Board. The Compensation and Leadership Development Committee periodically reviews the Company's goals and, from time to time, may choose to recommend revisions to the Board.

At the time the goals and objectives are set, the Compensation and Leadership Development Committee believes that their full attainment will be appropriately challenging due in part to internal and external factors. However, while total achievement of all goals and objectives set at the beginning of the year may not be expected, the Compensation and Leadership Development Committee holds management accountable to significantly advance the Company's business objectives throughout the year.

The Compensation and Leadership Development Committee reviews corporate performance against each of the pre-established targets and weighting to determine the extent to which such goals were attained. The Compensation and Leadership Development Committee's rationale behind its determination of both the attainment of corporate goals and the percentage completed for each such goal is described below. These objectives were established at the beginning of 2023 and were reflective of the corporate strategy at that time.

In reaching its determination on the corporate multiplier for 2023, the Compensation and Leadership Development Committee applied the percentage that the Compensation and Leadership Development Committee determined was completed against the pre-established weighting of the corporate objectives as follows:

| <b>2023 Company Scorecard</b>   |               |                            |                     |
|---|---------------|----------------------------|---------------------|
| <b>Objective</b>  | <b>Weight</b> | <b>Percentage Achieved</b> | <b>Final Score*</b> |
| (Galafold®) Advance global commercialization of Galafold® with patient focus & highest business integrity                       | 35%           | 130.7%                     | <b>(45.7%)</b>      |
| (Pompe) Advance global approvals and commercialization of Pombiliti™ + Opfolda™ with patient focus & highest business integrity | 35%           | 164%                       | <b>(57.4%)</b>      |
| (Pipeline) Advance pipeline and best-in-class next-generation genetic medicines and capabilities                                | 10%           | 94.9%                      | <b>(9.5%)</b>       |
| (Financial) Manage to the Board-approved financial plan   | 15%           | 112.5%                     | <b>(16.9%)</b>      |
| (Culture & People) Advance organization and patient-dedicated culture   | 5%            | 102.5%                     | <b>(5.1%)</b>       |
| <b>Total</b>  |               |                            | <b>(134.6%)</b>     |

\* Numbers have been rounded to nearest tenth of a percentage

## 2023 Corporate Objectives Measurement

As stated above, the Company and the Compensation and Leadership Development Committee established objectives for 2023 and thoroughly reviewed the company's performance in achieving those objectives.

- For the Galafold<sup>®</sup> revenue goal, the Company reported approximately \$387.8 million in net product sales for the year ended December 31, 2023. The Company also continued its strong commercial momentum and expansion into additional geographies as evidenced by submitting for marketing authorization in Uruguay and obtaining early approval and reimbursement in Hong Kong, approval in New Zealand, and reimbursement in Taiwan and Lithuania. The cumulative effect of these actions resulted in 130.7% achievement of this goal.
- For the Pompe program, Pombiliti<sup>™</sup> was approved by the FDA, EMA, and MHRA in 2023, despite significant delays due to COVID. The Company submitted marketing authorizations in Switzerland and Australia and launched in Austria, Germany, the U.K. and the U.S. In addition, the Company received approval for Pombiliti<sup>™</sup> + Opfolda<sup>™</sup> in Spain from the National Pricing Commission, resulting in an earlier than planned launch. The Company achieved above its net product sales target globally. The cumulative effect of these actions, including the revenue performance, the success in converting patients from clinical trials and EAP, and total patients on drug or in the process of starting on drug at yearend, resulted in 164% achievement for this goal.
- For the Pipeline goal, the Company continued its focus on its Fabry and Pompe novel technologies, making progress on its Fabry gene therapy and next generation technologies. The Company advanced its work with its Pompe program and other complimentary technologies. The cumulative effect of these actions resulted in the achievement of this goal at 94.9%.
- As of December 31, 2023, the Company reported \$286.2 million of cash, cash equivalents and marketable securities and realized non-GAAP profitability in Q4 2023 (GAAP net loss was \$33.8 million for the quarter ended December 31, 2023 – please see Appendix A for reconciliation). The Company exceeded its financial goal due to prudent expense management and commercial execution, while continuing to invest in the Galafold<sup>®</sup> and the Pombiliti<sup>™</sup> + Opfolda<sup>™</sup> launches. The cumulative effect of these actions resulted in 112.5% achievement of this goal.
- In the fourth year following the introduction of a people and culture goal, the Compensation and Leadership Development Committee determined that the Company had exceeded the goal based on the strength of our Diversity, Equity, and Inclusion programs. The Company again retained 98% of all previously identified “key talent” in critical roles and/or critical role pipelines. Additionally, the Company rolled-out its new leadership development program, with 95% of all employees trained globally. The cumulative effect of these actions resulted in 102.5% achievement of this goal.

In evaluating the overall corporate performance for 2023, the Compensation and Leadership Development Committee determined that the Company had demonstrated high quality execution across the business and had positioned the Company for continued success in 2024 and beyond. As such, the Compensation and Leadership Development Committee evaluated these achievements and, consistent with the quantitative scoring described above, recommended a 134.6% corporate multiplier for 2023, which was approved by the Board.

### *The Individual Multiplier*

#### *Design*

While we believe that the corporate multiplier should remain a significant factor in the bonus calculation, the Compensation and Leadership Development Committee believes it is important to recognize and separately incentivize the individual performance of our named executive officers (excluding the role of the chief executive officer) as a fully integrated pharmaceutical company. We therefore determined that the individual multiplier for Messrs. Clark, Castelli, and Harford and Meses. Quimi and Rosenberg, would range from 0-133% based on performance described below. As noted above, the Compensation and Leadership Development Committee continues to believe that bonuses for individuals serving in the role of the Chief Executive Officer should be determined solely by reference to the corporate multiplier. However, the Compensation and Leadership Development Committee periodically reviews and discusses its evaluation of the Chief Executive Officer's performance and accomplishments in executive session, along with the Lead Independent Director (and in 2023 the Executive Chairman) and without the presence of the Chief Executive Officer, as part of its year-end executive officer review process.

The individual multiplier for each executive is determined after considering several factors including achievement of individual objectives, departmental or organizational performance and other significant accomplishments. Individual objectives are necessarily tied to the particular area of expertise of the executive and are designed to support the Company's achievement of its corporate goals. Individual goals are evaluated based on leadership and performance on specific functional goals that are tied to the corporate goals.

These objectives are set with the belief that full achievement will be difficult and challenging, but attainable, so long as the officer is fully committed to the accomplishment of such objectives through significant effort and dedication to the Company's strategies and an ability to quickly adapt to a constantly evolving business environment.

Individual performance objectives of our named executive officers, other than the Chief Executive Officer, are determined by the Chief Executive Officer, to whom each named executive officer reports. During the annual review process, the Company's Chief Executive Officer discusses with the Compensation and Leadership Development Committee his overall evaluation for each such executive, which includes each such executive's performance and accomplishments as they relate to the Company's corporate goals, departmental performance, and other significant accomplishments. While the Compensation and Leadership Development Committee relies in part on the Chief Executive Officer's evaluation, and in 2023 the Executive Chairman's evaluation, of the other named executive officers, it also considers the degree of difficulty in attaining the Company's goals and such executive's accomplishments. In considering the degree of difficulty, the Compensation and Leadership Development Committee considers factors such as the influence of external events, including unanticipated clinical events and regulatory timelines, and the effort expended by executives. Upon the completion of such process, the Compensation and Leadership Development Committee determines the individual multiplier for each named executive officer, other than the Chief Executive Officer, based on the Compensation and Leadership Development Committee's subjective determination of such officer's satisfaction of the applicable goals.

### **2023 Determinations**

The Compensation and Leadership Committee believes that because of the chief executive officer's influence on the overall performance of Amicus, it is appropriate and in the best interests of our stockholders to base the chief executive officer's cash bonus on the achievement of the corporate objectives, without regard to an individual multiplier. For 2023, the Company's corporate multiplier was determined to be 134.6%. In determining the individual multiplier for our named executive officers (excluding the chief executive officer), the Compensation and Leadership Development Committee noted each such executive officer's individual and departmental performance throughout the year and how those performances supported the Company's achievement of its corporate goals. The specific individual factors that the Compensation and Leadership Development Committee noted in subjectively determining each such named executive officer's individual multiplier were as follows:

#### *Simon Harford, Chief Financial Officer (100% Individual Multiplier)*

- Managed to the Board approved budget;
- Achieved non-GAAP profitability in the fourth quarter of 2023;
- Led a \$430 million financing collaboration resulting in a \$400 million senior secured term loan facilitating a refinancing of existing debt and a \$30 million strategic investment in Amicus's common stock; and
- Ended 2023 with a cash balance of \$286 million.

#### *Daphne Quimi, Former Chief Financial Officer (115% Individual Multiplier)*

- Managed to the Board approved budget;
- Achieved non-GAAP profitability in the fourth quarter of 2023;
- Led a \$430 million financing collaboration resulting in a \$400 million senior secured term loan facilitating a refinancing of existing debt and a \$30 million strategic investment in Amicus's common stock;
- Ended 2023 with a cash balance of \$286 million; and
- Ensured a smooth transition to the new Chief Financial Officer.

#### *Ellen S. Rosenberg, Chief Legal Officer, and Corporate Secretary (120% Individual Multiplier)*

- Strategically partnered with functions and business units to support launch and business activities;
- Led ESG program and allocation to Board Committees of ESG risk oversight responsibilities;
- Led the Company's global intellectual property strategy; and
- Maintained SEC compliance in all of our activities.

#### *David M. Clark, Chief People Officer (120% Individual Multiplier)*

- Led the people, culture, and diversity strategy for the Company, resulting in 98% retention of talent in the Company's critical roles, with 95% of the company being trained via the new global leadership development program;
- Led the identification, design, and construction build-out of the Company's new corporate headquarters in Princeton, NJ; and
- Led the Corporate Communications team in supporting the global launches of Pombiliti™ + Opfolda™.

*Jeffrey P. Castelli, Chief Development Officer (125% Individual Multiplier)*

- Led the strategy for AT-GAA approval, partnering with the drug development organization to achieve approval for Pombiliti™ globally;
- Partnered with research and development leadership to advance the Pompe and Fabry platform technologies; and
- Represented the Company in discussions with the National Institute for Health and Care Excellence (“NICE”) resulting in NICE’s recommendation of reimbursement in England and Wales for Pombiliti™ + Opfoda™.

**Calculation of Annual Cash Incentive Bonuses**

The calculation of the named executive officers’ individual cash incentive payments for service in 2023 is summarized in the table below.

| <b>Name and Principal Position</b>                                | <b>Corporate Multiplier (%)</b> | <b>Individual Multiplier (%)</b> | <b>Target Bonus (%)</b> | <b>Base Salary (\$)</b> | <b>Payout (\$)</b> |
|---|---------------------------------|----------------------------------|-------------------------|-------------------------|--------------------|
| Bradley L. Campbell<br>President and Chief Executive Officer      | 134.6                           | N/A                              | 75                      | 700,000                 | 706,650            |
| Simon Harford<br>Chief Financial Officer                          | 134.6                           | 100                              | 45                      | 183,333 <sup>(1)</sup>  | 111,045            |
| Daphne Quimi<br>Former Chief Financial Officer                    | 134.6                           | 115                              | 45                      | 500,000 <sup>(2)</sup>  | 348,278            |
| Ellen S. Rosenberg<br>Chief Legal Officer and Corporate Secretary | 134.6                           | 120                              | 45                      | 500,000                 | 363,420            |
| David M. Clark<br>Chief People Officer                            | 134.6                           | 120                              | 45                      | 469,364                 | 341,153            |
| Jeffrey P. Castelli<br>Chief Development Officer                  | 134.6                           | 125                              | 45                      | 464,981                 | 352,049            |

- (1) Mr. Harford’s base salary for purposes of determining his bonus was pro-rated based on the number of days of his service in 2023.
- (2) The Compensation and Leadership Committee determined Ms. Quimi’s 2023 bonus would be based on her 2023 base salary rate in effect during her tenure as Chief Financial Officer.

**Long-Term Incentive Programs**

We believe that long-term performance will be achieved through an ownership culture that rewards our named executive officers for maximizing stockholder value over time and that aligns the interests of our employees and management with those of stockholders. Our Amended and Restated 2007 Equity Incentive Plan, or the 2007 Plan, authorizes us to grant stock options, restricted stock, RSUs, PRSUs and other equity-based awards.

We continued our strategy for equity compensation using a mix of non-qualified stock options, time based RSUs, and PRSUs for annual awards to our named executive officers. We utilize a value-based approach to allocate equity, with one third of the value assigned to each such type of equity vehicle in grants to each named executive officer. Under our current equity plan, our non-qualified stock option awards vest over a four-year period with 25% vesting one year after the vesting commencement date and the remainder vesting ratably each month thereafter over a three-year period, subject generally to continued service with us. The non-qualified stock options expire ten years after the date of grant. RSU awards vest, subject generally to continued service with us, over a four-year period with 25% vesting each year upon the anniversary of the date of grant. PRSU awards vest over a three-year period and may be earned based on the attainment of the applicable goals at the end of such period, subject generally to continued service with us through the end of such period.

We use a mix of stock options, RSUs, and PRSUs as long-term incentive vehicles because we believe that:

- Stock options, RSUs and PRSUs, along with their vesting periods, provide a balanced mix to attract, motivate and retain executives;
- Stock options are inherently performance based. Because all of the value received by the recipient of a stock option is based on the growth of the stock price, stock options enhance the executives’ incentive to increase our stock price and maximize stockholder value;
- RSUs help enhance executive stock ownership while helping to retain executives. Final value depends on the stock price upon vesting;

- PRSUs align executives with the goals of the company and its stockholders, while still assisting in the retention of our executives. Final value depends on company performance and the stock price upon vesting;
- Stock options, RSUs and PRSUs help to provide a balance to the overall executive compensation program as base salary and our annual performance bonus program focus on short-term compensation, while long-term incentives reward executives for increases in stockholder value over the longer term.

### **Stock Options, Restricted Stock Unit Awards, Performance Restricted Stock Unit Awards**

The Compensation and Leadership Development Committee believes that granting annual equity awards provides management with a strong link to long-term corporate performance and the creation of stockholder value, as well as providing continued retention via long-term vesting. In 2023, the Compensation and Leadership Development Committee continued the approach of having such annual equity grants consist of stock options, RSUs and PRSUs. As Mr. Harford joined in August, he received a new hire equity award consisting of options and RSUs but did not receive a 2023 annual equity award. Accordingly, Mr. Harford did not receive PRSUs in 2023.

The Compensation and Leadership Development Committee determines the value and corresponding number of shares subject to options, RSUs or PRSUs that are granted to our named executive officers in its discretion, taking into account a number of factors which include the current price of our Common Stock, peer group executive compensation data provided by Pay Governance, each individual’s role and performance and recent Company developments. Based on these factors, in 2023 the annual equity awards to our named executive officers were as follows: Mr. Campbell’s award was valued at \$6,000,000, Ms. Quimi’s was valued at \$2,600,000, Ms. Rosenberg’s was valued at \$2,750,000, Mr. Clark’s was valued \$2,100,000 and Mr. Castelli’s was valued \$2,500,000. While Mr. Harford did not receive a 2023 annual equity award, he did receive a new hire grant valued at \$2,700,000. All of the stock option and RSU awards are subject to four-year vesting schedules. The 2023 stock option and RSU grants are described in the section entitled “Grants of Plan Based Awards.” The sizing of such LTI grants is based on a fixed dollar value at grant instead of a fixed number of shares. In determining the value of these LTI grants, the Black-Scholes option pricing model is used to estimate the grant date fair value of stock options, whereas the value of RSUs and PRSUs is the fair market value of the shares of Common Stock underlying such RSUs or PRSUs, assuming target performance, on the date of grant. Assumptions made in this valuation are discussed in our annual report for the year ended December 31, 2023, filed with the SEC on Form 10-K on February 28, 2024 (the “Form 10-K”) at Note 9 — Stock-based Compensation. The Compensation and Leadership Development Committee determined that this methodology helps to ensure that the value of LTI grants is aligned to the market.

Our PRSUs may be earned over a three-year performance period at 0% to 200% of target, based on the achievement of certain performance goals and subject generally to continued employment through the end of the performance period. The target value of the PRSU grants consist of 33% of the total assigned equity compensation value to each named executive officer and the goals associated with these PRSUs were established by the Compensation and Leadership Development Committee and approved by the Board. The Compensation and Leadership Development Committee believes that these goals are difficult and challenging to attain and appropriately align incentives with performance. The performance goals for the PRSUs were weighted as follows:

| <b>2023 PRSU Performance Metrics and Weightings</b> |                          |                         |                        |
|---|--------------------------|-------------------------|------------------------|
| <b>TSR Goal (%)</b>                                 | <b>Pipeline Goal (%)</b> | <b>Revenue Goal (%)</b> | <b>People Goal (%)</b> |
| 50  | 15                       | 30                      | 5                      |

The total stockholder return (“TSR”) goal compares the TSR of the Company’s common stock relative to the TSR of the Nasdaq Biotechnology Index (“NBI”) over the three-year performance period. Achievement of the 2023 PRSU TSR goal will be determined in accordance with the following schedule, with straight line interpolation applied for performance falling between such levels:

| <b>Performance Level</b> | <b>Three-Year TSR Ranking vs. NBI</b> | <b>Percentage of Granted TSR Shares to Vest</b> |
|--------------------------|---------------------------------------|---|
| Maximum                  | 90th Percentile or higher             | 200%  |
| Above Target             | 75th Percentile                       | 150%  |
| Target                   | 50th Percentile                       | 100%  |
| Threshold                | 30th Percentile                       | 50%   |
| Below Threshold          | Below 30th Percentile                 | 0%  |



For confidential reasons, the Company does not disclose the specific revenue, pipeline, and people performance goals associated with its PRSU grants until the end of the performance measurement period and level of achievement has been determined by the Compensation and Leadership Development Committee and approved by the Board.

Historically, we have typically awarded the largest equity grant in each grant cycle to Mr. Crowley, the CEO, in recognition of his role as our principal executive officer and primary decision maker for the Company. Accordingly, the Compensation and Leadership Development Committee determined that, as CEO, Mr. Campbell would be awarded the largest equity grant for 2023. For these reasons, and based on annual peer data analysis, the Compensation and Leadership Development Committee awarded Mr. Campbell 169,635 RSUs, 169,635 PRSUs and options to purchase 301,109 shares of Common Stock in our company-wide grant in January 2023, with such awards valued at approximately \$6 million in aggregate at the time of grant.

Sizing of the 2023 equity grants for other named executive officers is provided in the section entitled “Grants of Plan-Based Awards.” Factors that the Compensation and Leadership Development Committee and our Executive Chairman considered in determining the sizing of these equity grants for other executive officers included (i) relative contribution toward achievement of prior year corporate objectives, (ii) breadth of internal and external responsibilities, (iii) management responsibilities including managing direct reports, (iv) external benchmarking, (v) tenure with Amicus and (vi) the recommendations of Mr. Crowley and Mr. Campbell. The specific individual factors that the Compensation and Leadership Development Committee relied on for granting each award are substantially similar to those factors that contributed to a determination of the individual multiplier for each named executive officer discussed above under “2023 Determinations.”

In December of 2023 the Board, upon the recommendation of the Compensation and Leadership Development Committee, reviewed the People and Culture goals in the 2021, 2022 and 2023 PRSU awards. As a company committed to equal opportunity for all, and to reinforce our culture that we do not make employment decisions based on preferences, the Board approved the elimination of any numeric component of those goals. The revised 2021 People and Culture PRSU goal is described in more detail below under “Settlement of 2021 PRSU Grants”.

*Settlement of 2021 PRSU Grants*

In 2021, we granted PRSUs to our named executive officers which could be earned over a three-year performance period at 0% through 200% of target, based on the achievement of the three performance goals described below, and subject generally to continued employment through the end of the performance period. At the end of the performance period, the Compensation and Leadership Development Committee assessed the performance relative to each of the performance goals and determined whether and to what extent the applicable PRSUs were earned.

On December 20, 2023, the Board, upon the recommendation of the Compensation and Leadership Development Committee which reviewed the criteria associated with the Pompe portion of the 2021 PRSU grant, determined that the goal was achieved at target, approving 100% attainment for this portion of the 2021 PRSU grant. The Pompe performance goal accounted for 20% of the 2021 PRSU grants with the various levels of achievement, and the Company’s actual performance result, described in the table below.

| <b>Pompe Performance Goal</b>   | <b>Percentage of the Pompe Units Earned</b> |
|---|---|
| Obtain regulatory approval for AT-GAA in the U.S., E.U., U.K., Japan and Switzerland, and submit for regulatory approval in two additional markets on or before December 31, 2023 | 200%  |
| Obtain regulatory approval for AT-GAA in the U.S., E.U., U.K., Japan and Switzerland on or before December 31, 2023   | 150%  |
| ▶ Obtain regulatory approval for AT-GAA in the U.S., E.U., and U.K. on or before December 31, 2023 (“Target”)   | 100%  |
| Obtain regulatory approval for AT-GAA in two of the U.S., E.U., and U.K. markets on or before December 31, 2023   | 50%   |

The shares attributable to this portion of the 2021 PRSU grant were subsequently delivered January 9, 2024.

On December 20, 2023, the Board, upon the recommendation of the Compensation and Leadership Development Committee which reviewed the criteria associated with the gene therapy portion of the 2021 PRSU grant, determined that the goal was not met, and approved 0% attainment for this portion of the 2021 PRSU grant. The gene therapy performance goal accounted for 20% of the 2021 PRSU grants with the various levels of achievement, and the Company's actual performance result, described in the table below.

| <b>Gene Therapy Performance Goal</b>  | <b>Percentage of the Gene Therapy Units Earned</b> |
|---|--|
| IND application accepted and clinical proof of concept data for both Fabry and Pompe gene therapy programs on or before December 31, 2023                           | 200%   |
| IND application accepted for both Fabry and Pompe gene therapy programs and clinical proof of concept data one of these two programs on or before December 31, 2023 | 150%   |
| IND application accepted for both Fabry and Pompe gene therapy programs on or before December 31, 2023 ("Target")   | 100%   |
| IND application accepted for either the Fabry or Pompe gene therapy program on or before December 31, 2023  | 50%  |
| ▶ Company did not have an IND application accepted for either the Fabry or Pompe gene therapy program on or before December 31, 2023                                | 0%   |

As the gene therapy goal was not met, the shares attributable to this portion of the 2021 PRSU grant were forfeited.

As mentioned above, on December 20, 2023, the Board, upon the recommendation of the Compensation and Leadership Development Committee, elected to revise the 2021, 2022 and 2023 PRSU people and culture goals. Following such revision, and upon the recommendation of the Compensation and Leadership Development Committee which reviewed the criteria associated with the revised people and culture portion of the 2021 PRSU grant, the Board determined that the goal was achieved at target, approving 100% attainment for this portion of the 2021 PRSU grant. The people and culture performance goal accounted for 10% of the 2021 PRSU grants with the level of achievement described in further detail in the table below.

| <b>People and Culture Performance Goal</b>  | <b>Percentage of the People and Culture Units Earned</b> |
|---|--|
| ▶ Fully establish DEI programs to include launching employee resource groups, ensuring equal opportunities for all in hiring for open roles, and launching unconscious bias training, to ensure an inclusive culture for all employees, on or before December 31, 2023 ("Target") | 100%   |

The shares attributable to this portion of the 2021 PRSU grant were subsequently delivered January 9, 2024.

On January 9, 2024, the Compensation and Leadership Development Committee reviewed Pay Governance's calculation of the relative TSR portion of the 2021 PRSU grants as of the December 31, 2023 measurement date and determined the Company's absolute three-year TSR performance was -46.2%, which placed it at the 60.1 percentile relative to its performance peers (Nasdaq Biotechnology Index). While finishing in the 60.1<sup>st</sup> percentile would normally result in the TSR goal being achieved between 100%-150%, a negative TSR is capped at 100%. Thus, the TSR goal was approved as being achieved at 100% (as reflected in the table below).

| <b>Company Three- Year TSR Ranking Relative to NBI</b> | <b>Percentage of the TSR Units Earned</b> |
|--|---|
| 90 <sup>th</sup> Percentile or higher                  | 200%                                      |
| 75 <sup>th</sup> Percentile                            | 150%                                      |
| ▶ 50 <sup>th</sup> Percentile ("Target")               | 100%                                      |
| 30 <sup>th</sup> Percentile                            | 50%                                       |
| Below 30 <sup>th</sup> Percentile                      | 0%  |

This TSR goal accounted for 50% of the 2021 PRSU grants. The shares underlying the TSR goal were delivered January 9, 2024 upon the Compensation and Leadership Development Committee's approval of the TSR goal.



In aggregate, the overall 2021 PRSUs paid out at 80% of target. The table below reflects the total number of PRSUs each named executive officer received from their respective 2021 PRSU grants:

| <b>Name and Principal Position</b>                                | <b>Target PRSUs</b> | <b>Earned PRSUs</b> |
|---|---------------------|---------------------|
| Bradley L. Campbell<br>President and Chief Executive Officer      | 57,620              | 46,096              |
| Simon Harford <sup>(1)</sup><br>Chief Financial Officer           | —                   | —                   |
| Daphne Quimi<br>Former Chief Financial Officer                    | 33,131              | 26,505              |
| Ellen S. Rosenberg<br>Chief Legal Officer and Corporate Secretary | 33,131              | 26,505              |
| David M. Clark<br>Chief People Officer                            | 27,369              | 21,896              |
| Jeffrey P. Castelli<br>Chief Development Officer                  | 28,810              | 23,048              |

(1) Mr. Harford joined the Company in 2023 and thus did not receive a 2021 PRSU award.

### **Non-Qualified Deferred Compensation Plans**

#### *Amicus Therapeutics, Inc. Restricted Stock Unit Deferral Plan*

The Company maintains the Amicus Therapeutics, Inc. Restricted Stock Unit Deferral Plan, as amended (the “Stock Deferral Plan”). The Stock Deferral Plan provides eligible non-employee directors and executives, including each of the named executive officers, with the voluntary opportunity to defer the receipt of RSUs otherwise payable to such eligible executives to a distribution date elected by the participant. After a deferral election is made, a participant’s account is credited with the deferred RSUs. All RSUs deferred under the Stock Deferral Plan are fully vested. The Company does not otherwise contribute to the Stock Deferral Plan and the amount a participant receives at the end of a deferral period is based solely on the value of the Company’s stock at the end of the deferral period. Generally, a participant may voluntarily elect to re-defer any previously deferred RSUs for an additional period of not less than five years if, as required under the Code, such an election is made at least 12 months before the year in which the RSUs would otherwise be delivered.

Not only does the Stock Deferral Plan allow our eligible participants, including all of the named executive officers, to defer the federal income taxes otherwise payable upon the delivery of RSUs, but the Compensation and Leadership Development Committee believes that with respect to non-employee directors and executives who avail themselves of the deferral features of the Stock Deferral Plan, such persons will necessarily hold Company stock for a longer period of time. Accordingly, any RSUs deferred under the Stock Deferral Plan will continue to align such portion of our non-employee directors and named executive officers’ compensation with the interests of our stockholders for a longer period of time than would be provided by typical vesting periods. Regardless of a participant’s election, any deferred RSUs will be distributed following the non-employee director or executive’s death, disability, or separation of service from the Company.

#### *Amicus Therapeutics, Inc. Cash Deferral Plan*

The Company maintains the Amicus Therapeutics, Inc. Cash Deferral Plan, as amended (the “Cash Deferral Plan”). The Cash Deferral Plan provides eligible executives, including each of the named executive officers and non-employee directors, with the voluntary opportunity to defer receipt of such participant’s base salary, bonus and/or director’s fees, as applicable. Any such deferrals are credited to a bookkeeping account maintained for the participant. The participant may make periodic hypothetical investments of the account and gains and losses on such hypothetical investments will be credited to the participant’s account. A participant is fully vested in all amounts, including earnings deferred under the Cash Deferral Plan. Distribution of the deferred amounts will generally be made on the distribution date elected by the participant. Generally, a participant may voluntarily elect to re-defer any previously deferred amount for an additional period of not less than five years if, as required under the Code, such an election is made at least 12 months before the year in which the amount would otherwise be delivered. Regardless of a participant’s election, any deferred amount will be distributed following a change in control of the Company or upon the participant’s death, disability, or separation of service from the Company. The Company does not match any portion of participant deferrals in the Cash Deferral Plan.

All amounts deferred under the Cash Deferral Plan will continue for all purposes to be a part of the general funds of the Company and the amounts deferred by the participants, including all deemed gains and losses attributable thereto, will be subject to the claims of the general creditors of the Company in the event of the Company’s insolvency.

## Other Compensation

Consistent with our compensation philosophy, we intend to continue to maintain our current benefits for our named executive officers, including medical, dental, vision and life insurance coverage. All employees receive Company paid term life insurance equal to two times annual base salary, up to a maximum benefit of \$1 million.

In addition, we provide a Company match for our 401(k) Plan, subject to federal guidelines and plan maximums. We match \$1 for each \$1 a participant, including each named executive officer, defers into the plan up to 5% of such participant's salary and bonus paid during the year, subject to the IRS limit on eligible compensation. The match vests 100% on the participant's one-year anniversary of employment at Amicus.

Furthermore, certain senior executives, including each named executive officer, are eligible to receive supplemental health benefits and financial consulting services. The value received from these benefits is calculated as imputed income and reflected in the "Summary Compensation Table" below.

## Termination-Based Compensation

Upon termination of employment under certain circumstances, our named executive officers are entitled to receive varying types of compensation. Elements of this compensation may include payments based upon a number of months of base salary, bonus amounts, acceleration of vesting of equity, health care coverage and other similar benefits. We believe that our termination-based compensation and acceleration of vesting of equity arrangements are in line with severance packages offered to named executive officers of other similar companies based upon market information and are otherwise appropriate given the executive's role and service to the Company. We also have granted severance and acceleration of vesting of equity benefits to our named executive officers under their employment agreements in the event of a change of control if the executive is terminated within a certain period of time following the change of control. We believe that change of control-related benefits are necessary in order for our named executive officers to direct their full attention to the successful consummation of a transaction without distraction. For more information on termination-based compensation see the section entitled "Severance Benefits and Change of Control Arrangements."

## Stock Ownership Guidelines

We maintain stock ownership and retention guidelines for our directors and named executive officers to ensure that each of them has a long-term equity stake in Amicus, in order to both closely align the interests of directors and officers to those of our stockholders and to further our commitment to corporate governance.

Under the stock ownership guidelines, revised in 2022, named executive officers and directors must maintain stock ownership at a value equal to a multiple of their annual retainer or base salary, as applicable, as follows:

| Position                 | Stock Retention Amount                |
|--------------------------|---------------------------------------|
| Chief Executive Officer  | 4 times executive's base salary       |
| Executive Chairman       | 3 times executive chair's base salary |
| Directors                | 3 times director's annual retainer    |
| Other Executive Officers | 1 times executive's base salary       |

Directors and executive officers have five years from the date they first became subject to the guidelines to attain the required stock ownership. Following the initial five year attainment period, stock ownership is recalculated every two years thereafter using the cash retainer or salary in effect at that time. Directors and executive officers then have those two additional years following each recalculation to acquire additional stock, as may be necessary, to satisfy the new stock ownership level and remain in compliance. Stock ownership that counts towards the requirement includes shares of Common Stock and any restricted stock units that were settled and deferred into the Stock Deferral Plan (as defined below). Stock options (vested or unvested), unvested restricted stock units and unearned performance awards are not included in determining compliance with these guidelines. All named executive officers and directors have met or are on track to meet the stock ownership guidelines within the requisite time period. The Compensation and Leadership Development Committee of the Board annually monitors compliance with this policy.

## Prohibition on Hedging and Pledging

The Company considers it inappropriate for persons employed by or associated with the Company to engage in certain transactions related to the securities of the Company ("Subject Securities") that could result in their interests no longer being aligned with the same interests and objectives as other stockholders of the Company. Therefore, as part of its anti-hedging and anti-pledging policy, the Company restricts these persons from hedging, engaging in short sales, transacting in publicly traded options, and pledging Subject Securities.

Certain hedging and monetization transactions involve the establishment of a short position in the Subject Securities and limit or eliminate a person's ability to profit from an increase in the value of the Subject Securities. Accordingly, these transactions can cause a person's interests to be misaligned with other stockholders of the Company. The Company therefore prohibits its directors, executive officers, and employees from engaging in any hedging and monetization transactions involving the Subject Securities. The Company's directors and executive officers are also prohibited from engaging in short sales of Subject Securities (sales of securities that are not then owned).

Subject Securities held in a margin account or pledged as collateral for a loan may be sold without a person's consent if he or she fails to meet a margin call or defaults on a loan, which may occur at a time when the covered person is aware of material nonpublic information or is otherwise not permitted to trade in Company securities. Therefore, our directors, executive officers and employees are prohibited from engaging in these activities.

## **Clawback Policy**

We have also historically maintained a policy for recoupment (or "clawback") of performance-based compensation in the event of a financial restatement. On November 2<sup>nd</sup>, 2023, effective as of October 2<sup>nd</sup> 2023, our Board adopted a new clawback policy (the "Clawback Policy") that fully aligns to the Nasdaq listing standards adopted in accordance with Section 10D of the Exchange Act, which govern such policies. A copy of our Clawback Policy is publicly available as an exhibit to the Company's most recently filed Form 10-K.

Our Clawback Policy covers current and former executive officers, including the principal accounting officer, and applies to any compensation granted, earned, or vested, based wholly or in part on the attainment of a financial reporting measure, including non-GAAP, stock price or total stockholder return metrics. In the event of a financial restatement, the policy dictates that the Company must recoup the incremental amount an executive officer erroneously received as a result of the misstated financials, regardless of whether or not executive misconduct was present. The look-back period for recoupment consists of the three completed fiscal years preceding the date upon which the restatement is deemed required under the rules. The Compensation and Leadership Development Committee has broad discretion in determining the means of recovery, provided such approach is permitted under the Nasdaq rules and done reasonably promptly.

## COMPENSATION AND LEADERSHIP DEVELOPMENT COMMITTEE REPORT

The Compensation and Leadership Development Committee is comprised entirely of independent directors. The Compensation and Leadership Development Committee of our Board has reviewed and discussed the Compensation Discussion and Analysis required by Item 402(b) of Regulation S-K, which appears in this Proxy Statement, with our management. Based on this review and discussion, the Compensation and Leadership Development Committee has recommended to the Board that the Compensation Discussion and Analysis be included in this Proxy Statement and our 2023 Annual Report on Form 10-K.

Members of the Amicus Therapeutics, Inc.

Compensation and Leadership Development Committee:

Margaret G. McGlynn, Chair

Lynn D. Bleil

Eiry W. Roberts, M.D.

Glenn P. Sblendorio

*Notwithstanding anything to the contrary set forth in any of our previous or future filings under the Securities Act of 1933, as amended (the "Securities Act") or the Exchange Act that might incorporate this proxy statement or future filings with the SEC, in whole or in part, the above report shall not be deemed to be "soliciting material" or "filed" with the SEC and shall not be deemed to be incorporated by reference into any such filing.*

## Executive Compensation

### SUMMARY COMPENSATION TABLE

The following table provides information regarding the compensation that we paid to each person serving as our principal chief executive officer, our principal financial officer at any time during 2023, and our three other most highly compensated executive officers (collectively, the “named executive officers”).

| Name and Principal Position                                       | Fiscal Year | Salary (\$)            | Bonus <sup>(1)</sup> (\$) | Stock Awards <sup>(2)</sup> (\$) | Option Awards <sup>(2)</sup> (\$) | Change in Pension Value & Non-Qualified Deferred Compensation Earnings | All Other Compensation (\$) | Total (\$)  |
|---|-------------|------------------------|---------------------------|----------------------------------|-----------------------------------|--|-----------------------------|-------------|
| Bradley L. Campbell<br>President and Chief Executive Officer      | 2023        | \$698,558              | \$706,650                 | \$4,734,510                      | \$2,023,673                       | —  | \$38,975 <sup>(4)</sup>     | \$8,202,366 |
|   | 2022        | 591,040                | 356,250                   | 5,206,218                        | 2,807,561                         | —  | 36,797                      | 8,997,866   |
|   | 2021        | 550,629                | 309,682                   | 2,818,195                        | 1,145,462                         | —  | 87,487                      | 4,911,455   |
| Simon Harford<br>Chief Financial Officer                          | 2023        | 173,077                | 111,045                   | 1,349,999                        | 1,346,048                         | —  | 416 <sup>(5)</sup>          | 2,980,585   |
|   | 2022        | —                      | —                         | —                                | —                                 | —  | —                           | —           |
|   | 2021        | —                      | —                         | —                                | —                                 | —  | —                           | —           |
| Daphne Quimi<br>Former Chief Financial Officer                    | 2023        | 466,042 <sup>(3)</sup> | 348,278                   | 2,051,608                        | 876,921                           | —  | 33,818 <sup>(6)</sup>       | 3,776,667   |
|   | 2022        | 483,901                | 227,682                   | 2,018,554                        | 886,109                           | —  | 36,818                      | 3,653,064   |
|   | 2021        | 469,385                | 280,497                   | 1,620,431                        | 658,636                           | —  | 35,499                      | 3,064,448   |
| Ellen S. Rosenberg<br>Chief Legal Officer and Corporate Secretary | 2023        | 499,704                | 363,420                   | 2,169,972                        | 927,515                           | 81,376 <sup>(7)</sup>  | 33,170 <sup>(8)</sup>       | 4,075,157   |
|   | 2022        | 484,317                | 227,878                   | 2,018,554                        | 886,109                           | 27,125   | 21,748                      | 3,665,731   |
|   | 2021        | 469,789                | 280,738                   | 1,620,431                        | 658,636                           | —  | 20,998                      | 3,050,592   |
| David M. Clark<br>Chief People Officer                            | 2023        | 469,059                | 341,153                   | 1,657,073                        | 708,284                           | —  | 39,030 <sup>(9)</sup>       | 3,214,599   |
|   | 2022        | 453,238                | 213,255                   | 1,419,355                        | 587,319                           | —  | 34,896                      | 2,708,063   |
|   | 2021        | 439,781                | 262,711                   | 1,338,612                        | 544,092                           | —  | 35,725                      | 2,620,921   |
| Jeffrey P. Castelli<br>Chief Development Officer                  | 2023        | 464,721                | 352,049                   | 1,972,703                        | 843,196                           | —  | 39,093 <sup>(10)</sup>      | 3,671,762   |
|   | 2022        | 451,025                | 221,938                   | 1,630,358                        | 715,701                           | —  | 36,681                      | 3,055,703   |
|   | 2021        | —                      | —                         | —                                | —                                 | —  | —                           | —           |

(1) The 2023 amount represents bonuses earned in 2023 and paid in 2024.

(2) The grant date fair value of time-based restricted stock unit awards (“RSUs”), performance based restricted stock unit awards (“PRSUs”) and option awards granted to our named executive officers was computed in accordance with FASB ASC Topic 718, Compensation—Stock Compensation. Assumptions made in this valuation are discussed in our annual report for the year ended December 31, 2023, filed with the SEC on Form 10-K on February 28, 2024 (the “Form 10-K”) at Note 9 — Stock-based Compensation. These amounts reflect the stock price at the time of the grant. In accordance with SEC rules, the amounts reported in the Stock Awards column for 2023 include the grant date fair value of the RSUs and PRSUs granted during 2023. The grant date fair value for this purpose is required to be shown even where the PRSUs were not ultimately earned. The following table provides information regarding the 2023 PRSUs based on the expected performance outcomes (and is the grant date fair value of the award, as reflected in the Summary Compensation Table) and maximum performance outcomes:

| Name                | Grant Date Fair Value for 2023 PRSUs (i.e., Based on Expected Performance) (\$) | Value at Grant Date Assuming Maximum Performance (\$) |
|---------------------|---|---|
| Bradley L. Campbell | \$2,710,764   | \$5,421,531   |
| Simon Harford       | —   | —   |
| Daphne Quimi        | 1,174,658   | 2,349,314   |
| Ellen S. Rosenberg  | 1,242,426   | 2,484,849   |
| David M. Clark      | 948,765   | 1,897,529   |
| Jeffrey P. Castelli | 1,129,479   | 2,258,962   |

(3) Ms. Quimi’s salary for 2023 is comprised of \$432,388 earned for her service as Chief Financial Officer until November 6, 2023 and \$33,654 for her service as Chief, Finance Operations for the remainder of the year.

(4) Includes \$16,477 of 401(k) employer match, \$750 for health care savings account, \$1,248 in life insurance premiums, \$4,500 for executive health benefits received, and \$16,000 for financial consulting services.

(5) Includes \$416 in life insurance premiums.

- (6) Includes \$11,384 of 401(k) employer match, \$750 for health care savings account, \$1,184 in life insurance premiums, \$4,500 for executive health benefits received, and \$16,000 for financial consulting services.
- (7) Ms. Rosenberg participates in our Stock Deferral Plan. As described more fully in the “Nonqualified Deferred Compensation” table below, the increases shown here are the result of the rise in the stock price of the Company’s common stock between the value for her deferred RSUs on December 31, 2022 and the value of such RSUs as of December 31, 2023.
- (8) Includes \$13,302 of 401(k) employer match, \$750 for health care savings account, \$1,248 in life insurance premiums, \$4,500 for executive health benefits received, and \$13,370 for financial consulting services.
- (9) Includes \$16,608 of 401(k) employer match, \$750 for health care savings account, \$1,172 in life insurance premiums, \$4,500 for executive health benefits received, and \$16,000 for financial consulting services.
- (10) Includes \$16,595 of 401(k) employer match, \$750 for health care savings account, \$1,248 in life insurance premiums, \$4,500 for executive health benefits received, and \$16,000 for financial consulting services.

## Grants of Plan-Based Awards

The following table presents information concerning grants of equity awards to each of the named executive officers during 2023.

| Name   | Grant Date               | Approval Date | Estimated Future Payouts Under Equity Incentive Plan Awards <sup>(1)</sup> |            |             | All Other Stock Awards: Number of Shares of RSUs <sup>(2)</sup> | All Other Option Awards: Number of Securities Underlying Options <sup>(3)</sup> | Exercise or Base Price of Option Awards (\$/Sh) | Grant Date Fair Value of Stock and Option Awards <sup>(4)</sup> |
|--|--------------------------|---------------|--|------------|-------------|---|---|---|---|
|  |                          |               | Threshold (#)  | Target (#) | Maximum (#) |   |   |   |   |
| Bradley L. Campbell<br>President and Chief Executive Officer   | 1/3/2023                 | 1/3/2023      |  |            |             |   | 301,109   | \$11.93   | \$2,023,673   |
|  | 1/3/2023                 | 1/3/2023      |  |            |             | 169,635   |   |   | 2,023,746   |
|  | 6/29/2023 <sup>(5)</sup> | 1/3/2023      | 42,409   | 84,817     | 169,634     |   |   |   | 1,644,602   |
|  | 6/29/2023 <sup>(5)</sup> | 1/3/2023      | 25,445   | 50,890     | 101,780     |   |   |   | 639,687   |
|  | 6/29/2023 <sup>(5)</sup> | 1/3/2023      | 12,723   | 25,445     | 50,890      |   |   |   | 319,844   |
|  | 6/29/2023 <sup>(5)</sup> | 1/3/2023      | 4,242  | 8,483      | 16,966      |   |   |   | 106,631   |
| Simon Harford<br>Chief Financial Officer                       | 8/21/2023                | 8/21/2023     |  |            |             |   | 189,043   | 12.62   | 1,346,048   |
|  | 8/21/2023                | 8/21/2023     |  |            |             | 106,973   |   |   | 1,349,999   |
| Daphne Quimi<br>Former Chief Financial Officer                 | 1/3/2023                 | 1/3/2023      |  |            |             |   | 130,480   | 11.93   | 876,921   |
|  | 1/3/2023                 | 1/3/2023      |  |            |             | 73,508  |   |   | 876,950   |
|  | 6/29/2023 <sup>(5)</sup> | 1/3/2023      | 18,377   | 36,754     | 73,508      |   |   |   | 712,660   |
|  | 6/29/2023 <sup>(5)</sup> | 1/3/2023      | 11,026   | 22,052     | 44,104      |   |   |   | 277,194   |
|  | 6/29/2023 <sup>(5)</sup> | 1/3/2023      | 5,513  | 11,026     | 22,052      |   |   |   | 138,597   |
|  | 6/29/2023 <sup>(5)</sup> | 1/3/2023      | 1,838  | 3,676      | 7,352       |   |   |   | 46,207  |
| Ellen Rosenberg<br>Chief Legal Officer and Corporate Secretary | 1/3/2023                 | 1/3/2023      |  |            |             |   | 138,008   | 11.93   | 927,515   |
|  | 1/3/2023                 | 1/3/2023      |  |            |             | 77,749  |   |   | 927,546   |
|  | 6/29/2023 <sup>(5)</sup> | 1/3/2023      | 19,437   | 38,874     | 77,748      |   |   |   | 753,767   |
|  | 6/29/2023 <sup>(5)</sup> | 1/3/2023      | 11,662   | 23,324     | 46,648      |   |   |   | 293,183   |
|  | 6/29/2023 <sup>(5)</sup> | 1/3/2023      | 5,831  | 11,662     | 23,324      |   |   |   | 146,591   |
|  | 6/29/2023 <sup>(5)</sup> | 1/3/2023      | 1,945  | 3,889      | 7,778       |   |   |   | 48,885  |
| David M. Clark<br>Chief People Officer                         | 1/3/2023                 | 1/3/2023      |  |            |             |   | 105,388   | 11.93   | 708,284   |
|  | 1/3/2023                 | 1/3/2023      |  |            |             | 59,372  |   |   | 708,308   |
|  | 6/29/2023 <sup>(5)</sup> | 1/3/2023      | 14,843   | 29,686     | 59,372      |   |   |   | 575,612   |
|  | 6/29/2023 <sup>(5)</sup> | 1/3/2023      | 8,906  | 17,811     | 35,622      |   |   |   | 223,884   |
|  | 6/29/2023 <sup>(5)</sup> | 1/3/2023      | 4,453  | 8,905      | 17,810      |   |   |   | 111,936   |
|  | 6/29/2023 <sup>(5)</sup> | 1/3/2023      | 1,485  | 2,970      | 5,940       |   |   |   | 37,333  |
| Jeffrey P. Castelli<br>Chief Development Officer               | 1/3/2023                 | 1/3/2023      |  |            |             |   | 125,462   | 11.93   | 843,196   |
|  | 1/3/2023                 | 1/3/2023      |  |            |             | 70,681  |   |   | 843,224   |
|  | 6/29/2023 <sup>(5)</sup> | 1/3/2023      | 17,670   | 35,340     | 70,680      |   |   |   | 685,243   |
|  | 6/29/2023 <sup>(5)</sup> | 1/3/2023      | 10,602   | 21,204     | 42,408      |   |   |   | 266,534   |
|  | 6/29/2023 <sup>(5)</sup> | 1/3/2023      | 5,301  | 10,602     | 21,204      |   |   |   | 133,267   |
|  | 6/29/2023 <sup>(5)</sup> | 1/3/2023      | 1,768  | 3,535      | 7,070       |   |   |   | 44,435  |

- (1) Amounts represent PRSUs granted to named executive officers during the 2023 fiscal year. The criteria which will be used to determine the number of PRSUs earned by each named executive officer are described above under “Performance-Based Restricted Stock Units”. For each named executive officer, the first row of PRSUs shown in the table may be earned based on the achievement of the TSR goal, the second row the revenue goal, the third row the pipeline goal and the fourth row the people goal. The named executive officers must generally be in continuous service with the Company through December 31, 2025 to vest into the PRSUs.
- (2) Vesting of the RSU is subject to the participant’s continuous service with the Company through the applicable vesting date with the following schedule: 25% of the total number of shares vest on the first anniversary of the grant date (the “vesting commencement date”), with 25% on each of the next three successive vesting commencement date anniversaries thereafter.
- (3) Each option has a term of ten years and vests in accordance with the following schedule: 25% of the total number of shares vest on the first anniversary of the grant date and 1/36<sup>th</sup> of the remaining number of shares vest on the first day of each of the following 36 months. The exercise price for our option grants is equal to the closing stock price on the grant date.



- (4) Amounts represent the grant date fair value calculated in accordance with FASB ASC 718, as stated in footnote #2 to the Summary Compensation Table.
- (5) In January of 2023, the Compensation and Leadership Development Committee determined the number of PRSUs each executive officer would receive in connection with their 2023 annual grant. The PRSU goals, and their relative percentages, were approved by the committee on June 29, 2023 and were valued as of such date.

## Outstanding Equity Awards at Fiscal Year-End

The following table presents the outstanding equity awards held by each of the named executive officers as of December 31, 2023.

| Name and Principal Position                                  | Option Awards   |  |                            |                        | Stock Awards   |   |   |  |
|--|---|--|----------------------------|------------------------|--|---|---|--|
|  | Number of Securities Underlying Unexercised Options (#) Exercisable | Number of Securities Underlying Unexercised Options (#) Unexercisable <sup>(1)</sup> | Option Exercise Price (\$) | Option Expiration Date | Number of Units of Stock That Have Not Vested (#) <sup>(2)</sup> | Market Value of Units of Stock That Have Not Vested (\$) <sup>(3)</sup> | Equity Incentive Plan Awards: Number of Unearned Units of Stock That Have Not Vested (#) <sup>(4)</sup> | Equity Incentive Plan Awards: Market Value of Unearned Units of Stock That Have Not Vested (\$) <sup>(3)</sup> |
| Bradley L. Campbell<br>President and Chief Executive Officer | 90,000  | —  | 8.61                       | 1/2/2025               | 29,945 <sup>(5)</sup>  | 424,920   |   |  |
|  | 100,000   | —  | 12.28                      | 6/1/2025               | 28,810 <sup>(6)</sup>  | 408,814   |   |  |
|  | 100,000   | —  | 9.03                       | 1/4/2026               | 116,034 <sup>(7)</sup>   | 1,646,522   |   |  |
|  | 75,000  | —  | 6.10                       | 6/15/2026              | 78,453 <sup>(8)</sup>  | 1,113,248   |   |  |
|  | 103,578   | —  | 5.13                       | 1/3/2027               | 169,635 <sup>(9)</sup>   | 2,407,121   |   |  |
|  | 56,329  | —  | 15.67                      | 1/3/2028               |  |   | 23,206 <sup>(10)</sup>  | 329,293  |
|  | 151,515   | —  | 10.04                      | 1/2/2029               |  |   | 15,471 <sup>(10)</sup>  | 219,533  |
|  | 184,334   | 3,923 <sup>(5)</sup>   | 9.55                       | 1/2/2030               |  |   | 30,942 <sup>(10)</sup>  | 439,067  |
|  | 67,657  | 25,135 <sup>(6)</sup>  | 21.78                      | 1/4/2031               |  |   | 7,737 <sup>(10)</sup>   | 109,788  |
|  | 135,865   | 147,690 <sup>(7)</sup>   | 12.11                      | 1/3/2032               |  |   | 77,355 <sup>(10)</sup>  | 1,097,667  |
|  | 82,236  | 105,734 <sup>(8)</sup>   | 8.95                       | 3/15/2032              |  |   | 25,445 <sup>(11)</sup>  | 361,065  |
|  | —   | 301,109 <sup>(9)</sup>   | 11.93                      | 1/3/2033               |  |   | 8,483 <sup>(11)</sup>   | 120,374  |
|  |   |  |                            |                        |  |   | 50,890 <sup>(11)</sup>  | 722,129  |
|  |   |  |                            |                        |  | 84,817 <sup>(11)</sup>  | 1,203,553   |  |
| Simon Harford<br>Chief Financial Officer                     | —   | 189,043 <sup>(12)</sup>  | 12.62                      | 8/21/2033              | 106,973 <sup>(12)</sup>  | 1,517,947   |   |  |
| Daphne Quimi<br>Former Chief Financial Officer               | 45,000  | —  | 8.61                       | 1/2/2025               | 17,967 <sup>(5)</sup>  | 254,952   |   |  |
|  | 45,000  | —  | 12.28                      | 6/1/2025               | 16,567 <sup>(6)</sup>  | 235,086   |   |  |
|  | 50,000  | —  | 9.03                       | 1/4/2026               | 54,852 <sup>(7)</sup>  | 778,350   |   |  |
|  | 35,000  | —  | 6.10                       | 6/15/2026              | 73,508 <sup>(9)</sup>  | 1,043,079   |   |  |
|  | 42,372  | —  | 5.13                       | 1/3/2027               |  |   | 10,970 <sup>(10)</sup>  | 155,664  |
|  | 18,224  | —  | 15.67                      | 1/3/2028               |  |   | 7,313 <sup>(10)</sup>   | 103,771  |
|  | 88,154  | —  | 10.04                      | 1/2/2029               |  |   | 14,627 <sup>(10)</sup>  | 207,557  |
|  | 110,593   | 2,361 <sup>(5)</sup>   | 9.55                       | 1/2/2030               |  |   | 3,658 <sup>(10)</sup>   | 51,907   |
|  | 38,891  | 14,464 <sup>(6)</sup>  | 21.78                      | 1/4/2031               |  |   | 36,568 <sup>(10)</sup>  | 518,900  |
|  | 64,223  | 69,821 <sup>(7)</sup>  | 12.11                      | 1/3/2032               |  |   | 11,026 <sup>(11)</sup>  | 156,459  |
|  | —   | 130,480 <sup>(9)</sup>   | 11.93                      | 1/3/2033               |  |   | 3,676 <sup>(11)</sup>   | 52,162   |
|  |   |  |                            |                        |  | 22,052 <sup>(11)</sup>  | 312,918   |  |
|  |   |  |                            |                        |  | 36,754 <sup>(11)</sup>  | 521,539   |  |

| Name and Principal Position  | Option Awards   |  |                            |                        | Stock Awards   |   |   |  |
|--|---|--|----------------------------|------------------------|--|---|---|--|
|  | Number of Securities Underlying Unexercised Options (#) Exercisable | Number of Securities Underlying Unexercised Options (#) Unexercisable <sup>(1)</sup> | Option Exercise Price (\$) | Option Expiration Date | Number of Units of Stock That Have Not Vested (#) <sup>(2)</sup> | Market Value of Units of Stock That Have Not Vested (\$) <sup>(3)</sup> | Equity Incentive Plan Awards: Number of Unearned Units of Stock That Have Not Vested (#) <sup>(4)</sup> | Equity Incentive Plan Awards: Market Value of Unearned Units of Stock That Have Not Vested (\$) <sup>(3)</sup> |
| Ellen S. Rosenberg<br>Chief Legal Officer and<br>Corporate Secretary | 60,000  | —  | 5.16                       | 2/8/2026               | 17,113 <sup>(5)</sup>  | 242,833   |   |  |
|  | 25,000  | —  | 6.10                       | 6/15/2026              | 16,567 <sup>(6)</sup>  | 235,086   |   |  |
|  | 70,621  | —  | 5.13                       | 1/3/2027               | 54,850 <sup>(7)</sup>  | 778,322   |   |  |
|  | 39,762  | —  | 15.67                      | 1/3/2028               | 77,749 <sup>(9)</sup>  | 1,103,258   |   |  |
|  | 93,663  | —  | 10.04                      | 1/2/2029               |  |   | 10,970 <sup>(10)</sup>  | 155,664  |
|  | 105,328   | 2,247 <sup>(5)</sup>   | 9.55                       | 1/2/2030               |  |   | 7,313 <sup>(10)</sup>   | 103,771  |
|  | 38,891  | 14,464 <sup>(6)</sup>  | 21.78                      | 1/4/2031               |  |   | 14,627 <sup>(10)</sup>  | 207,557  |
|  | 64,223  | 69,821 <sup>(7)</sup>  | 12.11                      | 1/3/2032               |  |   | 3,658 <sup>(10)</sup>   | 51,907   |
|  | —   | 138,008 <sup>(9)</sup>   | 11.93                      | 1/3/2033               |  |   | 36,568 <sup>(10)</sup>  | 518,900  |
|  |   |  |                            |                        |  |   | 11,662 <sup>(11)</sup>  | 165,484  |
|  |   |  |                            |                        |  | 3,889 <sup>(11)</sup>   | 55,185  |  |
|  |   |  |                            |                        |  | 23,324 <sup>(11)</sup>  | 330,968   |  |
|  |   |  |                            |                        |  | 38,874 <sup>(11)</sup>  | 551,622   |  |
| David M. Clark<br>Chief People Officer                               | 84,842  | —  | 12.84                      | 10/9/2028              | 14,547 <sup>(5)</sup>  | 206,422   |   |  |
|  | 77,134  | —  | 10.04                      | 1/2/2029               | 13,685 <sup>(6)</sup>  | 194,190   |   |  |
|  | 89,499  | 1,940 <sup>(5)</sup>   | 9.55                       | 1/2/2030               | 44,304 <sup>(13)</sup>   | 628,674   |   |  |
|  | 32,133  | 11,943 <sup>(6)</sup>  | 21.78                      | 1/4/2031               | 59,372 <sup>(9)</sup>  | 842,489   |   |  |
|  | 51,871  | 56,395 <sup>(13)</sup>   | 12.11                      | 1/14/2032              |  |   | 8,860 <sup>(10)</sup>   | 125,723  |
|  | —   | 105,388 <sup>(9)</sup>   | 11.93                      | 1/3/2033               |  |   | 5,907 <sup>(10)</sup>   | 83,820   |
|  |   |  |                            |                        |  |   | 11,814 <sup>(10)</sup>  | 167,641  |
|  |   |  |                            |                        |  |   | 2,955 <sup>(10)</sup>   | 41,931   |
|  |   |  |                            |                        |  |   | 29,535 <sup>(10)</sup>  | 419,102  |
|  |   |  |                            |                        |  |   | 8,905 <sup>(11)</sup>   | 126,362  |
|  |   |  |                            |                        |  | 2,970 <sup>(11)</sup>   | 42,144  |  |
|  |   |  |                            |                        |  | 17,811 <sup>(11)</sup>  | 252,738   |  |
|  |   |  |                            |                        |  | 29,686 <sup>(11)</sup>  | 421,244   |  |
| Jeffrey P. Castelli<br>Chief Development<br>Officer                  | 50,000  | —  | 12.28                      | 6/1/2025               | 17,113 <sup>(5)</sup>  | 242,833   |   |  |
|  | 50,000  | —  | 9.03                       | 1/4/2026               | 14,406 <sup>(6)</sup>  | 204,421   |   |  |
|  | 39,762  | —  | 15.67                      | 1/3/2028               | 44,304 <sup>(7)</sup>  | 628,674   |   |  |
|  | 82,644  | —  | 10.04                      | 1/2/2029               | 70,681 <sup>(9)</sup>  | 1,002,963   |   |  |
|  | 105,328   | 2,247 <sup>(5)</sup>   | 9.55                       | 1/2/2030               |  |   |   |  |
|  | 33,817  | 12,579 <sup>(6)</sup>  | 21.78                      | 1/4/2031               |  |   | 8,860 <sup>(10)</sup>   | 125,723  |
|  | 51,871  | 56,395 <sup>(7)</sup>  | 12.11                      | 1/3/2032               |  |   | 5,907 <sup>(10)</sup>   | 83,820   |
|  | —   | 125,462 <sup>(9)</sup>   | 11.93                      | 1/3/2033               |  |   | 11,814 <sup>(10)</sup>  | 167,640  |
|  |   |  |                            |                        |  |   | 2,955 <sup>(10)</sup>   | 41,931   |
|  |   |  |                            |                        |  |   | 29,535 <sup>(10)</sup>  | 419,102  |
|  |   |  |                            |                        |  | 10,602 <sup>(11)</sup>  | 150,442   |  |
|  |   |  |                            |                        |  | 3,535 <sup>(11)</sup>   | 50,162  |  |
|  |   |  |                            |                        |  | 21,204 <sup>(11)</sup>  | 300,885   |  |
|  |   |  |                            |                        |  | 35,340 <sup>(11)</sup>  | 501,475   |  |

- (1) Unless otherwise indicated, 25% of the total number of shares subject to the option vest on the first anniversary of the date of grant; the remainder vest 1/36<sup>th</sup> per month thereafter, subject generally to the participant's continuous service with the Company through the applicable vesting date.
- (2) Vesting of the RSU is subject generally to the participant's continuous service with the Company through the applicable vesting date with the following schedule: unless otherwise indicated, 25% of the total number of shares vest on the first anniversary of the grant date, with 25% on each successive grant date anniversary for the next three years.
- (3) The market value is based on the closing stock price of \$14.19 on December 29, 2023.

- (4) Vesting of PRSUs are generally subject to the attainment of performance goals applicable to such awards and the participant's continuous service with the Company. In accordance with SEC rules, the amount shown in the table above assumes performance at target level.
- (5) The date of grant was January 2, 2020.
- (6) The date of grant was January 4, 2021.
- (7) The date of grant was January 3, 2022.
- (8) The date of grant was March 15, 2022.
- (9) The date of grant was January 3, 2023.
- (10) Subject generally to the participant's continued service and the attainment of the applicable performance goals, these PRSUs vest on December 31, 2024.
- (11) Subject generally to the participant's continued service and the attainment of the applicable performance goals, these PRSUs vest on December 31, 2025.
- (12) The date of grant was August 21, 2023.
- (13) The date of grant was January 14, 2022, but is deemed to be January 3, 2022 for vesting purposes.

## Option Exercises and Stock Vested at Year End

Our executive officers must use pre-established trading plans to sell shares of Amicus Therapeutics, Inc. stock. Trading plans may only be entered into during an open trading window and when the executive officer is not in possession of material non-public information about the Company. Further, we also require a waiting period following the establishment of a trading plan before any trades may be executed. Our policy is designed to provide safeguards that will allow our executives an opportunity to realize the value intended by the Company in granting equity-based awards.

The following table shows information regarding option exercises and stock vested for each named executive officer during the year ended December 31, 2023.

| Name and Principal Position                                       | Option Awards                         |   | Stock Awards  |  |
|---|---------------------------------------|---|---|--|
|   | Number of Shares Acquired on Exercise | Value Realized upon Exercise <sup>(1)</sup> | Number of Shares Acquired on Vesting <sup>(2)</sup> | Value Realized upon Vesting <sup>(3)</sup> |
| Bradley L. Campbell<br>President and Chief Executive Officer      | 140,402 <sup>(4)</sup>                | \$1,306,271                                 | 278,009   | \$3,408,421                                |
| Simon Harford<br>Chief Financial Officer                          | —                                     | —   | —   | —  |
| Daphne Quimi<br>Former Chief Financial Officer                    | —                                     | —   | 144,232   | 1,781,453                                  |
| Ellen S. Rosenberg<br>Chief Legal Officer and Corporate Secretary | 35,000                                | 309,811                                     | 141,474   | 1,748,310                                  |
| David M. Clark<br>Chief People Officer                            | —                                     | —   | 118,244   | 1,460,875                                  |
| Jeffrey P. Castelli<br>Chief Development Officer                  | —                                     | —   | 165,159   | 2,052,484                                  |

- (1) The value realized is the difference between the fair market value of a share of our Common Stock at the time of exercise and the option exercise price, multiplied by the number of shares acquired upon each exercise.
- (2) Reflects RSUs that vested during 2023, including 2021 PRSUs (to the extent earned).
- (3) The value realized on vesting of stock awards is based on the closing price of the Company's common stock on the date of vesting.
- (4) These options were scheduled to expire on January 3, 2024 and June 26, 2024.

## Non-Qualified Deferred Compensation

As described more fully above, our Cash Deferral Plan and Stock Deferral Plan (collectively, the “Deferral Plans”) cover our executive officers and non-employee directors. Earnings are determined solely by a participant’s hypothetical investment of any amount deferred in any pre-selected investment permitted under the Cash Deferral Plan or in the value of our stock, with respect to the Stock Deferral Plan. All amounts in the Deferral Plans are fully vested at all times. The only named executive officer who participates in such plans is Ms. Rosenberg, as described below.

| Name and Principal Position                                       | Executive Contributions in Last Fiscal Year | Aggregate Earnings in Last Fiscal Year | Aggregate Distributions in Last Fiscal Year | Aggregate Balance at Last Fiscal Year <sup>(1)</sup> |
|---|---|--|---|--|
| Ellen S. Rosenberg<br>Chief Legal Officer and Corporate Secretary | —   | 81,376 <sup>(2)</sup>                  | —   | 583,195  |

- (1) A total of \$641,349 was previously reported as compensation to Ms. Rosenberg in our Summary Compensation Table for previous years. Because the “Aggregate Balance at Last Fiscal Year” depends upon the value of our stock price, which fluctuates over time, this may be less or more than the value of the historical contributions that Ms. Rosenberg has made to the plan.
- (2) The gain represents the increase in value during 2023 of shares subject to RSUs deferred under the Stock Deferral Plan as included in the “Change in Pension Value & Non-Qualified Deferred Compensation Earnings” column of the Summary Compensation Table above.

## Severance Benefits and Change of Control Arrangements

The named executive officers are parties to employment agreements which set forth certain severance and change in control benefits, as described below.

### NEO Employment Agreements

#### **Bradley L. Campbell**

We employ Mr. Campbell as our Chief Executive Officer pursuant to an employment agreement. The agreement continues until either Mr. Campbell or the company provide written notice of termination to the other in accordance with the terms of the agreement. Upon the termination of his employment by the company other than for cause and not in connection with a change in control event, Mr. Campbell has the right to receive (i) a severance payment in an amount equal to his then current base salary payable over 18 months in accordance with the company’s regular payroll practices, (ii) an additional payment equal to 150% of the target bonus for the year in which the termination occurs, and (iii) continuation of health care coverage under COBRA with premiums to be paid by the Company for up to 18 months. Further, the vesting of all options and RSUs then held by Mr. Campbell shall accelerate by 18 months and any unvested PRSUs held by Mr. Campbell shall also accelerate, such that the portion of those PRSUs otherwise scheduled to vest during the 18-month period immediately following such separation from service will become vested. Mr. Campbell is not entitled to severance payments if the company terminates him for cause or if he resigns independent of a change in control event.

Further, if upon the termination of Mr. Campbell’s employment by the company other than for cause, or if Mr. Campbell resigns for good reason, in each case within twelve months following a change of control in the Company, then Mr. Campbell has the right to receive (i) a severance payment in an amount equal to two times his then current base salary payable over 24 months in accordance with our regular payroll practices, (ii) an additional payment equal to 200% of the target bonus for the year in which the termination occurs, and (iii) continuation of health care coverage under COBRA with premiums to be paid by the Company for up to 24 months. Further, the vesting of all remaining unvested options and restricted stock grants then held by Mr. Campbell would accelerate in full.

Finally, if Mr. Campbell’s employment ceases due to an inability to work, he will be entitled to the continuation of health care coverage under COBRA with premiums to be subsidized by the Company for up to 12 months. We believe that the severance package for our chief executive officer is appropriate considering his role, responsibilities, and his excellent historical and continued service to the Company.

#### **Other Named Executive Officers**

*Messrs. Clark, Castelli and Harford and Meses. Quimi and Rosenberg.* We employ Mr. Clark as our Chief People Officer, Dr. Castelli as our Chief Development Officer, Mr. Harford as our Chief Financial Officer and Ms. Rosenberg as our Chief Legal Officer and Corporate Secretary, pursuant to their respective employment agreements. Ms. Quimi was previously employed as

Chief Financial Officer before Mr. Harford's appointment at which point she transitioned to Chief, Finance Operations. Prior to her retirement, she was also employed pursuant to an employment agreement containing the same terms and rights described in this section. If any of these executive officers is terminated without cause (other than within 12 months following a change in control), then the executive officer has the right to receive the following:

- continuation of such executive's base salary for 12 months;
- an amount equal to the target bonus for such executive officer pro-rated for the number of months actually worked in the year of termination;
- accelerated vesting of equity awards otherwise scheduled to vest within twelve months; and
- continuation of health care coverage with premiums to be paid by the Company for a period of 12 months.

In addition, if any of the executive officers are terminated other than for cause within 12 months following a change of control or, if within 12 months following a change of control, the executive officer resigns for good reason, then the executive officer has the right to receive:

- continuation of such executive's base salary for 18 months in an amount equal to such executive's then current base salary;
- an amount equal to such executive officer's target annual bonus;
- any outstanding equity awards held by the executive officer will vest (with PRSUs vesting at target or such greater level as determined by the Board); and
- continuation of health care coverage with premiums to be paid by the Company for a period of 18 months.

Finally, if any of the executive officers' employment ceases due to death or disability, such executive will be entitled to continuation of health care coverage with premiums to be subsidized by the Company for up to 12 months.

As a condition to the payment of the foregoing severance benefits, a departing executive officer is required to execute a general release of claims against the Company and its affiliates. Each named executive officer is bound by non-disclosure, inventions transfer, non-solicitation and non-competition covenants that prohibit the executive officer from competing with the Company during the term of his or her employment and for twelve months after termination of employment.

## **Equity Award Agreements**

### **Retirement Benefits**

Under the Amicus Amended and Restated 2007 Equity Incentive Plan, all participants in the plan, including each named executive officer, would generally be eligible for the retirement benefits set forth below, upon such participant's termination of employment, if such participant meets the following criteria at the time of such termination:

- The participant must have at least 5 years of continuous service
- The participant must be at least 55 years of age
- The sum of the participant's age and years of service with the Company must equal or exceed 67 years (collectively, the "Retirement Criteria")

Notwithstanding the above, if the participant's employment is terminated by the Company for cause, then the retirement benefits would be forfeited. Ms. Quimi and Ms. Rosenberg are the only named executive officers who met the Retirement Criteria in 2023.

- Options: Any unvested Options shall continue to vest until the second anniversary of the participant's separation, and all vested Options (including those eligible to vest pursuant to the preceding clause) shall remain exercisable until the earlier of (i) the 4th anniversary of the date of such separation, and (ii) the original expiration date of the term of the Option; any options not exercised in such period shall be forfeited with no further compensation due to the participant.
- RSUs: Any unvested RSUs that would vest up to the second anniversary of the participant's separation, shall have accelerated vesting, and the shares will be delivered to the participant upon separation; any unvested RSUs beyond the two-year date shall be forfeited with no further compensation due to the participant.

- PRSUs: As permitted under the plan and present in the applicable PRSU award agreements, prorated portion of the participant's PRSUs (based on the participant's period of service with the Company during the performance period) would remain eligible to vest and become delivered based upon satisfaction of the goals applicable to such PRSUs (collectively, the "Equity Retirement Benefits").

### **Death and Disability**

The same Equity Retirement Benefits described above afforded upon a participant's retirement after satisfying the Retirement Criteria would be offered to any participant upon a termination of employment due to such participant's death or disability if the termination had occurred on December 31, 2023.

### **Change in Control**

Under the terms of our equity award agreements, any unvested RSUs will generally automatically vest upon a change in control while unvested options and PRSUs are generally eligible to vest if a qualifying termination occurs following a change in control.

### **Retirement of Ms. Quimi**

The tables below set forth quantitative estimates of the benefits the named executive officers would have been entitled to had they terminated employment on December 31, 2023 based on certain facts and circumstances. As Ms. Quimi retired from the Company on March 3, 2024, before this proxy statement has been filed, she has been omitted from the various tables below. In connection with her retirement, and as per the retirement benefit described herein, Ms. Quimi received accelerated vesting of RSUs that were scheduled to vest within two years from her date of retirement, two years of continued vesting of stock options, and will receive PRSUs based on the actual achievement of performance metrics in an amount pro-rated to her service during their respective performance periods. Based on a closing price of \$13.29 on March 1, 2024, this equated to approximately \$1,340,071 of value in RSU acceleration, an estimated \$1,110,228 of value for PRSUs based on an assumed satisfaction of the applicable performance goals based on the tracking of such goals as of March 3, 2024, and approximately \$168,212 in value for the stock options which have become non-forfeitable as a result of her retirement (but which will become exercisable on their regularly scheduled vesting dates). The estimated value of the stock options reflects the "spread" (i.e., the difference between the stock option exercise price and the fair market value of our common stock) as of March 1, 2024.

### **Potential Payments upon Termination without Cause**

For each named executive officer, the following table sets forth quantitative estimates of the benefits that would have accrued if such executive's employment had been terminated without cause on December 31, 2023 other than in connection with a change of control. Amounts below reflect potential payments pursuant to the severance agreements for such named executive officers.

| <b>Name and Principal Position</b>                                | <b>Salary Continuation (\$)</b> | <b>Bonus (\$)<sup>(1)</sup></b> | <b>Benefit Continuation (\$)<sup>(2)</sup></b> | <b>Value of RSU &amp; PRSU Vesting (\$)<sup>(3)(4)</sup></b> | <b>Value of Stock Option Vesting (\$)<sup>(4)</sup></b> | <b>Total (\$)</b> |
|---|---------------------------------|---------------------------------|--|--|---|-------------------|
| Bradley L. Campbell<br>President and Chief Executive Officer      | \$700,000 <sup>(5)</sup>        | \$787,500                       | \$50,897 <sup>(6)</sup>                        | \$9,188,143  | \$1,019,853   | \$11,746,393      |
| Simon Harford<br>Chief Financial Officer                          | 500,000 <sup>(7)</sup>          | 225,000                         | 34,023   | 379,483  | 98,929  | 1,237,435         |
| Ellen S. Rosenberg<br>Chief Legal Officer and Corporate Secretary | 500,000 <sup>(7)</sup>          | 225,000                         | 26,698   | 2,993,313  | 229,561   | 3,974,572         |
| David M. Clark<br>Chief People Officer                            | 469,364 <sup>(7)</sup>          | 211,214                         | 26,698   | 2,391,539  | 179,398   | 3,278,213         |
| Jeffrey P. Castelli<br>Chief Development Officer                  | 464,981 <sup>(7)</sup>          | 209,241                         | 21,680   | 2,259,936  | 202,555   | 3,158,393         |

(1) Bonus component paid in lump sum.

(2) Other than with respect to Mr. Campbell, benefits to be continued consist of premiums paid by the Company for 12 months.

(3) The PRSUs reported in the table are based on an assumed satisfaction of the applicable performance goals based on the tracking of such goals as of December 31, 2023. The actual number of PRSUs delivered to a named executive officer would depend on the satisfaction of each performance goal at the end of the applicable performance period.



- (4) Value of the equity that would accelerate upon such event is calculated using the closing stock price of \$14.19 on December 29, 2023. In the case of stock options, the amount shown reflects the option "spread" (i.e., the difference between the option exercise price and the fair market value of our common stock) as of December 31, 2023 of stock options that would become non-forfeitable in this case.
- (5) Base salary paid in installments over an 18-month period following such termination of employment.
- (6) Benefits to be continued consist of premiums paid by the Company for 18 months.
- (7) Base salary paid in installments over a 12-month period following such termination of employment.

## Potential Payments upon a Change of Control

The following table sets forth quantitative estimates of the benefits that would have accrued to each of our named executive officers in the event of a change in control on December 31, 2023 under their applicable agreements, without regard as to whether such named executive officer's employment was terminated in connection with such change in control.

| Name and Principal Position                                       | Value of RSU Vesting (\$) <sup>(1)</sup> |
|---|--|
| Bradley L. Campbell<br>President and Chief Executive Officer      | \$6,000,625                              |
| Simon Harford<br>Chief Financial Officer                          | 1,517,947                                |
| Ellen S. Rosenberg<br>Chief Legal Officer and Corporate Secretary | 2,359,527                                |
| David M. Clark<br>Chief People Officer                            | 1,871,775                                |
| Jeffrey P. Castelli<br>Chief Development Officer                  | 2,078,892                                |

- (1) The market value is based on the closing stock price of \$14.19 on December 29, 2023.

## Potential Payments upon Termination Due to Change of Control

The following table sets forth quantitative estimates of the benefits that would have accrued to each of our named executive officers if his or her employment had been terminated due to a termination without cause or a resignation with good reason on December 31, 2023, assuming that such termination occurs within twelve months following a change of control.

| Name and Principal Position                                       | Salary Continuation (\$)   | Bonus (\$) <sup>(1)</sup> | Benefit Continuation (\$) <sup>(2)</sup> | Value of RSU & PRSU Vesting (\$) <sup>(3)</sup> | Value of Stock Option Vesting (\$) <sup>(3)</sup> | Total (\$)   |
|---|----------------------------|---------------------------|--|---|---|--------------|
| Bradley L. Campbell<br>President and Chief Executive Officer      | \$1,400,000 <sup>(4)</sup> | \$1,050,000               | \$67,863 <sup>(5)</sup>                  | \$11,167,258                                    | 1,559,950   | \$15,245,071 |
| Simon Harford<br>Chief Financial Officer                          | 750,000 <sup>(6)</sup>     | 225,000                   | 51,035                                   | 1,517,947                                       | 296,798   | 2,840,780    |
| Ellen S. Rosenberg<br>Chief Legal Officer and Corporate Secretary | 750,000 <sup>(6)</sup>     | 225,000                   | 40,047                                   | 4,824,977                                       | 467,552   | 6,307,576    |
| David M. Clark<br>Chief People Officer                            | 704,046 <sup>(6)</sup>     | 211,214                   | 40,047                                   | 3,820,467                                       | 364,480   | 5,140,254    |
| Jeffrey P. Castelli<br>Chief Development Officer                  | 697,472 <sup>(6)</sup>     | 209,241                   | 32,520                                   | 4,202,154                                       | 411,272   | 5,552,659    |

- (1) Bonus component paid in lump sum.
- (2) Other than with respect to Mr. Campbell, benefits to be continued consist of premiums paid by the Company for 18 months.

- (3) Value of the equity that would accelerate upon such event is calculated using the closing stock price of \$14.19 on December 29, 2023. In the case of stock options, the amount shown reflects the option "spread" (i.e., the difference between the option exercise price and the fair market value of our common stock) as of December 31, 2023 of stock options that would become non-forfeitable in this case.
- (4) Base salary paid in installments over a 24-month period following such termination of employment.
- (5) Benefits to be continued consist of premiums paid by the Company for 24 months.
- (6) Base salary paid in installments over an 18-month period following such termination of employment.

## Potential Payments upon Termination Due to Death or Disability

The following sets forth quantitative estimates of the benefits that would have accrued to each of our named executive officers if his or her employment had been terminated due to death or disability on December 31, 2023.

| Name and Principal Position                                       | Benefit Continuation (\$) <sup>(1)</sup> | Value of RSU & PRSU Vesting (\$) <sup>(2)</sup> | Value of Stock Option Vesting (\$) <sup>(2)</sup> | Total (\$)  |
|---|--|---|---|-------------|
| Bradley L. Campbell<br>President and Chief Executive Officer      | \$34,025 <sup>(3)</sup>                  | \$7,252,799                                     | \$1,301,753                                       | \$8,588,577 |
| Simon Harford<br>Chief Financial Officer                          | 34,023                                   | 962,564   | 173,121   | 1,169,708   |
| Ellen S. Rosenberg<br>Chief Legal Officer and Corporate Secretary | 26,698                                   | 3,156,399                                       | 377,220   | 3,560,317   |
| David M. Clark<br>Chief People Officer                            | 26,698                                   | 2,519,590                                       | 295,212   | 2,841,499   |
| Jeffrey P. Castelli<br>Chief Development Officer                  | 21,680                                   | 2,746,629                                       | 329,704   | 3,098,013   |

- (1) Benefits to be continued consist of benefit continuation and HSA premiums paid by the Company for 12 months, except for Mr. Campbell, following such termination.
- (2) Value of the equity that would accelerate upon such event is calculated using the closing stock price of \$14.19 on December 29, 2023. In the case of stock options, the amount shown reflects the option "spread" (i.e., the difference between the option exercise price and the fair market value of our common stock) as of December 31, 2023 of stock options that would become non-forfeitable in this case.
- (3) Benefits to be continued consist of benefit continuation and HSA premiums paid by the Company for 18 months following such termination.

## Potential Payments Due to Retirement

The following sets forth quantitative estimates of the benefits that would have accrued to Ms. Rosenberg on December 31, 2023 if she had elected to retire. Ms. Quimi and Ms. Rosenberg were the only named executive officers to qualify for the retirement benefit as of December 31, 2023. As Ms. Quimi retired between December 31, 2023 and the filing of this proxy statement, the amounts she received as a result of such retirement are described above under "Retirement of Ms. Quimi".

| Name and Principal Position                                       | Value of RSU & PRSU Vesting (\$) <sup>(1)</sup> | Value of Stock Option Vesting (\$) <sup>(1)</sup> | Total (\$)  |
|---|---|---|-------------|
| Ellen Rosenberg<br>Chief Legal Officer and<br>Corporate Secretary | \$3,156,399                                     | \$377,220   | \$3,533,619 |

- (1) Value of the equity that would accelerate upon such event is calculated using the closing stock price of \$14.19 on December 29, 2023. In the case of stock options, the amount shown reflects the option "spread" (i.e., the difference between the option exercise price and the fair market value of our common stock) as of December 31, 2023 of stock options that would become non-forfeitable in this case.

## CEO Pay Ratio

Under Section 953(b) of the Dodd-Frank Wall Street Reform and Consumer Protection Act and Item 402(u) of Regulation S-K, we are required to provide the following disclosure regarding the ratio of the annual total compensation of our Chief Executive Officer to the annual total compensation of our median employee (the “Pay Ratio”).

In 2022 we identified our median employee by determining the 2022 total annualized target cash compensation for all of our global employees (excluding Mr. Campbell who was serving as the Chief Executive Officer at the time of the identification), whether employed on a fulltime, part-time, or seasonal basis, who were employed by us on October 1, 2022 as our consistently applied compensation measure. Total annualized target cash compensation for these purposes consists of annualized base salary and annual target bonus. The median employee identified following this method did not receive an equity award during the relevant period, whereas most of our employees do. Accordingly, as permitted by SEC rules, the Company elected to select the next employee on the list as its median employee as we believe their total compensation to be more representative of our workforce. Per SEC rules permitting use of the same median employee for up to three consecutive years if there has been no change in a company’s employee population or employee compensation arrangements that the company reasonably believes would result in a significant change in its pay ratio disclosure, we have elected to utilize the same median employee for purposes of the CEO Pay Ratio calculation.

For the year ended December 31, 2023, (i) the annual total compensation of our Chief Executive Officer calculated according to this method was \$8,202,366; (ii) the annual total compensation of our median employee (as calculated in the same manner that we determine the total compensation of our Chief Executive Officer for purposes of the Summary Compensation Table) was \$257,201; and (iii) based on this information, we reasonably estimate our Pay Ratio to be 32:1. Because the SEC rules for identifying the median employee and calculating the Pay Ratio allow companies to use different methodologies, to apply certain exemptions, and to make reasonable estimates and assumptions, the Pay Ratio calculation presented above is a reasonable estimate and may not be comparable to the pay ratio reported by other companies.

## Pay Versus Performance

This disclosure has been prepared in accordance with the SEC’s pay versus performance rules in Item 402(v) of Regulation S-K under the 1934 Act (“Item 402(v)”) and does not necessarily reflect value actually realized by the Named Executive Officers or how the Compensation and Leadership Development Committee evaluates compensation decisions in light of Company or individual performance. For discussion of how the Compensation and Leadership Development Committee seeks to align pay with performance when making compensation decisions, please review the Compensation Discussion and Analysis beginning on page 25.

The following tables and related disclosures provide information about (i) the total compensation (“SCT Total”) of our principal executive officer (“PEO”) and our non-PEO named executive officers (collectively, the “Other NEOs”) as presented in the Summary Compensation Table on page 42, (ii) the “compensation actually paid” (“CAP”) to our PEO and our Other NEOs, as calculated pursuant to Item 402(v), (iii) certain financial performance measures, and (iv) the relationship of the CAP to those financial performance measures.

| Year<br>(a) | Summary Compensation Table Total for PEO: John F. Crowley<br>(\$)<br>(b) | Summary Compensation Table Total for PEO: Bradley L. Campbell<br>(\$)<br>(b) | Compensation Actually Paid to PEO: John F. Crowley<br>(\$)<br>(c) | Compensation Actually Paid to PEO: Bradley L. Campbell<br>(\$)<br>(c) | Average Summary Compensation Table Total for non-PEO Named Executive Officers<br>(\$)<br>(d) | Average Compensation Actually Paid to non-PEO Named Executive Officers<br>(\$)<br>(e) | Value of Initial Fixed \$100 Investment on Dec. 31, 2019 Based on |  |                                       |  |
|-------------|--|--|---|---|--|---|---|--|---------------------------------------|--|
|             |  |  |   |   |  |   | Total Shareholder Return<br>(f)                                   | Peer Group Total Shareholder Return<br>(g) | Net Income (\$)<br>(thousands)<br>(h) | Net Product Sales (\$)<br>(thousands)<br>(i) |
| 2023        | \$ —   | \$8,202,366  | \$ —  | \$10,611,184  | \$3,543,754  | \$ 4,339,706  | \$146   | \$118                                      | \$(151,584)                           | \$399,356                                    |
| 2022        | 10,001,131   | 8,997,866  | 10,806,940  | 9,556,649   | 3,270,640  | 3,208,762   | 122   | 110  | (236,568)                             | 329,233                                      |
| 2021        | 9,990,032  | —  | (13,481,915)  | —   | 3,307,641  | (3,681,239)   | 119   | 125  | (250,460)                             | 305,514                                      |
| 2020        | 11,315,124   | —  | 37,594,876  | —   | 3,232,985  | 8,997,906   | 237   | 126  | (276,852)                             | 260,886                                      |

*Names of PEO and Other NEOs (Column (b); Column (c); Column (d); Column (e))*

**2023:** PEO: Bradley L. Campbell; Other NEOs: Simon Harford, Daphne Quimi, Ellen S. Rosenberg, David M. Clark, and Jeffrey P. Castelli.

**2022:** PEOs: John F. Crowley served as our PEO through August 1, 2022 and Bradley L. Campbell became our PEO effective August 1, 2022; Other NEOs: Daphne Quimi, Ellen S. Rosenberg, David M. Clark, and Jeffrey P. Castelli.

**2021:** PEO: John F. Crowley; Other NEOs: Bradley L. Campbell, Daphne Quimi, Ellen S. Rosenberg, David M. Clark, and Hung Do.

**2020:** PEO: John F. Crowley; Other NEOs: Bradley L. Campbell, Daphne Quimi, Ellen S. Rosenberg, Hung Do, and Jay Barth.

*Adjustments to Calculate Compensation Actually Paid to PEO (Column (c)) and Average Compensation Actually Paid to Other NEOs (Column (e))*

The table below describes the adjustments, each of which is required by SEC rules, to calculate CAP Amounts from the SCT Total of our PEO(s) (Columns (b) and (c)) and our Other NEOs (Column (d)). The SCT Total and CAP Amounts do not reflect the actual amount of compensation earned by or paid to our executives during the applicable years, but rather are amounts determined in accordance with Item 402(v).

| Adjustments  | 2023         |              | 2022                 |                          |              | 2021         |              | 2020         |              |
|--|--------------|--------------|----------------------|--------------------------|--------------|--------------|--------------|--------------|--------------|
|  | PEO          | Other NEOs*  | PEO: John F. Crowley | PEO: Bradley L. Campbell | Other NEOs*  | PEO          | Other NEOs*  | PEO          | Other NEOs*  |
| <b>SCT Totals</b>  | \$ 8,202,366 | \$ 3,543,754 | \$10,001,131         | \$ 8,997,866             | \$ 3,270,640 | \$ 9,990,032 | \$ 3,307,641 | \$11,315,124 | \$ 3,232,985 |
| <i>Adjustments for stock awards and option awards</i>  |              |              |                      |                          |              |              |              |              |              |
| (Deduct): Aggregate value for stock awards and option awards included in SCT Total for the covered fiscal year | (6,758,183)  | (2,780,664)  | (8,122,327)          | (8,013,779)              | (2,540,515)  | (7,927,324)  | (2,536,712)  | (7,972,462)  | (2,444,876)  |

| Adjustments   | 2023                |                    | 2022                 |                          |                    | 2021                  |                      | 2020                |                    |
|---|---------------------|--------------------|----------------------|--------------------------|--------------------|-----------------------|----------------------|---------------------|--------------------|
|   | PEO                 | Other NEOs*        | PEO: John F. Crowley | PEO: Bradley L. Campbell | Other NEOs*        | PEO                   | Other NEOs*          | PEO                 | Other NEOs*        |
| Add: Fair value at year end of awards granted during the covered fiscal year that were outstanding and unvested at the covered fiscal year end  | 8,000,556           | 3,272,070          | 9,660,582            | 8,908,774                | 2,670,154          | 3,494,888             | 1,127,092            | 20,957,289          | 5,365,039          |
| Add (Deduct): Year-over-year change in fair value at covered fiscal year end of awards granted in any prior fiscal year that were outstanding and unvested at the covered fiscal year end                               | 1,365,682           | 365,337            | 391,911              | 188,427                  | 107,386            | (11,768,843)          | (3,516,814)          | 11,187,359          | 2,592,973          |
| Add: Vesting date fair value of awards granted and vested during the covered fiscal year  | —                   | —                  | —                    | —                        | —                  | —                     | —                    | —                   | 12,278             |
| (Deduct) Add: Change as of the vesting date (from the end of the prior fiscal year) in fair value of awards granted in any prior fiscal year for which vesting conditions were satisfied during the covered fiscal year | (58,529)            | (994)              | 357,923              | 167,091                  | 86,488             | (5,922,905)           | (1,712,039)          | 2,367,147           | 502,296            |
| (Deduct): Fair value at end of prior fiscal year of awards granted in any prior fiscal year that failed to meet the applicable vesting conditions during the covered fiscal year  | (140,708)           | (59,797)           | (1,482,280)          | (691,730)                | (385,391)          | (1,347,763)           | (350,407)            | (259,581)           | (262,789)          |
| <b>CAP Amounts (as calculated)</b>  | <b>\$10,611,184</b> | <b>\$4,339,706</b> | <b>\$10,806,940</b>  | <b>\$9,556,649</b>       | <b>\$3,208,762</b> | <b>\$(13,481,915)</b> | <b>\$(3,681,239)</b> | <b>\$37,594,876</b> | <b>\$8,997,906</b> |

\* Amounts presented are averages for the entire group of Other NEOs in each respective year

#### *Total Shareholder Return (Column (f); Column (g))*

The share prices illustrate the cumulative total shareholder return (“TSR”) each year of Amicus common stock and of the Nasdaq Biotechnology Index (the “Peer Group”) since December 31, 2019, of a \$100 investment. All values assume reinvestment of the full amount of all dividends, however no dividends have been declared on our common stock to date. The Peer Group used in this disclosure is the same Peer Group used in Part II, Item 5 of our Form 10-K.

*Net Income (Column (h))*

Reported in the Company’s Consolidated Statements of Operations included in our Form 10-K as “Net Loss,” which is how we’ve referred to this performance measure in the graphs that follow.

*Net Product Sales (Column (i))*

Net product sales as reported in the Company’s Consolidated Statements of Operations included in our Form 10-K. Net product sales was determined to be the most important financial performance measure linking CAP to Company performance for 2023 and therefore was selected as the 2023 “Company-Selected Measure” as defined in Item 402(v).

**Financial Performance Measures**

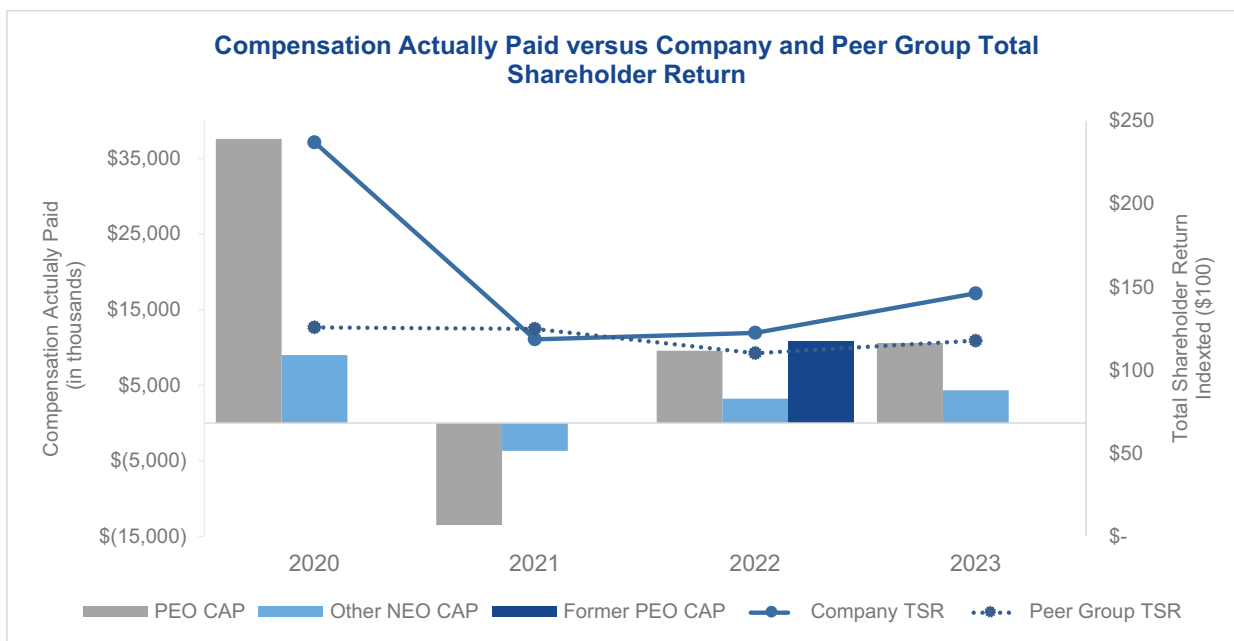
The following table lists the financial performance measures that, in the Company’s assessment, represent the most important performance measures used to link CAP for our Named Executive Officers to Company performance for 2023.

|  |
|--|
| Net Product Sales (Company-Selected Measure) |
| Relative Total Shareholder Return (TSR)      |
| Non-GAAP Profitability                       |

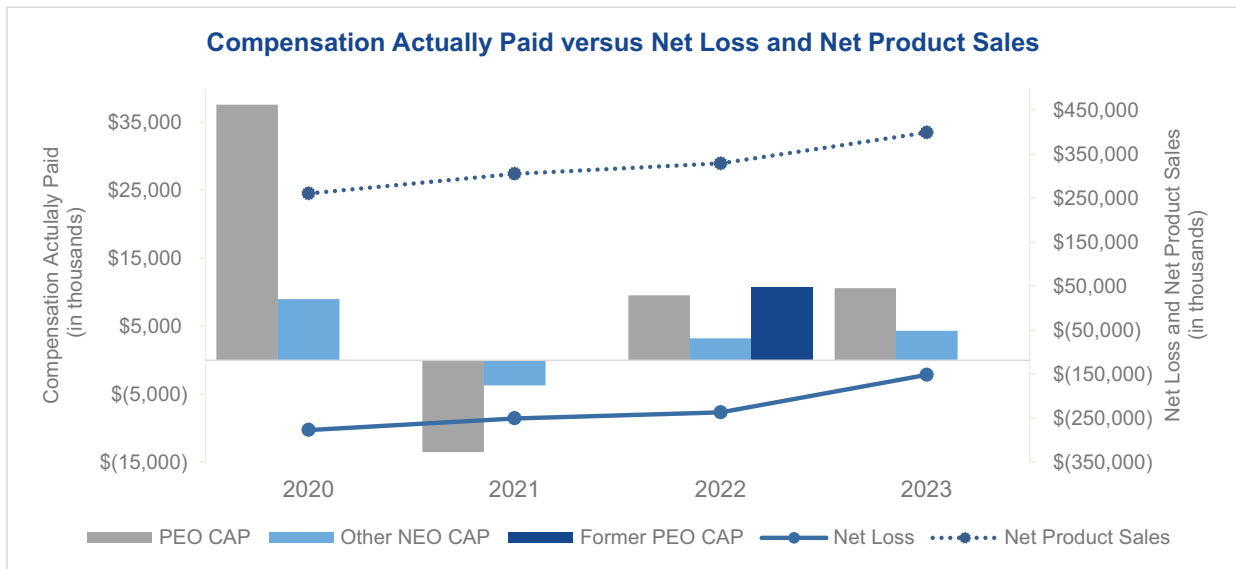
**Relationship Between Compensation Actually Paid and Performance**

The graphs below show the relationship of “compensation actually paid” to our PEO and Other NEOs to (i) the Company’s net product sales growth and net loss and (ii) TSR of both the Company and the Nasdaq Biotechnology Index.

CAP, as calculated in accordance with Item 402(v), reflects, among others, adjustments to the fair value of equity awards during the years presented. In light of the significant weighting of long-term stock-based incentives in our pay mix (which approximates a range of 79%-89% for our PEOs and 74%-79% for our Other NEOs, of total compensation) due to the intended alignment between our executives and stockholders, CAP values are significantly influenced by the value of our stock price as well as the projected and actual achievement of performance goals. CAP in 2021 reflects a significant decrease in the value of prior year awards and awards granted in 2021 compared to their grant date. Conversely, CAP in both 2022 and 2023 reflects increases in the value of prior year awards as well as current year awards compared to their grant date, offset by prior year performance-based awards that failed to meet applicable vesting conditions.







## Director Compensation

Pursuant to our Director Compensation Policy, each non-employee member of our Board received the following cash compensation for Board services during 2023, as applicable:

- \$47,500 per year for service as a Board member prior to July 1, 2023 and \$50,000 per year for service as a Board member, effective as of July 1, 2023;
- \$30,000 per year for service as Lead Independent Director;
- \$30,000 per year for service as chairperson of the Audit and Compliance Committee (inclusive of committee membership fees described below);
- \$20,000 per year for service as chairperson of the Compensation and Leadership Development Committee (inclusive of committee membership fees described below);
- \$12,500 per year for service as chairperson of the Nominating and Corporate Governance Committee (inclusive of committee membership fees described below);
- \$16,000 per year for service as chairperson of the Science and Technology Committee (inclusive of committee membership fees described below);
- \$10,000 per year for service as a member of the Audit and Compliance Committee;
- \$7,500 per year for service as a member of the Compensation and Leadership Development Committee prior to July 1, 2023 and \$10,000 per year for service as a member of the Compensation and Leadership Development Committee, effective as of July 1, 2023; and
- \$7,500 per year for service as a member of the Nominating and Corporate Governance Committee or the Science and Technology Committee.

In 2023 each director received an annual grant of non-qualified options and RSUs worth \$325,000, with 2/3 of the value assigned to the non-qualified stock options, and 1/3 of the value assigned to RSUs. In determining the value of these grants, the Black-Scholes option pricing model is used to estimate the grant date fair value of stock options, whereas the value of RSUs is the fair market value of the shares of Common Stock underlying such RSUs on the date of grant. The grant date is the date of our Annual Meeting of Stockholders and each grant will vest in full on the first anniversary of the grant date. The exercise price of each option granted to a non-employee director will be equal to 100% of the fair market value of a share on the date of grant. Options will have a maximum term of 10 years measured from the grant date, subject to earlier termination in the event of the director's cessation of Board service.

Newly appointed independent Board members receive non-qualified options and RSUs valued at \$487,500, consisting of 50% RSUs and 50% Options. The exercise price of each option granted will be equal to 100% of the fair market value of a share on the date of the grant. Unlike the annual grant to our directors, but consistent with our grants to our named executive officers, these initial grant awards vest over a four-year period. The RSUs granted to each newly appointed director vest 25% per year on the anniversary of the grant date whereas the options will vest 25% on the first anniversary of the date of grant with the remainder vesting ratably each month thereafter over a three-year period. Vesting of these initial grant awards is

conditioned on the director's continued service through each vesting date. We expect to make additional initial grants of stock options and RSUs to any newly appointed independent Board members in the future.

### Director Compensation Table

The following table provides information regarding the compensation that each of our directors, with the exception of Mr. Campbell, our CEO, who appears in the named executive officer tables above, earned during the year ended December 31, 2023. Mr. Campbell does not receive any additional compensation in respect of his services as a director. Mr. Crowley is the only employee director listed below and his compensation for 2023 follows the terms of his employment agreement.

| Name                  | Fees Earned or Paid in Cash (\$) <sup>(1)</sup> | Stock Awards (\$) <sup>(2)</sup> | Option Awards (\$) <sup>(2)</sup> | All Other Compensation (\$) | Total (\$) |
|-----------------------|---|----------------------------------|-----------------------------------|-----------------------------|------------|
| Lynn D. Bleil         | 72,500  | 108,333                          | 216,667                           | —                           | 397,500    |
| Michael Kelly         | 66,250  | 108,333                          | 216,667                           | —                           | 391,250    |
| Margaret G. McGlynn   | 76,250  | 108,333                          | 216,667                           | —                           | 401,250    |
| Michael G. Raab       | 101,250   | 108,333                          | 216,667                           | —                           | 426,250    |
| Eiry W. Roberts, M.D. | 65,000  | 108,333                          | 216,667                           | —                           | 390,000    |
| Glenn P. Sblendorio   | 82,065  | 108,333                          | 216,667                           | —                           | 407,065    |
| Craig A. Wheeler      | 73,500  | 108,333                          | 216,667                           | —                           | 398,500    |
| Burke W. Whitman      | 66,250  | 108,333                          | 216,667                           | —                           | 391,250    |
| John F. Crowley       | —   | 2,782,649 <sup>(3)</sup>         | 2,782,550 <sup>(3)</sup>          | 1,243,919 <sup>(4)</sup>    | 6,809,118  |

- (1) Represents fees earned by non-employee directors pursuant to the Compensation and Leadership Development Committee's recommendation and Board approval.
- (2) Represents the aggregate grant date fair value computed in accordance with FASB ASC Topic 718, Compensation—Stock Compensation. Assumptions made in this valuation are discussed in Form 10-K, at Note 9 — Stock-based Compensation. Subject generally to continued service, annual non-employee director grants vest at the following year's Annual Meeting while the initial non-employee director grants vest over four years.
- (3) As per Mr. Crowley's employment agreement, subject generally to continued service, his 2023 grants vest on the one year anniversary of the grant date.
- (4) As an employee director, this amount is comprised of \$416,164 in salary (\$290,411 earned through July 31, 2023 at a base salary rate of \$500,000 and \$125,753 earned through the remainder of the year at a base salary rate of \$300,000), \$16,500 of 401(k) employer match, \$800,000 of Monthly Medical Payments pursuant to Mr. Crowley's employment agreement (see "Executive Chairman Arrangement" below), \$750 for health care savings account, \$6,005 in life insurance premiums and \$4,500 for executive health benefits received.

As of December 31, 2023, our directors, with the exception of Mr. Campbell who appears in the named executive officer tables, had the following number of stock options outstanding:

| Name                  | Aggregate Options Outstanding | Vested/ Unvested |
|-----------------------|-------------------------------|------------------|
| Lynn D. Bleil         | 164,660                       | 134,186/30,474   |
| Michael A. Kelly      | 126,230                       | 92,193/34,037    |
| Margaret G. McGlynn   | 230,203                       | 199,729/30,474   |
| Michael G. Raab       | 230,203                       | 199,729/30,474   |
| Eiry W. Roberts, M.D. | 116,522                       | 70,807/45,715    |
| Glenn P. Sblendorio   | 230,203                       | 199,729/30,474   |
| Craig A. Wheeler      | 205,203                       | 174,729/30,474   |
| Burke W. Whitman      | 156,546                       | 126,072/30,474   |
| John F. Crowley       | 2,752,665 <sup>(1)</sup>      | 845,012/700,961  |

- (1) Includes 1,206,692 options that Mr. Crowley transferred to a trust for the benefit of his children.

Directors are also eligible to defer board fees pursuant to the terms of the Cash Deferral Plan and restricted stock units pursuant to the terms of the Stock Deferral Plan, each plan described more fully above.

As of December 31, 2023, our directors, with the exception of Mr. Campbell who appears in the named executive officer tables, had the following number of restricted stock units outstanding:

| Name                  | Aggregate Restricted Stock Units Outstanding |
|-----------------------|--|
| Lynn D. Bleil         | 43,475 <sup>(1)</sup>                        |
| Michael A. Kelly      | 10,794                                       |
| Margaret G. McGlynn   | 43,475 <sup>(2)</sup>                        |
| Michael G. Raab       | 8,584  |
| Eiry W. Roberts, M.D. | 19,965                                       |
| Glenn P. Sblendorio   | 8,584  |
| Craig A. Wheeler      | 8,584  |
| Burke W. Whitman      | 8,584  |
| John F. Crowley       | 785,235 <sup>(3)</sup>                       |

- (1) The number of restricted stock units outstanding includes 6,250 RSUs that vested on June 4, 2020, 5,855 RSUs that vested on June 4, 2021, 10,115 RSUs that vested on June 10, 2022 and 12,671 RSUs that vested on June 9, 2023 but were otherwise deferred to June 4, 2025, a separation from service, June 4, 2025, and June 9, 2026, respectively.
- (2) The number of restricted stock units outstanding includes 6,250 RSUs that vested on June 4, 2020, 5,855 RSUs that vested on June 4, 2021, 10,115 RSUs that vested on June 10, 2022 and 12,671 RSUs that vested on June 9, 2023 but were otherwise deferred to June 4, 2024, June 4, 2025, June 10, 2026, and June 9, 2027, respectively.
- (3) The number of restricted stock units outstanding includes 58,369 RSUs that vested on January 2, 2020 and 192,504 RSUs that vested between January 2, 2021 and January 2, 2023, inclusive, but were otherwise deferred to February 1, 2024 and February 15, 2024, respectively.

## Executive Chairman Arrangement

Our Company is engaged in a highly competitive industry, developing medicines for unique and complicated genetic disorders. Mr. Crowley, our former CEO, served as our Executive Chairman from August 1, 2022 to March 4, 2024. Mr. Crowley historically had significant responsibility for leading our Board and, when CEO, our Company. Upon Mr. Crowley's transition to Executive Chairman, Mr. Crowley's primary responsibilities as an employee shifted from a policy making role to advising on the Company's business and corporate development endeavors, advising the Company's public policy and government affairs functions, and acting as a key ambassador and representative to the rare disease patient community. Mr. Crowley's compensation as Executive Chairman reflects these responsibilities and takes into account his unique circumstances.

While Mr. Crowley departed the Company in March of 2024 and is thus no longer subject to an employment agreement, during his tenure as Executive Chairman, Mr. Crowley was party to an employment agreement with us which entitled him to a base salary of \$500,000 from August 2022 through July 2023, and \$300,000 beyond that time. Mr. Crowley was not entitled to a bonus in 2023 or beyond. Under the employment agreement, Mr. Crowley was entitled to receive an equity award valued at \$5.5M (50% RSUs and 50% options) in January 2023 and \$4.2M (50% RSUs and 50% options) in January 2024, with each grant vesting on the one-year anniversary of the grant date (the "Executive Chair Awards"); he was not entitled to receive PRSU grants. Mr. Crowley was also entitled under his employment agreement to continue to receive monthly payments of \$66,667 that he had been receiving as CEO to help defray certain substantial out-of-pocket medical expenses arising as a result of a rare medical condition afflicting two members of Mr. Crowley's immediate family ("Monthly Medical Payments"). The agreement had an initial term of two years and an option for the Board to extend it for an additional year. Mr. Crowley had also met the definition of retirement eligibility under our equity plan by April of 2022.

The agreement provided that should Mr. Crowley's employment be terminated by the Company without cause at any time or should he resign for good reason within 12 months following a change in control, he would generally have the right to receive a lump sum payment representing base salary and Monthly Medical Payments for the remainder of the term, the value of Executive Chair Awards that had not yet been granted (which must be delivered in cash rather than equity after a change in control), accelerated vesting of equity awards (with PRSUs vesting at target or such greater amount as determined by the Board in its discretion), and continued health care coverage for him and his dependents at the Company's cost for 12 months, subject to his execution of a release. The agreement further provided that if Mr. Crowley's employment ceases due to death or inability to work, he would be entitled to 12 months' continuation of the Monthly Medical Payments and continued health care coverage at the Company's cost. In addition, the agreement provided that, upon the expiration or termination of the agreement for any reason other than Mr. Crowley's voluntary resignation without good reason, all of Mr. Crowley's outstanding equity awards would vest. It also stated that if the Board determined not to extend Mr. Crowley's contract beyond the initial two year term, him and his dependents would be entitled to 12 months' continued health care coverage at the Company's cost.

Under the employment agreement, Mr. Crowley is bound by non-disclosure, inventions transfer, non-solicitation and non-competition covenants that prohibit him from competing with the Company during the term of his employment and for twelve months after termination of employment.

On December 5, 2023 Amicus announced that Mr. Crowley would conclude his service from employment and his service on the Board, and Mr. Raab would transition from Lead Independent Director to Chairman of the Board, effective March 4, 2024. In connection with his cessation of service, Mr. Crowley entered into a separation agreement and general release with us. He received accelerated vesting of his outstanding options and RSUs and his 2022 PRSU grant remained eligible to vest in full, based on actual attainment of performance goals through 2024. Mr. Crowley was ineligible to receive PRSUs in 2023 or 2024. Additionally, the agreement provided that Mr. Crowley would remain on our benefit plans until July 31, 2025 (12 months beyond the expiration of the original two-year term of his employment agreement) at the Company's cost. Premiums paid by us during this period will be taxed as imputed income to Mr. Crowley. Pursuant to the agreement, Mr. Crowley will not be entitled to receive continued Monthly Medical Payments or any additional cash compensation (beyond accrued and unused vacation time) following his separation date.

## SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT

The following table sets forth certain information with respect to the beneficial ownership of our Common Stock as of April 12, 2024 for (a) the executive officers named in the Summary Compensation Table contained in this Proxy Statement, (b) each of our directors and director nominees, (c) all of our current directors and executive officers as a group and (d) each stockholder known by us to own beneficially more than 5% of our Common Stock. Beneficial ownership is determined in accordance with the rules of the SEC and includes voting or investment power with respect to the securities.

We deem shares of Common Stock that may be acquired by an individual or group within 60 days of April 12, 2024 pursuant to the exercise of options or warrants to be outstanding for the purpose of computing the percentage ownership of such individual or group, but are not deemed to be outstanding for the purpose of computing the percentage ownership of any other person shown in the table. Except as indicated in footnotes to this table, we believe that the stockholders named in this table have sole voting and investment power with respect to all shares of Common Stock shown to be beneficially owned by them based on information provided to us by these stockholders. Percentage of ownership is based on 296,176,419 shares of Common Stock outstanding on April 12, 2024.

Unless otherwise indicated below, the address of each of the individuals named below is: c/o Amicus Therapeutics, Inc., 47 Hulfish Street, Princeton, New Jersey 08542.

| Name and Address of Beneficial Owner  | Number of Shares Beneficially Owned | Percentage Of Shares Beneficially Owned |
|---|-------------------------------------|---|
| 5% Stockholders   |                                     |   |
| Entities affiliated with The Vanguard Group <sup>(1)</sup><br>100 Vanguard Blvd.<br>Malvern, PA 19355                               | 28,492,486                          | 9.6%                                    |
| Entities affiliated with Perceptive Advisors LLC <sup>(2)</sup><br>51 Astor Place, 10th Floor<br>New York, NY 10003                 | 28,057,456                          | 9.5%                                    |
| Entities affiliated with Avoro Capital Advisors LLC <sup>(3)</sup><br>110 Greene Street, Suite 800<br>New York, NY 10012            | 27,400,000                          | 9.3%                                    |
| Entities affiliated with BlackRock, Inc. <sup>(4)</sup><br>55 East 52nd Street<br>New York, NY 10055                                | 22,985,442                          | 7.8%                                    |
| Entities affiliated with Redmile Group, LLC <sup>(5)</sup><br>One Letterman Drive, Bldg. D, Suite D3-300<br>San Francisco, CA 94129 | 21,957,926                          | 7.4%                                    |
| Entities affiliated JPMorgan Chase & Co <sup>(6)</sup><br>383 Madison Avenue<br>New York, New York 10179                            | 17,502,680                          | 5.9%                                    |
| Entities affiliated with Wellington Management Group LLP <sup>(7)</sup><br>280 Congress Street<br>Boston, Massachusetts 02210       | 15,190,024                          | 5.1%                                    |

| Named Executive Officers and Directors                       | Number of Shares Beneficially Owned | Percentage Of Shares Beneficially Owned |
|--|-------------------------------------|---|
| Bradley L. Campbell <sup>(8)</sup>                           | 1,740,252                           | *                                       |
| Simon Harford <sup>(9)</sup>                                 | —                                   | *                                       |
| Daphne Quimi <sup>(10)</sup>                                 | 888,955                             | *                                       |
| Ellen S. Rosenberg <sup>(11)</sup>                           | 703,151                             | *                                       |
| David M. Clark <sup>(12)</sup>                               | 532,009                             | *                                       |
| Jeffrey P. Castelli <sup>(13)</sup>                          | 718,649                             | *                                       |
| Glenn P. Sblendorio <sup>(14)</sup>                          | 325,506                             | *                                       |
| Michael G. Raab <sup>(15)</sup>                              | 298,799                             | *                                       |
| Margaret G. McGlynn <sup>(16)</sup>                          | 240,348                             | *                                       |
| Craig A. Wheeler <sup>(17)</sup>                             | 257,573                             | *                                       |
| Lynn D. Bleil <sup>(18)</sup>                                | 202,865                             | *                                       |
| Burke W. Whitman <sup>(19)</sup>                             | 242,883                             | *                                       |
| Michael A. Kelly <sup>(20)</sup>                             | 162,170                             | *                                       |
| Eiry W. Roberts, M.D. <sup>(21)</sup>                        | 144,679                             | *                                       |
| All directors and executive officers as a group (14 persons) | 6,457,839                           | 2.2%                                    |

\* Represents beneficial ownership of less than one percent of our outstanding Common Stock.

- (1) This information is provided solely in reliance upon information included in a Schedule 13G/A filed with the SEC on February 13, 2024 by The Vanguard Group ("Vanguard"). As of December 29, 2023, Vanguard reported shared voting power of 505,369 shares of common stock, sole dispositive power of 27,719,528 shares of common stock and shared dispositive power of 772,958 shares of common stock.

- (2) This information is provided solely in reliance upon information included in a Schedule 13G/A filed with the SEC on February 14, 2024 by Perceptive Advisors LLC ("Perceptive"). As of December 31, 2023 Perceptive reported shared voting and dispositive power of 28,057,456 shares of common stock.
- (3) This information is provided solely in reliance upon information included in a Schedule 13G/A filed with the SEC on February 14, 2024 by Avoro Capital Advisors LLC ("Avoro"). As of December 29, 2023, Avoro reported sole voting and dispositive power of 27,400,000 shares of common stock.
- (4) This information is provided solely in reliance upon information included in a Schedule 13G/A filed with the SEC on January 26, 2024 by BlackRock, Inc. ("BlackRock"). As of December 31, 2023, BlackRock reported sole voting power of 22,594,845 shares of common stock and sole dispositive power of 22,985,442 shares of common stock.
- (5) This information is provided solely in reliance upon information included in a Schedule 13G/A filed with the SEC on February 14, 2024 by Redmile Group, LLC ("Redmile"). As of December 31, 2023, Redmile reported shared voting and dispositive power of 21,957,926 shares of common stock. Redmile's reported beneficial ownership is comprised of 14,828,321 shares of common stock and 7,129,605 shares of common stock issuable upon the exercise of certain warrants; such warrants contain a "beneficial ownership blocker" whereby their exercise is prohibited if the holder's beneficial ownership would exceed 9.99% of the total common stock of the Company outstanding.
- (6) This information is provided solely in reliance upon information included in a Schedule 13G filed with the SEC on February 8, 2024 by JPMorgan Chase & Co ("JPMorgan"). As of December 29, 2023, JPMorgan reported sole voting power of 15,895,043 shares of common stock, sole dispositive power of 17,481,616 shares of common stock and shared dispositive power of 1,164 shares of common stock.
- (7) This information is provided solely in reliance upon information included in a Schedule 13G filed with the SEC on February 8, 2024 by Wellington Management Group LLP ("Wellington"). As of December 29, 2023, Wellington reported shared voting power of 13,984,290 shares of common stock and shared dispositive power of 15,190,024 shares of common stock.
- (8) Consists of 1,268,700 shares issuable upon the exercise of stock options exercisable within 60 days of April 12, 2024 and 471,552 shares held of record. Excludes shares issuable upon the exercise of stock options that are first exercisable after June 11, 2024 and both unvested and deferred restricted stock units as of June 12, 2024.
- (9) Mr. Harford joined the Company on August 17, 2023 and currently holds no shares of record. Excludes shares issuable upon the exercise of stock options that are first exercisable after June 11, 2024 and both unvested and deferred restricted stock units as of June 12, 2024.
- (10) Consists of 609,446 shares issuable upon the exercise of stock options exercisable within 60 days of April 12, 2024 and 279,509 shares held of record. Excludes shares issuable upon the exercise of stock options that are first exercisable after June 11, 2024 and both unvested and deferred restricted stock units as of June 12, 2024.
- (11) Consists of 512,030 shares issuable upon the exercise of stock options exercisable within 60 days of April 12, 2024, 176,121 shares held directly by Ms. Rosenberg and 15,000 shares held by her spouse. Excludes shares issuable upon the exercise of stock options that are first exercisable after June 11, 2024 and both unvested and deferred restricted stock units as of June 12, 2024.
- (12) Consists of 393,779 shares issuable upon the exercise of stock options exercisable within 60 days of April 12, 2024 and 138,230 shares held of record. Excludes shares issuable upon the exercise of stock options that are first exercisable after June 11, 2024 and both unvested and deferred restricted stock units as of June 12, 2024.
- (13) Consists of 479,425 shares issuable upon the exercise of stock options exercisable within 60 days of April 12, 2024 and 239,224 shares held of record. Excludes shares issuable upon the exercise of stock options that are first exercisable after June 11, 2024 and both unvested and deferred restricted stock units as of June 12, 2024.
- (14) Consists of 215,203 shares issuable upon the exercise of stock options exercisable within 60 days of April 12, 2024, 8,584 restricted stock units scheduled to vest within 60 days of April 12, 2024 and 101,719 shares held of record. Excludes shares issuable upon the exercise of stock options that are first exercisable after June 11, 2024 and both unvested and deferred restricted stock units as of June 12, 2024.
- (15) Consists of 215,203 shares issuable upon the exercise of stock options exercisable within 60 days of April 12, 2024, 8,584 restricted stock units scheduled to vest within 60 days of April 12, 2024 and 75,012 shares held of record. Excludes shares issuable upon the exercise of stock options that are first exercisable after June 11, 2024 and both unvested and deferred restricted stock units as of June 12, 2024.
- (16) Consists of 215,203 shares issuable upon the exercise of stock options exercisable within 60 days of April 12, 2024, 6,250 restricted stock units that have previously vested but their delivery deferred to within 60 days of April 12, 2024 and 18,895 shares held of record. Excludes shares issuable upon the exercise of stock options that are first exercisable after June 11, 2024 and both unvested and deferred restricted stock units as of June 12, 2024.
- (17) Consists of 205,203 shares issuable upon the exercise of stock options exercisable within 60 days of April 12, 2024, 8,584 restricted stock units scheduled to vest within 60 days of April 12, 2024 and 43,786 shares held of record. Excludes shares issuable upon the exercise of stock options that are first exercisable after June 11, 2024 and both unvested and deferred restricted stock units as of June 12, 2024.
- (18) Consists of 164,660 shares issuable upon the exercise of stock options exercisable within 60 days of April 12, 2024 and 38,205 shares held of record. Excludes shares issuable upon the exercise of stock options that are first exercisable after June 11, 2024 and both unvested and deferred restricted stock units as of June 12, 2024.
- (19) Consists of 156,546 shares issuable upon the exercise of stock options exercisable within 60 days of April 12, 2024, 8,584 restricted stock units scheduled to vest within 60 days of April 12, 2024 and 77,753 shares held of record. Excludes shares issuable upon the exercise of stock options that are first exercisable after June 11, 2024 and both unvested and deferred restricted stock units as of June 12, 2024.
- (20) Consists of 124,443 shares issuable upon the exercise of stock options exercisable within 60 days of April 12, 2024, 8,584 restricted stock units scheduled to vest within 60 days of April 12, 2024 and 29,143 shares held of record. Excludes shares issuable upon the exercise of stock options that are first exercisable after June 11, 2024 and both unvested and deferred restricted stock units as of June 12, 2024.
- (21) Consists of 106,357 shares issuable upon the exercise of stock options exercisable within 60 days of April 12, 2024, 14,273 restricted stock units scheduled to vest within 60 days of April 12, 2023 and 24,049 shares held of record. Excludes shares issuable upon the exercise of stock options that are first exercisable after June 11, 2024 and both unvested and deferred restricted stock units as of June 12, 2024.



## **POLICIES AND PROCEDURES FOR RELATED PARTY TRANSACTIONS**

Our Board maintains a formal written policy for the review of any transaction, arrangement or relationship in which Amicus is a participant and one of our executive officers, directors, director nominees, 5% stockholders (or their immediate family members), each of whom we refer to as a “related party,” has a direct or indirect interest. If a related party proposes to enter into such a transaction, arrangement, or relationship, which we refer to as a “related party transaction,” the related party must report the proposed transaction to our Chief Financial Officer. The proposed related party transaction must be reviewed and, if deemed appropriate, approved by the Board’s Audit and Compliance Committee prior to entry into such transaction, or ratified as soon as reasonably practicable after discovery that approval is required.

The Audit and Compliance Committee may approve or ratify the transaction only if the Audit and Compliance Committee determines that, under all of the circumstances, the transaction is not inconsistent with the Company’s best interests and does not violate its Code of Business Conduct and Ethics. Any related party transactions that are ongoing in nature will be reviewed annually. The Audit and Compliance Committee will review and consider such information regarding the related party transaction as it deems appropriate. In the last fiscal year, the Company did not enter into any transactions disclosable pursuant to Item 404(a) of Regulation S-K except that in fiscal year 2023 the Company approved the payment of \$200,645 in membership dues to the Biotechnology Innovation Organization (“BIO”), a biotech trade association, following the announcement that Mr. Crowley would become the President and CEO of BIO. The Company has paid a similar amount of membership dues to BIO in the past and expects to continue paying its annual dues in the future to retain its membership in BIO.

## PROPOSAL NO. 2—APPROVE THE AMENDED AND RESTATED 2007 EQUITY INCENTIVE PLAN

### Overview

In this proposal, we are requesting stockholders approve the amendment and restatement of the Amicus Amended and Restated 2007 Equity Incentive Plan (as amended, the “2007 Plan”) to increase the number of shares of Common Stock available for issuance under the 2007 Plan by 7,000,000 shares. The Board approved the amendment and restatement of the 2007 Plan on April 16, 2024 subject to and effective upon stockholder approval. The 2007 Plan, as amended and restated if this proposal is approved, is described in more detail below. If this proposal is not approved by our stockholders, the amendment and restatement of the 2007 Plan will not become effective, but the 2007 Plan will remain in effect in accordance with its present terms.

### Recommendation:

**The Board of Directors recommends the vote “FOR” the approval of the Amended and Restated 2007 Equity Incentive Plan.**

We are asking our stockholders to approve the 2007 Plan. The Compensation and Leadership Development Committee approved the 2007 Plan, subject to approval of the Board and the stockholders, and the Board approved the 2007 Plan, subject to approval of the stockholders.

The 2007 Plan is substantially similar to the existing version of the Amended and Restated 2007 Equity Incentive Plan (the “Existing Plan”) last approved by stockholders at the 2023 annual meeting. The only change on which our stockholders will be voting on is an increase of 7,000,000 shares of Common Stock available for issuance as equity incentive awards, including for the issuance of full-value equity awards.

### *Background and Reason for the Proposal*

Equity compensation has historically been a key element of our compensation program. The ability to grant stock options and restricted stock units has enabled us to attract and retain highly talented employees. Additionally, equity awards have also allowed us to link incentive rewards to Company performance, to encourage employee ownership in our stock and to align the interests of employees with those of our stockholders. Equity based compensation is a common form of compensation in our industry. Without the ability to grant stock options and restricted stock units, we would be at a disadvantage against our competitors for recruiting and retaining key talent. We expect that we will be required to grow our employee population over the coming years to meet the requirements of a global commercial enterprise. If we did not expand the pool of shares available, we would also be unable to offer competitive total compensation packages necessary to attract, retain and motivate individuals critical to our future success.

The purpose of the 2007 Plan is to encourage ownership of our Common Stock by employees and directors of the Company and to provide additional incentive for them to promote the success of the Company’s business through the grant of awards of, or relating to, shares of the Company’s Common Stock. As of March 31, 2024, there were 7,172,236 shares remaining for issuance under the Existing Plan. We are seeking this approval in order to make an additional 7,000,000 shares of our Common Stock available for issuance as Awards under the 2007 Plan.

The Board believes that the 2007 Plan will serve a critical role in attracting and retaining officers and employees and in motivating these individuals to strive to meet our goals and that, without the additional shares which may be offered under the 2007 Plan, we would be at a competitive disadvantage to our peers. The Board further believes that the increased number of shares that would be available for issuance under the 2007 Plan would provide the Compensation and Leadership Development Committee with the flexibility to make the types and amounts of awards it believes are necessary to attract and retain qualified individuals. As our employee base continues to grow, the Board believes that it is in the best interests of the Company and its stockholders to make reasonable increases to the number of shares available for issuance under the 2007 Plan, based on year-over-year forecasts, to ensure that the Company can keep pace with such growth and continue attracting the best possible talent as the Company completes its transition into a fully integrated, global commercial company. If the stockholders approve this proposal, we intend to register the additional shares that will become available for issuance under the 2007 Plan as required under the Form S-8 rules when it is administratively practicable to do so following our annual meeting.

## ***Considerations Relating to the Additional Shares Under the 2007 Plan***

In recommending the 2007 Plan to the Board for approval, the Compensation and Leadership Development Committee reviewed analyses prepared by Pay Governance, the committee's independent compensation consultant. Considerations taken into account by the Compensation and Leadership Development Committee included the following:

- ***Competitiveness***

The market for high caliber, experienced talent in our industry and in our geographic location is extremely competitive. We compete not only with other similar sized and larger biotechnology companies, but we also compete for talent directly with much larger pharmaceutical companies that have significantly greater resources and generous compensation practices. Our ability to grant equity awards is critical to our ability to be competitive and to attract, retain and motivate the talent we need to best position our Company for success.

- ***Limited duration of current shares available***

If we do not increase the shares available for issuance under the Existing Plan, we expect the number of available shares under the Existing Plan to be substantially depleted by January 2025 and that we would then be unable to continue to grant broad-based equity awards. If our stockholders approve the amendment and restatement, we estimate that the shares reserved for issuance under the 2007 Plan, as amended and restated, would be sufficient for up to 12-18 months of awards based on projected increase in overall number of employees, projected employee turnover and historical grant practices.

- ***Employee growth/turnover***

The number of full-time employees increased from 484 at December 31, 2022 to 517 at December 31, 2023. For 2024 and 2025, we are projecting hiring patterns and employee turnover in-line with our peer group and the biotechnology industry generally. In 2023, we had a total of 5 new hires and promotions involving positions at the vice president level or higher. Accordingly, we anticipate an increase in new hire equity grants in 2024 and 2025, which are traditionally 75% to 225% greater in value than annual grants. As the overall number of employees generally increases, we are planning for a resulting increase in annual equity grants as well.

- ***Broad-based equity programs***

We believe broad-based equity programs are important to our ability to attract, retain and motivate employees throughout the Company and align employee interests with those of our stockholders. Historically, less than 30% of the total equity awards granted under the Existing Plan have gone to our named executive officers.

- ***Shares under the plan as of March 31, 2024***

Number of shares available for grant under the Existing Plan: As of March 31, 2024, 7,172,236 shares remained available for issuance under the Existing Plan. There are no shares available to grant under prior incentive plans. In 2023 stockholders approved an employee stock purchase plan which the Company has not yet implemented.

Number of outstanding awards under all plans, including the expired director option plan: As of March 31, 2024, there were 26,304,558 outstanding stock options, which had a weighted average exercise price of \$12.13 and a weighted average remaining contractual life of 6.4 years, 6,545,637 RSU awards outstanding, and 3,013,295 PRSU awards outstanding at target level.

Burn Rate: Burn rate measures our usage of shares for our stock plans as a percentage of our outstanding shares. For 2023, 2022 and 2021, our burn rate was 3.29%, 3.37% and 1.64%, respectively, resulting in an average burn rate of 2.77% over a three-year period. The rates were calculated by dividing the number of shares subject to awards granted during the year, net of forfeitures and cancellations, by the weighted average number of shares outstanding during the year.

## ***Eligible Participants/Administration***

The 2007 Plan provides for the grant of stock options, restricted stock units, restricted stock, other stock awards and Performance Awards to our employees, directors, and consultants, as well as the employees, directors, and consultants of our affiliates (although incentive stock options may only be granted to our employees and the employees of our subsidiary corporations).

As of March 31, 2024, there were approximately 513 employees and eight directors (not including Mr. Campbell who is included in the number of employees) were eligible to participate in the 2007 Plan. The 2007 Plan will be administered by the Compensation and Leadership Development Committee of our Board, provided that the Board may itself exercise any of the powers and responsibilities assigned to the Compensation and Leadership Development Committee under the 2007 Plan. Subject to the provisions of the 2007 Plan, the Compensation and Leadership Development Committee has been granted the discretion to determine when awards are made, which service providers receive awards, the form of an award, the number of

shares subject to each award, and all other relevant terms of the award, including vesting and acceleration of vesting, if any. The Compensation and Leadership Development Committee also has been granted broad discretion to construe and interpret the 2007 Plan and adopt rules and regulations thereunder. The Compensation and Leadership Development Committee also may delegate to an executive officer or officers the authority to grant awards under the 2007 Plan to non-officer employees and consultants, subject to such guidelines as the Compensation and Leadership Development Committee establishes. In addition, the Compensation and Leadership Committee generally has the discretion to modify the terms of awards that are granted to individuals outside of the U.S.

### **Number of Shares Authorized Under the 2007 Plan**

Since the original effective date of the 2007 Plan, a total of 54,558,703 shares have been authorized for issuance thereunder (subject to adjustment to avoid dilution or enlargement of intended benefits in the event of certain significant corporate events). If the amendment and restatement of the 2007 Plan is approved by the stockholders, this number will increase by 7,000,000 shares to 61,558,703 shares. All of these shares would be available for issuance in respect of stock options (including incentive stock options). However, no more than 51,558,703 of these shares would be available for issuance as full value awards (*i.e.* of restricted stock, restricted stock units, performance restricted stock units, stock grants and any other similar awards whose intrinsic value is not solely dependent on appreciation in the price of our Common Stock after the date of grant). If any shares of Common Stock covered by an award granted under the 2007 Plan, or to which such an award relates, are forfeited, or if an award has expired, terminated or has been canceled for any reason whatsoever (other than by reason of exercise or vesting), then the shares covered by such award shall again be, or shall become, shares with respect to which awards may be granted under the 2007 Plan. However, shares of Common Stock underlying awards under the 2007 Plan that have been used to satisfy withholding obligations or pay an exercise price will not again be available for a future award.

Subject to such adjustments as provided below, no employee will, in a single calendar year, be granted awards under the 2007 Plan with respect to more than 5,000,000 shares of Common Stock. In addition, in no event will the number of shares of Common Stock covered by options or other awards granted to any one person in any one calendar year (or portion of a year) ending after such date exceed 50% of the aggregate number of shares of Common Stock subject to the 2007 Plan.

### **Summary of the 2007 Plan**

This section summarizes certain key features of the 2007 Plan, which remains unchanged from prior stockholder approval, except for the requested increase in shares. The summary is qualified in its entirety by reference to the complete text of the 2007 Plan. Stockholders are urged to read the actual text of the 2007 Plan in its entirety which is set forth in **Exhibit A** to this proxy statement.

### **Term of the 2007 Plan**

No award may be granted under the 2007 Plan on or after April 21, 2026, which is the 10<sup>th</sup> anniversary of the date on which the term of the 2007 Plan was last extended. Awards granted prior to the expiration of the 2007 Plan shall not expire solely by reason of the termination of the plan.

### **Terms and Conditions of Options**

Options granted under the 2007 Plan shall be, as determined by the Compensation and Leadership Development Committee, non-qualified or incentive stock options for federal income tax purposes, and shall be subject to the foregoing and the following terms and conditions and to such other terms and conditions, not inconsistent therewith, as determined by the Compensation and Leadership Development Committee:

**Option Exercise Price.** The price at which shares of Common Stock may be acquired under each non-qualified stock option and incentive stock option shall not be less than 100% of the fair market value of a share on the date such option is granted; provided, however, that the exercise price of any incentive stock option granted to any participant who, at the time of grant, owns more than 10% of the total combined voting power of all classes of the Company's stock (a "Ten Percent Holder") shall be at least 110% of the fair market value of the stock on the date of such grant.

**Exercisability.** Options granted under the 2007 Plan shall be exercisable at such time and upon such terms and conditions as may be determined by the Compensation and Leadership Development Committee; provided, however, that in no event shall an option be exercisable more than ten years after its grant date (or five years after its grant date, in the case of an option granted to a Ten Percent Holder). An option may be exercised by a participant providing written notice specifying the number of shares of Common Stock with respect to which the option is then being exercised. The purchase price for the shares as to which an option is exercised shall be paid to the Company pursuant to one or more of the following methods:

- (i) cash or check payable to the Company;
- (ii) shares of Common Stock having a fair market value equal to the aggregate option exercise price for the shares being purchased, and only with the Compensation and Leadership Development Committee's approval; or

- (iii) if there is a public market for the shares at such time, through and under the terms and conditions of any formal cashless exercise program authorized by the Company entailing the sale of Common Stock subject to any option in a brokered transaction (other than to the Company), with the proceeds of such sale to be delivered to the Company to the extent necessary to satisfy the option exercise price.

No participant shall be deemed for any purpose to be a stockholder of the Company with respect to any shares of Common Stock issuable pursuant to an option (and no exercise of an option granted under the 2007 Plan will be effective) until the participant has given written notice of exercise of the option, has paid in full for such shares and has made arrangements to satisfy any tax withholding due in connection with such exercise.

#### ***Terms and Conditions of Restricted Stock***

Shares of restricted stock may be issued under the 2007 Plan for such consideration, in cash, other property or services, or any combination thereof, as determined by the Compensation and Leadership Development Committee. During the period of time in which the shares of restricted stock are subject to a risk of forfeiture (the "Restriction Period"), such shares shall be subject to limitations on transferability and a risk of forfeiture arising on the basis of such conditions related to the performance of services, Company performance or otherwise as the Compensation and Leadership Development Committee may determine and set forth in an award agreement. Any such risk of forfeiture may be waived or terminated, or the Restriction Period shortened, at any time by the Compensation and Leadership Development Committee on such basis as it deems appropriate. Except as otherwise provided in the 2007 Plan or an applicable award agreement, at all times prior to the lapse of the Restriction Period, the participant shall have all of the rights of a stockholder of the Company, including the right to vote the shares of restricted stock. If participants are entitled to receive payments equivalent to any dividends paid with respect to Common Stock underlying grants of restricted stock, they will only be entitled to such payments if the applicable underlying shares of such restricted stock actually vest.

#### ***Terms and Conditions of Restricted Stock Units***

Each restricted stock unit ("RSU") shall entitle the recipient to a share of Common Stock at the close of a Restriction Period as established by the Compensation and Leadership Development Committee and subject to a risk of forfeiture arising on the basis of such conditions related to the performance of services, Company performance or otherwise as the Compensation and Leadership Development Committee may determine and set forth in an award agreement. Any such risk of forfeiture may be waived or terminated, or the Restriction Period shortened, at any time by the Compensation and Leadership Development Committee on such basis as it deems appropriate. A participant holding RSUs shall not be deemed for any purpose to be a stockholder of the Company with respect to any of the shares of Common Stock subject to such RSUs until the Restriction Period with respect to such RSUs shall have closed and such shares of Common Stock shall have been issued in respect of such RSUs. Participants shall not be entitled to receive any dividends declared with respect to Common Stock referenced in grants of restricted stock units until the shares underlying such award are delivered to the participant, if ever.

#### ***Terms and Conditions of Stock Grants***

Stock grants are unrestricted shares of our Common Stock. Stock grants may be issued under the 2007 Plan for such consideration, in cash or other property or services, or any combination thereof, as determined by the Compensation and Leadership Development Committee. Stock grants may be awarded in such circumstances as the Compensation and Leadership Development Committee deems appropriate, including in recognition of significant contributions to the success of the Company or in lieu of compensation otherwise already due.

#### ***Terms and Conditions of Performance Awards***

The Compensation and Leadership Development Committee may grant Performance Awards under the 2007 Plan, which may be denominated as a number of shares of Common Stock or a specified number of other awards (or a combination of both). Generally, Performance Awards require satisfaction of pre-established Performance Goals (as defined in the following sentence). The potential performance metrics include: cash flow; earnings (including gross margin, earnings before interest and taxes, earnings before taxes, earnings before interest, taxes, depreciation, amortization and charges for stock-based compensation, earnings before interest, taxes, depreciation and amortization, and net earnings); earnings per share; growth in earnings or earnings per share; stock price; return on equity or average stockholder equity; total stockholder return or growth in total stockholder return either directly or in relation to a comparative group; return on capital; return on assets or net assets; revenue, growth in revenue or return on sales; income or net income; operating income, net operating income or net operating income after tax; operating profit or net operating profit; operating margin; return on operating revenue or return on operating profit; regulatory filings; regulatory approvals, litigation and regulatory resolution goals; other operational, regulatory or departmental objectives; budget comparisons; growth in stockholder value relative to established indexes, or another peer group or peer group index; development and implementation of strategic plans and/or organizational restructuring goals; development and implementation of risk and crisis management programs; improvement in workforce diversity; compliance requirements and compliance relief; safety goals; productivity goals; workforce management and succession planning goals; economic value added (including typical adjustments consistently applied from generally accepted accounting principles

required to determine economic value added performance measures); measures of customer satisfaction, employee satisfaction or staff development; development or marketing collaborations, formations of joint ventures or partnerships or the completion of other similar transactions intended to enhance the Company's revenue or profitability or enhance its customer base; and/or merger and acquisitions (each, a "Performance Goal" and collectively the "Performance Goals"). Such Performance Goals may be described in terms of Company-wide objectives or objectives that are related to the performance of the individual grantee or any subsidiary, division, department, or function within the Company and may be measured on an absolute or relative basis.

The Compensation and Leadership Development Committee may provide, at the time a Performance Goal is established, that adjustments will be made to the applicable Performance Goal to take into account, in the manner specified by the Compensation and Leadership Development Committee, the impact of one or more of the following:

- gain or loss from all or certain claims and/or litigation and insurance recoveries,
- the impairment of tangible or intangible assets,
- stock-based compensation expense,
- extraordinary, unusual, or infrequently occurring events reported in the Company's public filings,
- restructuring activities reported in the Company's public filings,
- investments, dispositions, or acquisitions,
- loss from the disposal of certain assets,
- gain or loss from the early extinguishment, redemption, or repurchase of debt,
- cash or non-cash charges related to site closings,
- changes in accounting principles, or any other item, event or circumstance that would not cause an award to fail to constitute "qualified performance-based compensation" under Section 162(m) of the Code, to the extent such exemption is available.

### ***Transferability***

Unless otherwise determined by the Compensation and Leadership Development Committee, an award (other than a stock grant) shall not be transferable or assignable by a participant otherwise than by will or by the laws of descent and distribution. However, the applicable award agreement or the Compensation and Leadership Development Committee may provide that a non-qualified statutory stock option, shares of restricted stock or RSUs may be transferred by the participant to a family member, so long as such transfer is without payment of any consideration.

### ***Death, Disability or Retirement***

The participants in the 2007 Plan are generally eligible for the retirement benefits set forth below, if such participant meets the following criteria at the time of such participant's termination of service:

- The participant must have at least 5 years of continuous service;
- The participant must be at least 55 years of age; and
- The sum of the participant's age and years of service with the Company must equal or exceed 67 years.

The retirement benefits (collectively, the "Equity Retirement Benefits") generally are:

- Options: any unvested Options otherwise scheduled to vest until the second anniversary of the participant's separation will continue to vest and become exercisable as scheduled, and all vested Options (including those eligible to vest pursuant to the preceding clause) shall remain exercisable until the earlier of the (i) the 4<sup>th</sup> anniversary of the date of such separation, or (ii) the original expiration date of the term of the Option; any options not exercised in such period shall be forfeited with no further compensation due to the participant.
- RSUs and Restricted Stock: any unvested RSUs or restricted stock that would otherwise vest up to the second anniversary of the participant's separation shall have accelerated vesting; any RSUs or restricted stock scheduled to vest beyond the two-year date shall be forfeited with no further compensation.
- PRSUs: a prorated portion of the participant's PRSUs (based on the participant's period of service with the Company during the performance period) would remain eligible to vest based upon actual performance through the end of the applicable performance period.



The same Equity Retirement Benefits described above will also generally be provided to any participant upon a termination of service due to such participant's death or disability.

Notwithstanding the above, the 2007 Plan provides the Compensation and Leadership Committee with authority to determine an alternative treatment for equity awards upon termination events, including retirement, death or disability.

Generally, under the 2007 Plan, unless otherwise determined by the Compensation and Leadership Committee, if a termination of employment or service occurs for any reason other than retirement, death or disability, the unvested portion of any outstanding award will be forfeited and vested options will remain exercisable for 90 days (or if shorter, the expiration of the option term).

### ***Change in Control***

Subject to the applicable provisions of the award agreement, in the event of a change of control of the Company after the effective date of the 2007 Plan, the Compensation and Leadership Development Committee generally shall have the discretion to provide for any or all of the following:

- the acceleration, in whole or in part, of any or all outstanding options that are not exercisable in full at the time of the change of control;
- the lapse or termination of the risk of forfeiture with respect to outstanding awards of restricted stock and RSUs;
- the assumption of outstanding options or RSUs, or the substitution of outstanding options or RSUs with equivalent options or RSUs, as the case may be, by the acquiring or succeeding corporation or entity; or
- the termination of all options and RSUs (other than those assumed or substituted for), which termination may or may not be in exchange for some payment or other consideration, as determined in the sole discretion of the Compensation and Leadership Development Committee.

### ***Adjustments***

In the event of any change in the outstanding shares by reason of merger, consolidation, sale of all or substantially all of the property of the Company, reorganization, recapitalization, reclassification, stock dividend, stock split, reverse stock split, or other distribution with respect to such outstanding shares, an appropriate and proportionate adjustment will be made in (i) the maximum number and kinds of shares that may be issued under the 2007 Plan, (ii) the numbers and kinds of shares or other securities subject to the then outstanding awards; (iii) the exercise price for each share or other unit of any other securities subject to then outstanding options; and (iv) the repurchase price of each share of restricted stock then subject to a risk of forfeiture in the form of a Company repurchase right. In those cases, performance goals applicable to outstanding awards will also be adjusted as necessary or appropriate.

### ***Termination or Amendments to the 2007 Plan***

The Board may at any time terminate or make such amendments or modifications of the 2007 Plan as it shall deem advisable; provided, however, that no such amendment or modification shall be made without the consent of a participant if such change would:

- reduce the number of shares subject to an award, increase the purchase price applicable to shares subject to such award or materially adversely affect the provisions applicable to such award that relate to the vesting or exercisability of such award or the shares subject thereto;
- result in an incentive stock option no longer being treated as such within the meaning of Section 422 of the Code; or
- not apply to all other awards outstanding on the date of such amendment or modification.

In addition, stockholder approval may be required for "material amendments" to the 2007 Plan under Nasdaq Listing Rules. Examples of amendments that may be deemed "material" for this purpose include amendments that increase the number of shares of Common Stock available for issuance under the 2007 Plan (other than adjustments to reflect mergers, recapitalizations, stock splits or similar events or transactions), that expand the types of awards available or the persons eligible to receive awards under the 2007 Plan, or that extend the term of the 2007 Plan.

### ***No Repricing of Stock Options Without Stockholder Approval***

Without the approval of stockholders, the Compensation and Leadership Development Committee may not, directly, or indirectly, reduce the exercise price of options outstanding under the 2007 Plan (other than for adjustments to reflect mergers, recapitalizations, stock splits or similar events or transactions).

## ***Federal Income Tax Consequences Relating to Awards Under the 2007 Plan***

The current United States federal income tax treatment of awards under the 2007 Plan is generally described below. This description of tax consequences is not a complete description. There may be different income tax consequences under certain circumstances, and there may be gift and estate tax consequences. Local, state, and other taxing authorities may also tax awards under the plan. Tax laws are subject to change. Awards under the 2007 Plan are generally subject to withholding for applicable taxes, if required by law.

### ***Incentive Stock Options***

There generally are no federal income tax consequences to a participant or to the Company upon the grant of an incentive stock option. A participant will not recognize income for purposes of the regular federal income tax upon the exercise of an incentive stock option. However, for purposes of the alternative minimum tax, in the year in which a participant exercises an incentive stock option the amount by which the fair market value of the shares acquired upon exercise exceeds the exercise price will be included in a participant's alternative minimum taxable income.

A participant will recognize income when he or she sells stock acquired upon exercise of an incentive stock option. If a participant disposes of the shares acquired upon exercise of an incentive stock option after two years from the date the option was granted and one year from the date the shares were transferred upon the exercise of the option, a participant will recognize long-term capital gain or loss in the amount of the difference between the amount realized on the sale and the exercise price. The Company will not be entitled to any corresponding tax deduction.

If a participant disposes of shares acquired upon the exercise of an incentive stock option before satisfying both holding period requirements (a "disqualifying disposition"), a participant's gain recognized on the disposition will be taxed as ordinary income to the extent of the difference between the fair market value of the shares on the date of exercise (or the amount realized on the disposition, if less) and the exercise price. The Company will generally be entitled to a deduction in that amount. The gain, if any, in excess of the amount recognized as ordinary income will be long-term or short-term capital gain, depending upon the length of time the participant held the shares before the disposition.

### ***Nonqualified Stock Options***

There are generally no federal income tax consequences to a participant or to the Company upon the grant of a nonqualified stock option. Upon the exercise of a nonqualified stock option, a participant will recognize ordinary income in an amount equal to the excess of the fair market value of the shares at the time of exercise over the aggregate exercise price paid. The Company generally will be entitled to a corresponding federal income tax deduction. The participant will have a tax basis in the shares equal to the exercise price plus the amount of income recognized at the time of exercise.

When a participant sells shares of stock acquired through the exercise of a nonqualified stock option, the participant will have a capital gain or loss in an amount equal to the difference between the amount realized on the sale and the tax basis in the shares. That gain or loss will be long-term or short-term, depending on the length of time the participant held the shares before the sale.

### ***Restricted Stock***

A participant will generally not recognize federal taxable income when he or she receives a grant of restricted stock, and the Company will not be entitled to a deduction, until the stock is transferable by the participant or is otherwise no longer subject to a substantial risk of forfeiture. When the stock is either transferable or is no longer subject to a substantial risk of forfeiture, a participant will recognize ordinary income in an amount equal to the fair market value of the shares at that time (less any amounts paid for the shares), and generally, the Company will be entitled to a deduction in the same amount. Any gain or loss recognized by the participant upon a later disposition of the shares will be capital gain or loss. A participant's holding period for purposes of determining whether that capital gain or loss is long-term or short-term will be counted from the date the stock became transferable or ceased to be subject to a substantial risk of forfeiture.

A participant may elect to recognize ordinary income in the year when the share award is granted in an amount equal to the fair market value of the shares subject to the award (less any amounts paid for such shares) at the time of grant, determined without regard to any restrictions. This election is referred to as a Section 83(b) election. In that event, the Company will be entitled to a corresponding deduction in the same year. Any gain or loss recognized by the participant upon a later disposition of the shares will be capital gain or loss. When a Section 83(b) election is made, a participant's holding period for purposes of determining whether that capital gain or loss is long-term or short-term will be counted from the date of the original transfer to the participant. The participant may not claim a credit for any tax previously paid on stock that is later forfeited.

### Restricted Stock Units

If a participant is granted a RSU, he or she will not be required to recognize any taxable income at the time of grant. Upon distribution of shares or cash in respect of a RSU, the fair market value of those shares or the amount of that cash will be taxable to the participant as ordinary income and the Company will receive a deduction equal to the income recognized by the participant. The subsequent disposition of shares acquired pursuant to a RSU will result in capital gain or loss (based on the difference between the price received on disposition and the market value of the shares at the time of their distribution). That gain or loss will be long-term or short-term, depending on the length of time the participant held the shares before the sale.

### Stock Grants and Performance Awards

A participant receiving a stock grant will recognize ordinary income equal to the value of the shares at the time of issuance and the Company will be entitled to a congruent deduction. Those shares will then have a tax basis equal to their fair market value on the date of issuance, and the holding period of those shares will commence on that date for purposes of determining whether a subsequent disposition of the shares will result in long-term or short-term capital gain or loss.

If a Performance Award is settled by the issuance of unrestricted shares of our Common Stock, the participant receiving the shares will have the same tax consequences as described above with respect to a stock grant. If a Performance Award is settled by the issuance of another type of award under the 2007 Plan, the tax consequences of that other award will be the same as described above with respect to the relevant type of award.

### Section 162(m) of the Internal Revenue Code

Section 162(m) of the Code limits the federal income tax deductions a publicly held company can claim for compensation in excess of \$1,000,000 paid to certain executive officers (generally, the officers who are or were “named executive officers” in the summary compensation table in the issuer’s proxy statement). With respect to grants made prior to November 2, 2017, “qualified performance-based compensation” was not counted against the \$1,000,000 deductibility limit. Under the 2007 Plan, options granted prior to this date with an exercise price at least equal to 100% of the fair market value of the underlying shares at the date of grant may satisfy the requirements for treatment as “qualified performance-based compensation.” Following the enactment of the Tax Cuts and Jobs Act, the \$1,000,000 annual deduction limitation under Section 162(m) applies to all compensation granted to these executive officers with no exception for qualified performance-based compensation. Accordingly, our ability to actually receive a corresponding deduction for the equity awards described above, may be limited.

### New Plan Benefits

If the 2007 Plan is approved by stockholders, awards under the 2007 Plan will be determined by the Board or the Compensation and Leadership Development Committee (or its delegate) in its discretion, and it is, therefore, not possible to predict the number, name or positions of persons who will benefit from the 2007 Plan, if it is approved by stockholders, or the terms of any such benefits. However, the following table sets forth information with respect to awards granted under the Existing Plan during the 2023 fiscal year for informational purposes.

| Name and Principal Position   | Number of Options | Number of Stock Units <sup>(1)</sup> |
|---|-------------------|--------------------------------------|
| Bradley L. Campbell<br>President and Chief Executive Officer                                  | 301,109           | 339,270                              |
| Simon Harford<br>Chief Financial Officer  | 189,043           | 106,973                              |
| Daphne Quimi<br>Former Chief Financial Officer  | 130,480           | 147,016                              |
| Ellen S. Rosenberg<br>Chief Legal Officer and Corporate Secretary                             | 138,008           | 155,498                              |
| David M. Clark<br>Chief People Officer  | 105,388           | 118,744                              |
| Jeffrey P. Castelli<br>Chief Development Officer  | 125,462           | 141,362                              |
| All current executive officers as a group <sup>(2)</sup>                                      | 859,010           | 861,847                              |
| All current directors who are not executive officers as a group <sup>(3)</sup>                | 243,792           | 68,672                               |
| All other employees as a group, including all current officers who are not executive officers | 4,630,126         | 3,831,109                            |

(1) Includes RSUs and PRSUs at target level.

(2) Excludes Ms. Quimi who is no longer an executive officer.

(3) Excludes Mr. Crowley who is no longer a director.

The following table lists all options and rights granted to the individuals and groups indicated below since the adoption of the 2007 Plan. The awards listed below for the covered executives and directors include the awards listed in the executive and director compensation tables beginning on page 42 and 57, respectively, of this proxy statement and are not additional awards. As of March 28, 2024 the closing price of a share of our Common Stock was \$11.78 per share.

| Persons or Groups of Persons  | Options <sup>(1)</sup> | RSUs & PRSUs <sup>(1)</sup> |
|---|------------------------|-----------------------------|
| Bradley L. Campbell<br>President and Chief Executive Officer                            | 2,719,122              | 1,865,266                   |
| Simon Harford<br>Chief Financial Officer  | 288,116                | 221,757                     |
| Daphne Quimi<br>Former Chief Financial Officer  | 1,023,212              | 789,823                     |
| Ellen S. Rosenberg<br>Chief Legal Officer and Corporate Secretary                       | 896,008                | 916,209                     |
| David M. Clark<br>Chief People Officer  | 594,366                | 660,986                     |
| Jeffrey P. Castelli<br>Chief Development Officer  | 1,126,883              | 895,222                     |
| All current executive officers as a group <sup>(2)</sup>                                | 5,624,495              | 4,559,440                   |
| All current directors who are not executive officers as a group <sup>(3)</sup>          | 1,096,813              | 400,668                     |
| Each nominee for election as a director   | 403,650                | 150,276                     |
| Each associate of any such director, executive officer, or nominees                     | —                      | —                           |
| Each other person who received or is to receive 5% of such options, warrants or rights  | —                      | —                           |
| All employees, including all current officers who are not executive officers as a group | 49,714,870             | 24,520,312                  |

- (1) Amounts shown include options, RSUs and PRSUs granted since the original effective date of the 2007 Plan, without regard to whether such awards have resulted in the issuance of shares. Because shares subject to awards that are forfeited (or that otherwise terminate, expire or are cancelled without the issuance of shares) are recycled into the plan, the amounts shown may exceed the sum of the shares that have actually been issued under the 2007 Plan to date and the shares that may be issued under the 2007 Plan in the future in respect of outstanding awards.
- (2) Excludes Ms. Quimi who is no longer an executive officer.
- (3) Excludes Mr. Crowley who is no longer a director.

### Vote Required

The affirmative vote of a majority of the shares present or represented by proxy at the Annual Meeting and entitled to vote on such matter is required to approve the 2007 Plan. Abstentions will have the effect of a vote against this proposal.

### Securities Authorized for Issuance under our Equity Compensation Plans

| Plan category  | Number of securities to be issued upon exercise of outstanding options, warrants and rights (a) | Weighted-average exercise price of outstanding options, warrants and rights | Number of securities remaining available for future issuance under equity compensation plans (excluding securities reflected in column (a)) |
|--|---|---|---|
| Equity compensation plans approved by security holders     | 33,035,171 <sup>(1)</sup>   | \$11.69 <sup>(2)</sup>  | 15,263,532 <sup>(3)</sup>   |
| Equity compensation plans not approved by security holders | —   | —   | —   |
| Total  | 33,035,171  | \$11.69   | 15,263,532  |

- (1) Includes stock options, RSUs and PRSUs granted under the 2007 Plan and the 2007 Director Option Plan (the "2007 Director Plan") and outstanding as of December 31, 2023. PRSUs subject to performance periods ending after December 31, 2023 are shown at target and PRSUs subject to performance periods ending on December 31, 2023 are shown based on performance as of this date. The 2007 Director Plan expired in June 2020 and no further awards may be granted under it.

- (2) Excludes RSUs and PRSUs, as they do not have an exercise price.
- (3) Includes 12,413,532 shares of common stock remaining available for future equity awards under the Existing Plan as of December 31, 2023, as well as 2,850,000 shares of common stock remaining available for issuance and delivery under the Amicus Therapeutics, Inc. 2023 Employee Stock Purchase Plan.

### ***Clawback Policy***

As described above, the Board has adopted a Clawback Policy which complies with Nasdaq listing standards adopted in accordance with Section 10D of the Exchange Act, pursuant to which the Compensation and Leadership Committee will recoup all or a portion of certain equity awards made to executives in the event of a financial restatement, if and to the extent that the equity award was erroneously received as a result of the misstated financials. No such events occurred in 2023.

## PROPOSAL NO. 3—INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

The Audit and Compliance Committee has appointed Ernst & Young LLP, independent registered public accounting firm, to audit our financial statements for the fiscal year ending December 31, 2024. The Board proposes that the stockholders ratify this appointment. Ernst & Young LLP audited our financial statements for the fiscal year ended December 31, 2023. We expect that representatives of Ernst & Young LLP will be present at the Annual Meeting, will be able to make a statement if they so desire, and will be available to respond to appropriate questions.

### Recommendation

**The Board recommends the vote “FOR” to ratify the appointment of Ernst & Young LLP as our independent registered public accounting firm, and proxies solicited by the Board will be voted in favor of such ratification unless a stockholder indicates otherwise on the proxy.**

### Fees for Audit Services

The following table presents fees for professional audit services rendered by Ernst & Young LLP for the audit of our annual financial statements for the years ended December 31, 2023 and 2022, and fees billed for other services rendered by Ernst & Young LLP during those periods. All of such fees were approved by the Audit and Compliance Committee.

|                    | December 31,       |                    |
|--------------------|--------------------|--------------------|
|                    | 2023               | 2022               |
| Audit Fees         | \$2,424,032        | \$2,149,097        |
| Audit-Related Fees | —                  | 100,000            |
| Tax Fees           | 20,000             | 20,000             |
| All Other Fees     | 24,879             | 22,878             |
| Total              | <u>\$2,468,911</u> | <u>\$2,291,975</u> |

Fees for audit services included fees associated with the annual financial statement audit, an audit of our internal controls over financial reporting and reviews of the quarterly reports on Form 10-Q for both 2023 and 2022. In 2023 and 2022, the audit fees included costs of statutory audits of several of the Company’s foreign subsidiaries. The audit fees in 2023 and 2022 also include costs associated with comfort letters related to the ATM as well as filing of registration statements. The audit-related fees in 2022 relate to pre-implementation review services for a financial system implementation affecting future audit periods. Fees for tax services in 2023 and 2022 included fees associated with certain permitted compliance and advisory services. For both 2023 and 2022, all other fees included fees related to pricing compliance reporting for the UK.

### ***Policy on Audit and Compliance Committee Pre-Approval of Audit and Permissible Non-audit Services of Independent Registered Public Accounting Firm***

Consistent with SEC policies regarding auditor independence, the Audit and Compliance Committee has responsibility for appointing, setting compensation and overseeing the work of the independent registered public accounting firm. In recognition of this responsibility, the Audit and Compliance Committee has established a policy to pre-approve all audit and permissible non-audit services provided by the independent registered public accounting firm.

Prior to engagement of the independent registered public accounting firm for the next year’s audit, management will submit an aggregate estimate of services expected to be rendered during that year for each of four categories of services to the Audit and Compliance Committee for approval.

1. ***Audit Services*** include audit work performed in the preparation of financial statements, as well as work that only the independent registered public accounting firm can reasonably be expected to provide, including comfort letters, statutory audits, and attest services and consultation regarding financial accounting and/or reporting standards.
2. ***Audit-Related Services*** are for assurance and related services that are traditionally performed by the independent registered public accounting firm, including due diligence related to mergers and acquisitions, employee benefit plan audits, and special procedures required to meet certain regulatory requirements.
3. ***Tax Services*** include all services performed by the independent registered public accounting firm’s tax personnel except those services specifically related to the audit of the financial statements, and includes fees in the areas of tax compliance, tax planning, and tax advice.
4. ***Other Fees*** are those associated with services not captured in the other categories.



Prior to engagement, the Audit and Compliance Committee pre-approves these services by category of service. The fees are budgeted, and the Audit and Compliance Committee requires the independent registered public accounting firm and management to report actual fees versus the budget periodically throughout the year by category of service. During the year, circumstances may arise when it may become necessary to engage the independent registered public accounting firm for additional services not contemplated in the original pre-approval. In those instances, the Audit and Compliance Committee requires specific pre-approval before engaging the independent registered public accounting firm.

The Audit and Compliance Committee may delegate pre-approval authority to one or more of its members. The member to whom such authority is delegated must report, for informational purposes only, any pre-approval decisions to the Audit and Compliance Committee at its next scheduled meeting.

In the event the stockholders do not ratify the appointment of Ernst & Young LLP as our independent registered public accounting firm, the Audit and Compliance Committee will reconsider its appointment.

The affirmative vote of a majority of the shares present or represented by proxy at the Annual Meeting and entitled to vote on this proposal at the Annual Meeting is required to ratify the appointment of the independent registered public accounting firm.

## REPORT OF AUDIT AND COMPLIANCE COMMITTEE

The Audit and Compliance Committee of the Board, which currently consists entirely of directors who meet the independence and experience requirements of the rules and regulations of Nasdaq and the Exchange Act, has furnished the following report.

The Audit and Compliance Committee assists the Board in overseeing and monitoring the integrity of our financial reporting process, compliance with legal and regulatory requirements and the quality of internal and external audit processes. This Committee reviews and reassesses our charter annually and recommends any changes to the Board for approval. The Audit and Compliance Committee is responsible for overseeing our financial reporting process on behalf of the Board, and for the appointment, compensation, retention, and oversight of the work of Ernst & Young LLP. In fulfilling its responsibilities for the financial statements for fiscal year 2023, the Audit and Compliance Committee took the following actions:

- Reviewed and discussed the audited financial statements for the fiscal year ended 2023 with management and Ernst & Young LLP, our independent registered public accounting firm;
- Discussed with Ernst & Young LLP the matters required to be discussed by the applicable requirements of the PCAOB and the SEC; and
- Received written disclosures and the letter from Ernst & Young LLP required by the applicable requirements of the PCAOB regarding Ernst & Young LLP's communications with the Audit and Compliance Committee concerning independence. The Audit and Compliance Committee further discussed Ernst & Young's independence with Ernst & Young LLP. The Audit and Compliance Committee also considered the status of pending litigation, taxation matters and other areas of oversight relating to the financial reporting and audit process that the Committee determined appropriate.

Based on the Audit and Compliance Committee's review of the audited financial statements, discussions with management and Ernst & Young LLP and written disclosures and the letter from Ernst & Young LLP regarding its communications with the Audit and Compliance Committee concerning independence as required by applicable requirements of the Public Company Accounting Oversight Board, the Audit and Compliance Committee recommended to the Board that the audited financial statements be included in our Annual Report on Form 10-K for the fiscal year ended December 31, 2023 for filing with the SEC. The Board subsequently approved inclusion of the audited financial statements in the 10-K.

Members of the Amicus Therapeutics, Inc.  
Audit and Compliance Committee

Glenn P. Sblendorio, Chair  
Michael A. Kelly  
Craig A. Wheeler  
Burke W. Whitman

*Notwithstanding anything to the contrary set forth in any of our previous or future filings under the Securities Act or the Exchange Act that might incorporate this proxy statement or future filings with the SEC, in whole or in part, the above report shall not be deemed to be "soliciting material" or "filed" with the SEC and shall not be deemed to be incorporated by reference into any such filing.*

## PROPOSAL NO. 4—ADVISORY VOTE ON EXECUTIVE COMPENSATION

We are providing our stockholders the opportunity to vote to approve, on an advisory, non-binding basis, the compensation of our named executive officers as disclosed in this proxy statement in accordance with the SEC's rules. This proposal, which is commonly referred to as "say-on-pay," is required by the Dodd-Frank Wall Street Reform and Consumer Protection Act of 2010, which added Section 14A to the Exchange Act. Section 14A of the Exchange Act also requires that stockholders have the opportunity to cast an advisory vote with respect to whether future executive compensation advisory votes will be held every one, two or three years. In accordance with the results of this advisory vote at the 2017 Annual Meeting, the Company's Board determined that the Company will hold an advisory vote on the compensation of the Company's named executive officers every year.

Our executive compensation program for our executive officers is designed to attract, motivate, and retain individuals of superior ability and managerial talent who can successfully perform and succeed in our environment. Our named executive officers are rewarded for the achievement of our near-term and longer-term financial and strategic goals and for driving corporate performance. This program contains elements of cash and equity-based compensation designed to align the interests of our executives with those of our stockholders as well as have the appropriate incentive to achieve key strategic and financial performance measures by linking compensation opportunities and actual compensation earned through our pay-for-performance compensation program to the achievement of corporate goals. We also make equity grants designed to align our named executive officers' compensation to the long-term performance of Amicus in addition to creating an ownership culture that helps unify the interests of our executives and stockholders. The Company generally targets aggregate total direct compensation for the named executive officers as a group to approximately the 50th percentile of our peer group at target performance levels in setting our executive compensation programs. Our Board and the Compensation and Leadership Development Committee regularly review the compensation programs for our named executive officers and undertake a comprehensive annual review to ensure that our compensation policies and programs align with current market practices and the interests of our stockholders.

The "Compensation Discussion and Analysis" section of this proxy statement describes in detail our executive compensation program and the decisions made by the Compensation and Leadership Development Committee with respect to the fiscal year ended December 31, 2023.

In 2023 the Company had a strong year as it exceeded all but one of its corporate objectives. The Company continued its strong Galafold<sup>®</sup> commercial growth, reporting approximately \$387.8 million in net product sales while also submitting for marketing authorization in Uruguay, obtaining early approval and reimbursement in Hong Kong, approval in New Zealand, and reimbursement in Taiwan and Lithuania. In addition, the Company executed on all of its objectives on its Pompe program, with Pombiliti<sup>™</sup> receiving FDA, EMA and MHRA approval in 2023. Following these approvals, the Company submitted marketing authorizations in Switzerland and Australia and launched in Austria, Germany, the U.K. and the U.S. The Company also received approval for Pombiliti<sup>™</sup> + Opfolda<sup>™</sup> in Spain from the National Pricing Commission, resulting in an earlier than planned launch, and achieved above its net product sales target globally. Additionally, the Company made progress on its pipeline goals, by continuing to advance the work being done on its Fabry and Pompe novel technologies. The cumulative effect of these corporate actions, along with prudent expense management, allowed the Company to end the year with \$286.2 million of cash, cash equivalents and marketable securities and realize non-GAAP profitability in the fourth quarter of 2023 (GAAP net loss was \$33.8 million for the quarter ended December 31, 2023 – please see Appendix A for reconciliation), all while continuing to invest in the Galafold<sup>®</sup> and the Pombiliti<sup>™</sup> + Opfolda<sup>™</sup> launches. Finally, the Company continued to grow its diversity, equity, and inclusion programs, retaining 98% of all previously identified "key talent" in critical roles and/or critical role pipelines, and rolled out a new leadership development program that saw 95% of all employees trained globally by the end of the year. Balancing all of the aforementioned achievements against the Company's corporate objectives, and consistent with the quantitative assessment described above under the heading "2023 Corporate Objectives Measurement", the Compensation and Leadership Development Committee determined that the Company's corporate multiplier be set at 134.6% for 2023.

Our Board is therefore asking stockholders to approve, on an advisory basis, the following resolution:

"RESOLVED, that the compensation paid to the named executive officers of Amicus Therapeutics, as disclosed pursuant to the compensation disclosure rules of the SEC, including the compensation discussion and analysis, the compensation tables and any related material disclosed in this proxy statement, is hereby approved."

As an advisory vote, this proposal is not binding. The outcome of this advisory vote will not overrule any decision by us or our Board (or any committee thereof), create or imply any change to our fiduciary duties or those of our Board (or any committee thereof), or create or imply any additional fiduciary duties for us or our Board (or any committee thereof). However, our Compensation and Leadership Development Committee and Board value the opinions expressed by our stockholders in their vote on this proposal and will consider the outcome of the vote when making future compensation decisions for named executive officers.

## FORWARD-LOOKING STATEMENTS

This Proxy Statement contains “forward-looking statements” that involve risks, uncertainties, and assumptions. Forward-looking statements are all statements, other than statements of historical facts, that discuss our current expectation and projections relating to our strategy, future operations, future financial position, future revenues, projected costs, prospects, plans, and objectives of management. These statements may be preceded by, followed by or include the words “aim,” “anticipate,” “believe,” “can,” “could,” “estimate,” “expect,” “forecast,” “intend,” “likely,” “may,” “outlook,” “plan,” “potential,” “predict,” “project,” “seek,” “should,” “will,” “would,” the negatives or plurals thereof, and other words and terms of similar meaning, although not all forward-looking statements contain these identifying words.

We have based these forward-looking statements on our current expectations and projections about future events. Although we believe that our assumptions made in connection with the forward-looking statements are reasonable, we cannot assure you that the assumptions and expectations will prove to be correct. You should understand that all forward-looking statements are subject to other important factors and risks detailed in our Form 10-K. In light of these risks and uncertainties, we may not actually achieve the plans, intentions or expectations disclosed in our forward-looking statements, and you should not place undue reliance on our forward-looking statements. Actual results or events could differ materially from the plans, intentions, and expectations disclosed in the forward-looking statements we make. These forward-looking statements speak only as of the date of this proxy statement. We undertake no obligation, and specifically decline any obligation, to publicly update or revise any forward-looking statements, even if experience or future developments make it clear that projected results expressed or implied in such statements will not be realized, except as may be required by law.

## OTHER MATTERS

The Board knows of no other business which will be presented to the 2024 Annual Meeting. If any other business is properly brought before the 2024 Annual Meeting, proxies in the enclosed form will be voted in accordance with the judgment of the individuals named as proxies on the proxy card.

## STOCKHOLDER PROPOSALS AND NOMINATIONS FOR DIRECTOR

If you wish to submit a proposal to be considered for inclusion in next year’s proxy materials or nominate a director, your proposal must be in proper form according to SEC Regulation 14A, Rule 14a-8 and received by the Secretary of the Company no later than December 25, 2024. Proposals received after that date will not be included in the proxy materials we send out in connection with the 2025 Annual Meeting of Stockholders. If a proposal is received before that date, the proxies that management solicits for the meeting may still exercise discretionary voting authority on the proposal under circumstances consistent with the proxy rules of the SEC. To be timely in accordance with our By-laws, stockholder notice of any proposal, other than a stockholder proposal intended to be included in our proxy statement and submitted pursuant to Rule 14a-8 promulgated under the Securities Exchange Act of 1934, must be received by us not earlier than November 25, 2024 and not later than December 25, 2024; provided, however, that in the event that the date of the 2025 Annual Meeting of Stockholders is more than 30 days before or more than 60 days after the anniversary date of the 2024 Annual Meeting of Stockholders, notice by the stockholder to be timely must be delivered not earlier than the close of business on the 90th day prior to such 2024 Annual Meeting of Stockholders and not later than the close of business on the later of the 60th day prior to such 2025 Annual Meeting of Stockholders or the 10th day following the day on which we make a public announcement of the date of the 2025 Annual Meeting of Stockholders. All stockholder proposals should be marked for the attention of Chief Legal Officer and Corporate Secretary, c/o Amicus Therapeutics, Inc., 47 Hulfish Street, Princeton, New Jersey 08542.

In addition, to comply with the universal proxy rules, stockholders who intend to solicit proxies in support of director nominees other than our nominees must comply with our By-laws and Rule 14a-19 under the Securities Exchange Act of 1934.

**Our Annual Report on Form 10-K for the fiscal year ended December 31, 2023 (other than the exhibits thereto), filed with the SEC, which provides additional information about us, is available on the Internet at [www.amicusrx.com](http://www.amicusrx.com) and is available in paper form to beneficial owners of our Common Stock without charge upon written request to Secretary, c/o Amicus Therapeutics, Inc., 47 Hulfish Street, Princeton, New Jersey 08542.**

## DELIVERY OF PROXY MATERIALS

Some banks, brokers, and other nominee record holders may be participating in the practice of “householding” proxy statements and annual reports. This means that only one copy of this Proxy Statement, the Notice of 2024 Annual Meeting of Stockholders and our Annual Report to Stockholders may have been sent to multiple stockholders in your household. Householding is designed to reduce duplicate mailings and save significant printing and postage costs. If you receive a household mailing this year and would like to receive additional copies of this Proxy Statement, the Notice of 2024 Annual Meeting of Stockholders, and our Annual Report to Stockholders, please call us at (609) 662-2000 or send a written request to Chief Legal Officer and Corporate Secretary, c/o Amicus Therapeutics, Inc., 47 Hulfish Street, Princeton, New Jersey 08542. If you want to receive separate copies of our Proxy Statement, Notice of our Annual Meeting of Stockholders and our Annual Report to Stockholders in the future, or if you are receiving multiple copies and would like to receive only one copy for your household, you should contact your bank, broker, or other nominee record holder, or you may contact us at the above address and phone number.

**AMENDED AND RESTATED  
AMICUS THERAPEUTICS, INC.  
2007 EQUITY INCENTIVE PLAN**

## 1. Purpose

This Plan is intended to encourage ownership of Common Stock by employees, consultants and directors of the Company and its Affiliates and to provide additional incentive for them to promote the success of the Company's business through the grant of Awards of shares of the Company's Common Stock. The Plan is intended to be an incentive stock option plan within the meaning of Section 422 of the Code but not all Awards granted hereunder are required to be Incentive Options.

## 2. Definitions

As used in the Plan the following terms shall have the respective meanings set out below, unless the context clearly requires otherwise:

2.1. "*Accelerate*", "*Accelerated*", and "*Acceleration*", when used with respect to an Option, means that as of the time of reference such Option will become exercisable with respect to some or all of the shares of Common Stock for which it was not then otherwise exercisable by its terms, and, when used with respect to Restricted Stock, Restricted Stock Units or Performance Awards, as the case may be, means that the Risk of Forfeiture and/or Performance Goals otherwise applicable to such Award, as the case may be, shall expire or be satisfied with respect to some or all of the shares of underlying such Award.

2.2. "*Acquiring Person*" means, with respect to any Transaction or any acquisition described in clause (ii) of the definition of Change of Control, the surviving or acquiring person or entity in connection with such Transaction or acquisition, as the case may be, provided that if such surviving or acquiring person or entity is controlled, directly or indirectly, by any other person or entity (an "Ultimate Parent Entity") that is not itself controlled by any entity or person that is not a natural person, the term "Acquiring Person" shall mean such Ultimate Parent Entity.

2.3. "*Affiliate*" means, with respect to any person or entity, any other person or entity controlling, controlled by or under common control with the first person or entity.

2.4. "*Applicable Voting Control Percentage*" means (i) at any time prior to the initial public offering of the Company, a percentage greater than fifty percent (50%) and (ii) at any time from and after the initial public offering of the Company, twenty percent (20%).

2.5. "*Award*" means any grant or sale pursuant to the Plan of Options, Restricted Stock, Restricted Stock Units, Stock Grants or Performance Awards.

2.6. "*Award Agreement*" means an agreement between the Company and the recipient of an Award, setting forth the terms and conditions of the Award.

2.7. "*Beneficial Ownership*" has the meaning ascribed to such term in Rule 13d-3, or any successor rule thereto, promulgated by the Securities and Exchange Commission pursuant to the Exchange Act.

2.8. "*Board*" means the Company's board of directors.

2.9. "*Change of Control*" means (i) the closing of any Sale of the Company Transaction or (ii) the direct or indirect acquisition, in a single transaction or a series of related transactions, by any person or Group (other than the Company or a Controlled Affiliate of the Company) of Beneficial Ownership of previously outstanding shares of capital stock of the Company if (A) immediately after such acquisition, such person or Group, together with their respective Affiliates, shall own or hold shares of capital stock of the Company possessing at least the Applicable Voting Control Percentage of the total voting power of the outstanding A-1 capital stock of the Company and (B) immediately prior to such acquisition, such person or Group, together with their respective Affiliates, did not own or hold shares of capital stock of the Company possessing at least the Applicable Voting Control Percentage of the total voting power of the outstanding capital stock of the Company. Notwithstanding anything expressed or implied in the foregoing provisions of this definition to the contrary, any direct or indirect acquisition referred to in clause (ii) above in this definition shall not be treated as a Change of Control if, at any time prior to or after such direct or indirect acquisition, a majority of the members of the board of directors of the Company as constituted immediately prior to such direct or indirect acquisition consent in writing to exclude such direct or indirect acquisition from the scope of this definition. Notwithstanding the foregoing, with respect to any Award issued under the Plan, which is subject to Section 409A of the Code, no event shall set forth above shall be deemed to be a Change of Control, unless such event would also be considered a "change in ownership or effective control of a corporation or in the ownership of a substantial portion of the assets of a corporation" under Section 409A(a)(2)(A)(v) of the Code and the regulations thereunder.

2.10. “Code” means the Internal Revenue Code of 1986, as amended from time to time, or any successor statute thereto, and any regulations issued from time to time thereunder.

2.11. “Controlled Affiliate” means, with respect to any person or entity, any other person or entity that is controlled by such person or entity.

2.12. “Committee” means any committee of the Board delegated responsibility by the Board for the administration of the Plan, as provided in Section 5 of the Plan. For any period during which no such committee is in existence, the term “Committee” shall mean the Board and all authority and responsibility assigned the Committee under the Plan shall be exercised, if at all, by the Board.

2.13. “Common Stock” means common stock, par value \$0.01 per share, of the Company.

2.14. “Company” means Amicus Therapeutics, Inc., a corporation organized under the laws of the State of Delaware.

2.15. “Exchange Act” means the Securities Exchange Act of 1934, as amended.

2.16. “Grant Date” means the date as of which an Option is granted, as determined under Section 7.1(a).

2.17. “Group” has the meaning ascribed to such term in Section 13(d)(3) of the Exchange Act or any successor section thereto.

2.18. “Incentive Option” means an Option which by its terms is to be treated as an “incentive stock option” within the meaning of Section 422 of the Code.

2.19. “Market Value” means the value of a share of Common Stock on a particular date determined by such methods or procedures as may be established by the Committee. Unless otherwise determined by the Committee, the Market Value of Common Stock as of any date is the closing price for the Common Stock as reported on the NASDAQ Global market (or on any other national securities exchange on which the Common Stock is then listed) for that date or, if no closing price is reported for that date, the closing price on the next preceding date for which a closing price was reported.

2.20. “Nonstatutory Option” means any Option that is not an Incentive Option.

2.21. “Option” means an option granted under the Plan to purchase shares of Common Stock.

2.22. “Optionee” means an employee, consultant or director of the Company to whom an Option shall have been initially granted under the Plan.

2.23. “Participant” means any holder of an outstanding Award under the Plan.

2.24. “Performance Award” means shares of Common Stock or other Awards that, pursuant to Section 7.5 are granted, vested and/or settled upon the achievement of specified performance conditions.

2.25. “Performance Goals” means any goals established by the Committee in its sole discretion, the attainment of which is substantially uncertain at the time such goals are established. Performance Goals may be described in terms of Company-wide objectives or objectives that are related to the performance of the individual Participant or any subsidiary, division, department or function within the Company or any subsidiary in which the Participant is employed. Performance Goals may be measured on an absolute or relative basis. Relative performance may be measured by a group of peer companies or by a financial market index. Performance Goals may be based upon: cash flow; earnings (including gross margin, earnings before interest and taxes, earnings before taxes, earnings before interest, taxes, depreciation, amortization and charges for stock-based compensation, earnings before interest, taxes, depreciation and amortization, and net earnings); earnings per share; growth in earnings or earnings per share; stock price; return on equity or average stockholder equity; total stockholder return or growth in total stockholder return either directly or in relation to a comparative group; return on capital; return on assets or net assets; revenue, growth in revenue or return on sales; income or net income; operating income, net operating income or net operating income after tax; operating profit or net operating profit; operating margin; return on operating revenue or return on operating profit; regulatory filings; regulatory approvals, litigation and regulatory resolution goals; other operational, regulatory or departmental objectives; budget comparisons; growth in stockholder value relative to established indexes, or another peer group or peer group index; development and implementation of strategic plans and/or organizational restructuring goals; development and implementation of risk and crisis management programs; improvement in workforce diversity; compliance requirements and compliance relief; safety goals; productivity goals; workforce management and succession planning goals; economic value added (including typical adjustments consistently applied from generally accepted accounting principles required to determine economic value added performance measures); measures of customer satisfaction, employee satisfaction or staff development; development or marketing collaborations, formations of joint ventures or partnerships or the completion of other similar transactions intended to enhance the Company’s revenue or profitability or enhance its customer base; and merger and acquisitions.



2.26. “*Performance Period*” means the period selected by the Committee during which the performance of the Company, any subsidiary, any department or division of the Company or any subsidiary, or any individual is measured for the purpose of determining the extent to which a Performance Goal has been achieved.

2.27. “*Plan*” means this 2007 Amended and Restated Equity Incentive Plan of the Company, as amended and in effect from time to time.

2.28. “*Restricted Stock*” means a grant or sale pursuant to the Plan of shares of Common Stock to a Participant subject to a Risk of Forfeiture.

2.29. “*Restricted Stock Units*” means rights granted pursuant to the Plan to receive shares of Common Stock at the close of a Restriction Period, subject to a Risk of Forfeiture.

2.30. “*Restriction Period*” means the period of time, established by the Committee in connection with an Award of Restricted Stock or Restricted Stock Units, during which the shares of Restricted Stock or Restricted Stock Units are subject to a Risk of Forfeiture described in the applicable Award Agreement.

2.31. “*Risk of Forfeiture*” means a limitation on the right of a Participant to retain an Award of Restricted Stock or Restricted Stock Units, including subjecting such Award to a Performance Goals and/or a right in the Company to reacquire such Restricted Stock at less than its then Market Value and/or the forfeiture of Restricted Stock Units held by a Participant, arising because of the occurrence or non-occurrence of specified events or conditions.

2.32. “*Sale of the Company Transaction*” means any Transaction in which the stockholders of the Company immediately prior to such Transaction, together with any and all of such stockholders’ Affiliates, do not own or hold, immediately after consummation of such Transaction, shares of capital stock of the Acquiring Person in connection with such Transaction possessing at least a majority of the total voting power of the outstanding capital stock of such Acquiring Person.

2.33. “*Securities Act*” means the Securities Act of 1933, as amended.

2.34. “*Stock Grant*” means the grant pursuant to the Plan of shares of Common Stock not subject to restrictions or other forfeiture conditions.

2.35. “*Ten Percent Owner*” means a person who owns, or is deemed within the meaning of Section 422(b)(6) of the Code to own, stock possessing more than 10% of the total combined voting power of all classes of stock of the Company (or any parent or subsidiary corporations of the Company, as defined in Section 424(e) and (f), respectively, of the Code). Whether a person is a Ten Percent Owner shall be determined with respect to each Option based on the facts existing immediately prior to the Grant Date of such Option.

2.36. “*Transaction*” means any merger or consolidation of the Company with or into another person or entity or the sale or transfer of all or substantially all of the assets of the Company, in each case in a single transaction or in a series of related transactions.

2.37. “*Retirement*” means a Participant’s termination of employment or service with the Company for any reason other than a termination by the Company for Cause where (a) such Participant has attained at least 5 years of continuous service with the Company, (b) the Participant is at least 55 years of age and (c) the sum of such Participant’s age and years of service with the Company equals or exceeds 67 years.

### **3. Term of the Plan**

Unless the Plan shall have been earlier terminated by the Board, Awards may be granted under this Plan at any time in the period commencing on the Effective Date of approval of the Amended and restated version of the Plan by the Board and ending immediately prior to the tenth anniversary the Effective Date. Awards granted pursuant to the Plan within such period shall not expire solely by reason of the termination of the Plan.

### **4. Stock Subject to the Plan: Limits**

Subject to the provisions of Section 8 of the Plan, at no time shall the number of shares of Common Stock issued pursuant to or subject to outstanding Awards granted under the Plan (including, without limitation, pursuant to Incentive Options), nor the number of shares of Common Stock issued pursuant to Incentive Options, exceed 61,558,703, with respect to shares of Common Stock. For purposes of applying the foregoing limitation, if any Option expires, terminates, or is cancelled for any reason without having been exercised in full, or if any Award of Restricted Stock is forfeited, the shares not purchased by the Participant or forfeited by the Participant shall again be available for Awards thereafter to be granted under the Plan. In the event the exercise price of an Option or a Participant’s withholding obligations is paid through the delivery of shares of Common Stock, the number of shares so tendered shall not again be available for the grant of Awards under the Plan. Shares of Common Stock issued pursuant to the Plan may be either authorized but unissued shares or shares held by the Company in its treasury.

In addition, not more than 51,558,703 of the total number of shares of Common Stock reserved for issuance under the Plan (as adjusted under Section 8) may be granted or sold as Awards of Restricted Stock, Restricted Stock Units, Stock Grants, and any other similar Awards (including, without limitation, Restricted Stock, Restricted Stock Units, Stock Grants, and any other similar Awards underlying a Performance Award) ("Full-Value Awards") whose intrinsic value is not solely dependent on appreciation in the price of shares of Common Stock after the date of grant. Options and any other similar Awards shall not be subject to, and shall not count against, the limit described in the preceding sentence. If a Full-Value Award expires, is forfeited, or otherwise lapses as described in this Section 4, the shares of Common Stock that were subject to the Award shall be restored to the total number of shares of Common Stock available for grant or sale as Full-Value Awards.

The maximum number of shares of Common Stock with respect to which Awards may be granted hereunder to any employee of the Company during any fiscal year of the Company shall be five million (5,000,000) shares of Common Stock.

## 5. Administration

The Plan shall be administered by the Committee; *provided, however*, that at any time and on any one or more occasions the Board may itself exercise any of the powers and responsibilities assigned the Committee under the Plan and when so acting shall have the benefit of all of the provisions of the Plan pertaining to the Committee's exercise of its authorities hereunder; *and provided further* that the Committee may delegate to an executive officer or officers the authority to grant Awards hereunder to employees who are not officers, and to consultants, in accordance with such guidelines as the Committee shall set forth at any time or from time to time. Subject to the provisions of the Plan, the Committee shall have complete authority, in its discretion, to make or to select the manner of making all determinations with respect to each Award to be granted by the Company under the Plan in addition to any other determination allowed the Committee under the Plan including, without limitation: (a) the employee, consultant or director to receive the Award; (b) the form of Award; (c) whether an Option (if granted to an employee) will be an Incentive Option or a Nonstatutory Option; (d) the time of granting an Award; (e) the number of shares subject to an Award; (f) the exercise price of an Option or purchase price, if any, for shares of Restricted Stock or for a Stock Grant and the method of payment of such exercise price or such purchase price; (g) the term of an Option; (h) the vesting period of shares of Restricted Stock or of Restricted Stock Units and any acceleration thereof; (i) the exercise date or dates of an Option and any acceleration thereof; (j) the effect of termination of any employment, consulting or Board member relationship with the Company or any of its Affiliates on the subsequent exercisability of an Option or on the Risk of Forfeiture of Restricted Stock or Restricted Stock Units; (k) whether, and to certify that, Performance Goals to which an Award is subject are satisfied; and (l) the terms and conditions of any Award granted under the Plan (including, but not limited to, restrictions as to vesting, transferability or forfeiture, exercisability or settlement of an Award and waivers or accelerations thereof, and establishment, waivers of or modifications to Performance Goals relating to an Award, based in each case on such considerations as the Committee shall determine) and all other matters to be determined in connection with an Award. In making such determinations, the Committee may take into account the nature of the services rendered by the respective employees, consultants and directors, their present and potential contributions to the success of the Company and its Affiliates, and such other factors as the Committee in its discretion shall deem relevant. Subject to the provisions of the Plan, the Committee shall also have complete authority to interpret the Plan, to prescribe, amend and rescind rules and regulations relating to it, to determine the terms and provisions of the respective Award Agreements (which need not be identical), and to make all other determinations necessary or advisable for the administration of the Plan. The Committee's determinations made in good faith on matters referred to in this Plan shall be final, binding and conclusive on all persons having or claiming any interest under the Plan or an Award made pursuant hereto.

## 6. Authorization and Eligibility

The Committee may grant from time to time and at any time prior to the termination of the Plan one or more Awards, either alone or in combination with any other Awards, to any employee of or consultant to one or more of the Company and its Affiliates or to any non-employee member of the Board or of any board of directors (or similar governing authority) of any Affiliate. However, only employees of the Company or of any parent or subsidiary corporations of the Company, as defined in Sections 424(e) and (f), respectively, of the Code, shall be eligible for the grant of an Incentive Option. Further, in no event shall the number of shares of Common Stock covered by Options or other Awards granted to any one person in any one calendar year (or portion of a year) ending after such date exceed fifty percent (50%) of the aggregate number of shares of Common Stock subject to the Plan.

Each grant of an Award shall be subject to all applicable terms and conditions of the Plan (including but not limited to any specific terms and conditions applicable to that type of Award set out in the following Section), and such other terms and conditions, not inconsistent with the terms of the Plan, as the Committee may prescribe. No prospective Participant shall have any rights with respect to an Award, unless and until such Participant has executed an agreement evidencing the Award, delivered a fully executed copy thereof to the Company, and otherwise complied with the applicable terms and conditions of such Award.

## 7. Specific Terms of Awards

### 7.1. Options.

(a) *Date of Grant.* The granting of an Option shall take place at the time specified in the Award Agreement. Only if expressly so provided in the applicable Award Agreement shall the Grant Date be the date on which the Award Agreement shall have been duly executed and delivered by the Company and the Optionee.

(b) *Exercise Price.* The price at which shares of Common Stock may be acquired under each Option shall be not less than 100% of the Market Value of Common Stock on the Grant Date, or with respect to a grant of an Incentive Option not less than 110% of the Market Value of Common Stock on the Grant Date if the Optionee is a Ten Percent Owner.

(c) *Option Period.* No Incentive Option or Nonstatutory Option may be exercised on or after the tenth anniversary of the Grant Date, or on or after the fifth anniversary of the Grant Date if the Optionee is a Ten Percent Owner.

(d) *Exercisability.* An Option may be immediately exercisable or become exercisable in such installments, cumulative or non-cumulative, as the Committee may determine. Any Option may be a Performance Award, subject to Section 7.5. In the case of an Option not otherwise immediately exercisable in full, the Committee may Accelerate such Option in whole or in part at any time.

(e) *Effect of Termination of Employment or Board Member Relationship.* Unless the Committee shall provide otherwise with respect to any Option, if the applicable Optionee's association with the Company or any of its Affiliates as an employee or director ends, and immediately following the end of any such association, such Optionee is not associated with the Company or any of its Affiliates as an employee or director ("*Separation*"), then:

(i) if the Optionee's association ends due to the Optionee's death, Disability, or Retirement, any unvested Options held by such Optionee shall continue to vest until the second anniversary of such Optionee's Separation, and all of such Optionee's vested Options (including those that vest pursuant to the preceding clause) shall remain exercisable until the earlier of the (i) the 4th anniversary of the date of such Separation, and (ii) the original expiration date of the term of the Option; any Options not exercised in such period shall be forfeited with no further compensation due to the Participant, unless otherwise determined by the Committee at or after grant; and

(ii) if the Optionee's association ends for any reason other than the Optionee's death, Disability, or Retirement, regardless of whether the end of such association is effected by the Company, (whether voluntarily or involuntarily, including because an entity with which such Optionee has any such association ceases to be an Affiliate of the Company), any unvested Options held by such Optionee shall be immediately forfeited and all vested Options held by such Participant shall cease to be exercisable in any respect upon the earlier of (i) ninety (90) days following such Optionee's Separation, and (ii) the original expiration date of the term of the Option; any Options not exercised in such period shall be forfeited with no further compensation due to the Optionee.

Military or sick leave or other bona fide leave shall not be deemed a termination of employment, provided that it does not exceed the longer of ninety (90) days or the period during which the absent Optionee's reemployment rights, if any, are guaranteed by statute or by contract.

(f) *Transferability.* Except as otherwise provided in this subsection (f), Options shall not be transferable, and no Option or interest therein may be sold, transferred, pledged, assigned, or otherwise alienated or hypothecated, other than by will or by the laws of descent and distribution (subject always to the provisions of subsection (e) above). Except as otherwise provided in this subsection (f), all of a Participant's rights in any Option may be exercised during the life of such Participant only by such Participant or such Participant's legal representative. However, the applicable Award Agreement or the Committee (at or after the grant of a Nonstatutory Option) may provide that a Nonstatutory Option may be transferred by the applicable Participant to a family member; provided, however, that any such transfer is without payment of any consideration whatsoever and that no transfer of a Nonstatutory Option shall be valid unless first approved by the Committee, acting in its sole discretion, unless such transfer is permitted under the applicable Award Agreement. For this purpose, "family member" means any child, stepchild, grandchild, parent, stepparent, spouse, former spouse, sibling, niece, nephew, mother-in-law, father-in-law, son-in-law, daughter-in-law, brother-in-law, or sister-in-law, including adoptive relationships, any person sharing the applicable Participant's household (other than a tenant or employee), a trust in which the foregoing persons and/or the applicable Participant have more than fifty percent (50%) of the beneficial interests, a foundation in which the foregoing persons and/or the applicable Participant control the management of assets, and any other entity in which these persons and/or the applicable Participant own more than fifty percent (50%) of the voting interests. The Committee may at any time or from time to time delegate to one or more officers of the Company the authority to permit transfers of Nonstatutory Options to third parties pursuant to this subsection (f), which authorization shall be exercised by such officer or officers in accordance with guidelines established by the Committee at any time and from time to time. The restrictions on transferability set forth in this subsection (f) shall in no way preclude any Participant from effecting "cashless" exercises of an Option pursuant to the terms of the Plan.

(g) *Method of Exercise.* An Option may be exercised by a Participant giving written notice, in the manner provided in Section 15, specifying the number of shares of Common Stock with respect to which the Option is then being exercised. The notice shall be accompanied by payment in the form of cash or check payable to the order of the Company in an amount equal to the exercise price of the shares of Common Stock to be purchased or, subject in each instance to the Committee's approval, acting in its sole discretion and subject to such conditions, if any, as the Committee may deem necessary to comply with applicable laws, rules and regulations or to avoid adverse accounting effects to the Company, by delivery to the Company of shares of Common Stock having a Market Value equal to the exercise price of the shares to be purchased. If the Common Stock is traded on an established market, payment of any exercise price may also be made through and under the terms and conditions of any formal cashless exercise program authorized by the Company entailing the sale of the Common Stock subject to any Option in a brokered transaction (other than to the Company). Receipt by the Company of such notice and payment in any authorized or combination of authorized means shall constitute the exercise of the Option. Within thirty (30) days thereafter but subject to the remaining provisions of the Plan, the Company shall deliver or cause to be delivered to the Participant or his agent a certificate or certificates for the number of shares then being purchased. Such shares shall be fully paid and nonassessable. Notwithstanding any of the foregoing provisions in this subsection (g) to the contrary, (A) no Option shall be considered to have been exercised unless and until all of the provisions governing such exercise specified in the Plan and in the relevant Award Agreement shall have been duly complied with; and (B) the obligation of the Company to issue any shares upon exercise of an Option is subject to the provisions of Section 9.1 hereof and to compliance by the Optionee and the Participant with all of the provisions of the Plan and the relevant Award Agreement.

(h) *Limit on Incentive Option Characterization.* An Incentive Option shall be considered to be an Incentive Option only to the extent that the number of shares of Common Stock for which the Option first becomes exercisable in a calendar year does not have an aggregate Market Value (as of the date of the grant of the Option) in excess of the "current limit". The current limit for any Optionee for any calendar year shall be \$100,000 *minus* the aggregate Market Value at the date of grant of the number of shares of Common Stock available for purchase for the first time in the same year under each other Incentive Option previously granted to the Optionee under the Plan, and under each other incentive stock option previously granted to the Optionee. Any shares of Common Stock which would cause the foregoing limit to be violated shall be deemed to have been granted under a separate Nonstatutory Option, otherwise identical in its terms to those of the Incentive Option.

(i) *Notification of Disposition.* Each person exercising any Incentive Option granted under the Plan shall be deemed to have covenanted with the Company to report to the Company any disposition of such shares prior to the expiration of the holding periods specified by Section 422(a)(1) of the Code and, if and to the extent that the realization of income in such a disposition imposes upon the Company federal, state, local or other withholding tax requirements, or any such withholding is required to secure for the Company an otherwise available tax deduction, to remit to the Company an amount in cash sufficient to satisfy those requirements.

(j) *Rights Pending Exercise.* No person holding an Option shall be deemed for any purpose to be a stockholder of the Company with respect to any of the shares of Common Stock issuable pursuant to such Option (including without limitation, that no Optionee shall have any entitlement to receive any dividends paid with respect to any shares of Common Stock issuable pursuant to such Option) except to the extent that such Option shall have been exercised with respect thereto and, in addition, a certificate shall have been issued therefor and delivered to such person or his agent.

## 7.2. *Restricted Stock.*

(a) *Purchase Price.* Shares of Restricted Stock shall be issued under the Plan for such consideration, in cash, other property or services, or any combination thereof, as is determined by the Committee.

(b) *Issuance of Certificates.* Subject to subsection (c) below, each Participant receiving an Award of Restricted Stock shall be issued a stock certificate in respect of such shares of Restricted Stock. Such certificate shall be registered in the name of such Participant, and, if applicable, shall bear an appropriate legend referring to the terms, conditions, and restrictions applicable to such Award substantially in the following form:

The transferability of this certificate and the shares represented by this certificate are subject to the terms and conditions of the Amicus Therapeutics, Inc. Amended and Restated 2007 Equity Incentive Plan and an Award Agreement entered into by the registered owner and Amicus Therapeutics, Inc. Copies of such Plan and Agreement are on file in the offices of Amicus Therapeutics, Inc.

(c) *Escrow of Shares.* The Committee may require that the stock certificates evidencing shares of Restricted Stock be held in custody by a designated escrow agent (which may but need not be the Company) until the restrictions thereon shall have lapsed, and that the Participant deliver a stock power, endorsed in blank, relating to the Common Stock covered by such Award.

(d) *Restrictions and Restriction Period.* During the Restriction Period applicable to shares of Restricted Stock, such shares shall be subject to limitations on transferability and a Risk of Forfeiture arising on the basis of such conditions



related to the performance of services, Company or Affiliate performance or otherwise as the Committee may determine and provide for in the applicable Award Agreement. Any grant of Restricted Stock may be a Performance Award, subject to Section 7.5. Any such Risk of Forfeiture may be waived or terminated, or the Restriction Period shortened, at any time by the Committee on such basis as it deems appropriate.

(e) *Rights Pending Lapse of Risk of Forfeiture or Forfeiture of Award.* Except as otherwise provided in the Plan or the applicable Award Agreement, at all times prior to lapse of any Risk of Forfeiture applicable to, or forfeiture of, an Award of Restricted Stock, the Participant shall have all of the rights of a stockholder of the Company, including the right to vote the shares of Restricted Stock.

(f) *Effect of Termination of Employment or Board Member Relationship.*

(i) *Termination due to death, Disability, or Retirement.* If the applicable original grantee incurs a Separation from the Company or any of its Affiliates during the Restriction Period due to such grantee's death, Disability, or Retirement, then unvested shares of Restricted Stock held by such Participant shall accelerate with respect to the shares of unvested Restricted Stock that were initially scheduled to vest within the two-year period following the Participant's Separation and the restrictions thereon shall lapse and the Award of such Restricted Stock shall become immediately nonforfeitable (and all Restricted Stock that would vest after such two (2) year period would be forfeited upon such Separation with no further compensation due to the Participant, unless otherwise determined by the Committee at or after grant).

(ii) *Other Terminations.* Unless otherwise determined by the Committee at or after grant and subject to the applicable provisions of the Award Agreement, if the applicable original grantee incurs a Separation from the Company or any of its Affiliates during the Restriction Period, for any reason other than the grantee's death, Disability, or Retirement during the Restriction Period, regardless of whether the end of such association is effected by the Company, any such Affiliate or such original grantee (whether voluntarily or involuntarily, including because an entity with which such original grantee has any such association ceases to be an Affiliate of the Company), then all outstanding unvested shares of Restricted Stock granted to such Participant, shall be forfeited or otherwise subject to return to or repurchase by the Company if and to the extent so provided by, and subject to and in accordance with, the terms of the applicable Award Agreement; provided, however, that military or sick leave or other bona fide leave shall not be deemed a termination of employment, if it does not exceed the longer of ninety (90) days or the period during which the absent original grantee's reemployment rights, if any, are guaranteed by statute or by contract.

(g) *Lapse of Restrictions.* If and when the Restriction Period expires without a prior forfeiture of the Restricted Stock, the certificates for such shares shall be delivered to the Participant promptly if not theretofore so delivered.

(h) *Transferability.* Except as otherwise provided in this subsection (h), shares of Restricted Stock shall not be transferable, and no share of Restricted Stock or interest therein may be sold, transferred, pledged, assigned, or otherwise alienated or hypothecated, other than by will or by the laws of descent and distribution (subject always to the provisions of subsection (f) above). The applicable Award Agreement or the Committee (at or after the grant of a share of Restricted Stock) may provide that such share of Restricted Stock may be transferred by the applicable Participant to a family member; provided, however, that any such transfer is without payment of any consideration whatsoever and that no transfer of a share of Restricted Stock shall be valid unless first approved by the Committee, acting in its sole discretion, unless such transfer is permitted under the applicable Award Agreement. For this purpose, "family member" means any child, stepchild, grandchild, parent, stepparent, spouse, former spouse, sibling, niece, nephew, mother-in-law, father-in-law, son-in-law, daughter-in-law, brother-in-law, or sister-in-law, including adoptive relationships, any person sharing the applicable Participant's household (other than a tenant or employee), a trust in which the foregoing persons and/or the applicable Participant have more than fifty percent (50%) of the beneficial interests, a foundation in which the foregoing persons and/or the applicable Participant control the management of assets, and any other entity in which these persons and/or the applicable Participant own more than fifty percent (50%) of the voting interests. The Committee may at any time or from time to time delegate to one or more officers of the Company the authority to permit transfers of shares of Restricted Stock to third parties pursuant to this subsection (h), which authorization shall be exercised by such officer or officers in accordance with guidelines established by the Committee at any time and from time to time.

(i) *Dividends.* At the discretion of the Committee, Participants may be entitled to receive payments equivalent to any dividends paid with respect to Common Stock underlying grants of Restricted Stock but only if such Restricted Stock actually vests. Unless the Committee shall provide otherwise, such amounts shall be paid, if at all, without interest or other earnings.

### 7.3. *Restricted Stock Units.*

(a) *Character.* Each Restricted Stock Unit shall entitle the recipient to a share of Common Stock at a close of such Restriction Period as the Committee may establish and subject to a Risk of Forfeiture arising on the basis of such conditions relating to the performance of services, Company or Affiliate performance or otherwise (including any

applicable Performance Goal) as the Committee may determine and provide for in the applicable Award Agreement. Any grant of Restricted Stock Units may be a Performance Award, subject to Section 7.5. Any such Risk of Forfeiture may be waived or terminated, or the Restriction Period shortened, at any time by the Committee on such basis as it deems appropriate.

(b) *Issuance of Certificates.* Unless otherwise determined by the Committee at or after grant and subject to the applicable provisions of the Award Agreement, at the close of the Restriction Period applicable to any Restricted Stock Units (including, without limitation, the close of the applicable Restriction Period as a result of (i) any Acceleration of Restricted Stock Units in accordance with the terms of this Plan or any applicable Award Agreement, (ii) any waiver, lapse or termination of the Risk of Forfeiture applicable to Restricted Stock Units in accordance with the terms of this Plan or any applicable Award Agreement or (iii) any shortening of the Restriction Period applicable to any Restricted Stock Units in accordance with the terms of this Plan or any applicable Award Agreement), the Company shall deliver or cause to be delivered to the Participant that is the holder of such Restricted Stock Units a stock certificate in respect of the shares of Common Stock subject to such Restricted Stock Units. Such certificate shall be registered in the name of such Participant, and, if applicable, shall bear an appropriate legend referring to the terms, conditions, and restrictions applicable to such shares of Common Stock substantially in the following form:

The transferability of this certificate and the shares represented by this certificate are subject to the terms and conditions of the Amicus Therapeutics, Inc. Amended and Restated 2007 Equity Incentive Plan and an Award Agreement entered into by the registered owner and Amicus Therapeutics, Inc. Copies of such Plan and Agreement are on file in the offices of Amicus Therapeutics, Inc.

(c) *Dividends.* Participants shall not be entitled to receive any dividends declared with respect to Common Stock referenced in grants of Restricted Stock Units until the shares underlying such award is delivered to the Participant, if ever.

(d) *Effect of Termination of Employment or Board Member Relationship.*

(i) *Termination due to death, Disability, or Retirement.* If the applicable original grantee incurs a Separation from the Company or any of its Affiliates during the Restriction Period due to such grantee's death, Disability, or Retirement, then unvested shares of Restricted Stock Units held by such Participant shall accelerate with respect to the shares of unvested Restricted Stock Units that were initially scheduled to vest within the two-year period following the Participant's Separation and the restrictions thereon shall lapse and the Award of such Restricted Stock Units shall become immediately nonforfeitable (and all Restricted Stock Units that would vest after such two (2) year period would be forfeited upon such Separation with no further compensation due to the Participant, unless otherwise determined by the Committee at or after grant); provided however that if such Restricted Stock Units are unvested Performance Restricted Stock Units, then a pro-rata portion (based on the number of completed days of the grantee's affiliation with the Company in the applicable performance period divided by the total number of days in the applicable performance period) of such Performance Restricted Stock Units will remain eligible to vest after the grantee's Separation, to the extent earned based on the actual performance of the Company through the end of the applicable performance period.

(ii) *Other Terminations.* Unless otherwise determined by the Committee at or after grant and subject to the applicable provisions of the Award Agreement, if the applicable original grantee incurs a Separation for any reason other than the grantee's death, Disability, or Retirement during the Restriction Period, then all unvested Restricted Stock Units and/or unvested Performance Restricted Stock Units that are still subject to Risk of Forfeiture shall be forfeited or otherwise subject to return to the Company in accordance with the terms of the applicable Award Agreement; provided, however, that military or sick leave or other bona fide leave shall not be deemed a termination of employment, if it does not exceed the longer of ninety (90) days or the period during which the absent original grantee's reemployment rights, if any, are guaranteed by statute or by contract."

(e) *Transferability.* Except as otherwise provided in this subsection (e), Restricted Stock Units shall not be transferable, and no Restricted Stock Unit or interest therein may be sold, transferred, pledged, assigned, or otherwise alienated or hypothecated. The applicable Award Agreement or the Committee (at or after the grant of a Restricted Stock Unit) may provide that such Restricted Stock Unit may be transferred by the applicable Participant to a family member; provided, however, that any such transfer is without payment of any consideration whatsoever and that no transfer of a Restricted Stock Unit shall be valid unless first approved by the Committee, acting in its sole discretion, unless such transfer is permitted under the applicable Award Agreement. For this purpose, "family member" means any child, stepchild, grandchild, parent, stepparent, spouse, former spouse, sibling, niece, nephew, mother-in-law, father-in-law, son-in-law, daughter-in-law, brother-in-law, or sister-in-law, including adoptive relationships, any person sharing the applicable Participant's household (other than a tenant or employee), a trust in which the foregoing persons and/or the applicable Participant have more than fifty percent (50%) of the beneficial interests, a foundation in which the foregoing persons and/or the applicable Participant control the management of assets, and any other entity in which these persons and/or the applicable Participant own more than fifty percent (50%) of the voting interests. The Committee may at any



time or from time to time delegate to one or more officers of the Company the authority to permit transfers of Restricted Stock Units to third parties pursuant to this subsection (e), which authorization shall be exercised by such officer or officers in accordance with guidelines established by the Committee at any time and from time to time.

(f) *Rights Pending Close of Applicable Restriction Period.* No person holding Restricted Stock Units shall be deemed for any purpose to be a stockholder of the Company with respect to any of the shares of Common Stock subject to such Restricted Stock Units, except to the extent that the Restricted Period with respect to such Restricted Stock Units shall have closed and, in addition, a certificate shall have been issued for such shares of Common Stock and delivered to such person or his agent. Shares of Common Stock subject to Restricted Stock Units shall be issued and outstanding only if and to the extent that a stock certificate representing such shares has been issued and delivered in accordance with the provisions of this Section 7.3.

#### 7.4. *Stock Grants.*

(a) *In General.* Stock Grants shall be issued for such consideration, in cash, other property or services, or any combination thereof, as is determined by the Committee. Without limiting the generality of the foregoing, Stock Grants may be awarded in such circumstances as the Committee deems appropriate, including without limitation in recognition of significant contributions to the success of the Company or its Affiliates or in lieu of compensation otherwise already due. Stock Grants shall be made without forfeiture conditions of any kind.

(b) *Issuance of Certificates.* Each Participant receiving a Stock Grant shall be issued a stock certificate in respect of such Stock Grant. Such certificate shall be registered in the name of such Participant, and, if applicable, shall bear an appropriate legend referring to the terms, conditions, and restrictions applicable to such Award substantially in the following form:

The transferability of this certificate and the shares represented by this certificate are subject to the terms and conditions of the Amicus Therapeutics, Inc. 2007 Equity Incentive Plan. A copy of such Plan is on file in the offices of Amicus Therapeutics, Inc.

#### 7.5. *Performance Awards.*

(a) *Performance Awards Generally.* The Committee may grant Performance Awards in accordance with this Section. Performance Awards may be denominated as a number of shares of Common Stock, or specified number of other Awards (or a combination thereof) which may be earned upon achievement or satisfaction of Performance Goals, as specified by the Committee. In addition, the Committee may specify that any other Award shall constitute a Performance Award by conditioning the vesting or settlement of the Award upon the achievement or satisfaction of such Performance Goals, which the Committee may use in its discretion from time to time.

(b) *Qualified Performance-Based Compensation Under Section 162(m).* Performance Awards intended to constitute "qualified performance-based compensation" under Section 162(m) of the Code may be granted by the Committee and will be subject to the terms of this Section. When a Performance Award is made, the Committee shall establish in writing (i) the objective performance goals that must be met, (ii) the period during which performance will be measured, (iii) the maximum amounts that may be paid if the performance goals are met, and (iv) any other conditions that the Committee deems appropriate and consistent with the requirements of section 162(m) of the Code for "qualified performance-based compensation." The grant, vesting and/or settlement of a Performance Award subject to this Section will be contingent upon achievement of one or more Performance Goals. The Committee shall establish the applicable Performance Goals in writing either before the beginning of the Performance Period or during a Performance Period ending no later than the earlier of (i) 90 days after the beginning of the Performance Period or (ii) the date on which 25% of the Performance Period has been completed, or such other date as may be required or permitted under applicable regulations under section 162(m) of the Code. The performance goals shall satisfy the requirements for "qualified performance-based compensation," including the requirement that the achievement of the goals be substantially uncertain at the time they are established and that the performance goals be established in such a way that a third party with knowledge of the relevant facts could determine whether and to what extent the performance goals have been met. The Committee shall not have discretion to increase the amount of compensation that is payable, but may reduce the amount of compensation that is payable, pursuant to Awards identified by the Committee as "qualified performance-based compensation."

(c) *Adjustments to Performance Goals.* The Committee may adjust Performance Goals to take into account, in any objective manner specified by the Committee, the impact of one or more of the following: (A) gain or loss from all or certain claims and/or litigation and insurance recoveries, (B) the impairment of tangible or intangible assets, (C) stock-based compensation expense, (D) extraordinary, unusual or infrequently occurring events reported in the Company's public filings, (E) restructuring activities reported in the Company's public filings, (F) investments, dispositions or acquisitions, (G) loss from the disposal of certain assets, (H) gain or loss from the early extinguishment, redemption, or repurchase of debt, (I) cash or non-cash charges related to site closing expenses, (J) changes in accounting principles, or (K) any other item, event or circumstance that would not cause an Award to fail to constitute "qualified performance-based compensation" under

Section 162(m) of the Code. Such an adjustment may relate to the Company or to any subsidiary, division or other operational unit of the Company or its Affiliates, as determined by the Committee at the time the Performance Goals are established. Any adjustment shall be determined in accordance with generally accepted accounting principles and standards, unless such other objective method of measurement is designated by the Committee at the time Performance Goals are established. In addition, adjustments will be made as necessary to any Performance Goals related to the Company's stock to reflect changes in corporate capitalization, including a recapitalization, stock split or combination, stock dividend, spin-off, merger, reorganization or other similar event or transaction affecting the Company's stock.

(d) *Other Terms of Performance Awards.* The Committee may specify other terms pertinent to a Performance Award in the applicable Award Agreement, including terms relating to the treatment of that Award in the event of a Change in Control prior to the end of the Performance Period.

(e) *Certification of Results.* The Committee shall certify the results regarding any Performance Goals for the Performance Period specified in the Award Agreement after the Performance Period ends. The Committee shall determine the amount, if any, to be paid pursuant to each Award based on the achievement of the applicable Performance Goals and the satisfaction of all other terms of the Award Agreement.

#### 7.6. *Awards to Participants Outside the United States.*

The Committee may modify the terms of any Award under the Plan granted to a Participant who is, at the time of grant or during the term of the Award, resident or primarily employed outside of the United States in any manner deemed by the Committee to be necessary or appropriate in order that such Award shall conform to laws, regulations, and customs of the country in which the Participant is then resident or primarily employed, or so that the value and other benefits of the Award to the Participant, as affected by foreign tax laws and other restrictions applicable as a result of the Participant's residence or employment abroad, shall be comparable to the value of such an Award to a Participant who is resident or primarily employed in the United States. An Award may be modified under this Section 7.6 in a manner that is inconsistent with the express terms of the Plan, so long as such modifications will not contravene any applicable law or regulation. The Committee may establish supplements to, or amendments, restatements, or alternative versions of the Plan for the purpose of granting and administering any such modified Award. No such modification, supplement, amendment, restatement or alternative version may increase the share limit of Section 4.

## 8. **Adjustment Provisions**

8.1. *Adjustment for Corporate Actions.* Subject to the provisions of Section 8.2, if subsequent to the Effective Date, the outstanding shares of Common Stock (or any other securities covered by the Plan by reason of the prior application of this Section) are increased, decreased, or exchanged for a different number or kind of shares or other securities, or if additional shares or new or different shares or other securities are distributed with respect to such shares of Common Stock or other securities, through merger, consolidation, sale of all or substantially all the property of the Company, reorganization, recapitalization, reclassification, stock dividend, stock split, reverse stock split, or other distribution with respect to such shares of Common Stock, or other securities, an appropriate and proportionate adjustment will be made in (i) the maximum numbers and kinds of shares provided in Section 4, (ii) the numbers and kinds of shares or other securities subject to the then outstanding Awards, (iii) the exercise price for each share or other unit of any other securities subject to then outstanding Options (without change in the aggregate purchase price as to which such Options remain exercisable), and (iv) the Performance Goal applicable to any outstanding Performance Award.

8.2. *Change of Control.* Subject to the applicable provisions of the Award Agreement, in the event of a Change of Control, the Committee shall have the discretion, exercisable in advance of, at the time of, or (except to the extent otherwise provided below) at any time after, the Change of Control, to provide for any or all of the following (subject to and upon such terms as the Committee may deem appropriate): (A) the Acceleration, in whole or in part, of any or all outstanding Options (including Options that are assumed or replaced pursuant to clause (D) below) that are not exercisable in full at the time the Change of Control, such Acceleration to become effective at the time of the Change of Control, or at such time following the Change of Control that the employment, consulting or Board member relationship of the applicable Optionee or Optionees with the Company and its Affiliates terminates, or at such other time or times as the Committee shall determine; (B) the lapse or termination of the Risk of Forfeiture (including, without limitation, any or all of the Company's repurchase rights) with respect to outstanding Awards of Restricted Stock, such lapse or termination to become effective at the time of the Change of Control, or at such time following the Change of Control that the employment, consulting or Board member relationship with the Company and its Affiliates of the Participant or Participants that hold such Awards of Restricted Stock (or the person to whom such Awards of Restricted Stock were initially granted) terminates, or at such other time or times as the Committee shall determine; (C) the lapse or termination of the Risk of Forfeiture with respect to any or all outstanding Awards of Restricted Stock Units (including Restricted Stock Units that are assumed or replaced pursuant to clause (D) below), such lapse or termination to become effective at the time of the Change of Control, or at such time following the Change of Control that the employment, consulting or Board member relationship with the Company and its Affiliates of the Participant or Participants that hold such Awards of Restricted Stock Units (or the person to whom such Awards of Restricted Stock Units were initially granted) terminates, or at such other time or times as the Committee shall determine; (D) the assumption of outstanding Options or Restricted Stock Units, or the substitution of outstanding Options or Restricted Stock Units with equivalent

options or equivalent restricted stock units, as the case may be, by the acquiring or succeeding corporation or entity (or an affiliate thereof); (E) the termination of all Options (other than Options that are assumed or substituted pursuant to clause (D) above) that remain outstanding at the time of the consummation of the Change of Control, provided that, the Committee shall have made the determination to effect such termination prior to the consummation of the Change of Control and the Committee shall have given, or caused to be given, to all Participants written notice of such potential termination at least five business days prior to the consummation of the Change of Control, and provided, further, that, if the Committee shall have determined in its sole and absolute discretion that the Company make payment or provide consideration to the holders of such terminated Options on account of such termination, which payment or consideration shall be on such terms and conditions as the Committee shall have determined (and which could consist of, in the Committee's sole and absolute discretion, payment to the applicable Optionee or Optionees of an amount of cash equal to the difference between the Market Value of the shares of Common Stock for which the Option is then exercisable and the aggregate exercise price for such shares under the Option or cancellation for no payment (or other consideration with respect to Options for which the exercise price exceeds the Market Value of the shares of Common Stock underlying the Option), then the Company shall be required to make, or cause to be made, such payment or provide, or cause to be provided, such consideration in accordance with the terms and conditions so determined by the Committee, otherwise the Company shall not be required to make any payment or provide any consideration in connection with, or as a result of, the termination of Options pursuant to the foregoing provisions of this clause (E); (F) the termination of all Restricted Stock Units (other than Restricted Stock Units that are assumed or substituted pursuant to clause (D) above) that remain outstanding at the time of the consummation of the Change of Control, provided that, if the Committee shall have determined in its sole and absolute discretion that the Company make payment or provide consideration to the holders of such terminated Restricted Stock Units on account of such termination, which payment or consideration shall be on such terms and conditions as the Committee shall have determined (and which could consist of, in the Committee's sole and absolute discretion, payment to the applicable Participant or Participants of an amount of cash equal to the Market Value of the shares of Common Stock subject to the terminated Restricted Stock Units), then the Company shall be required to make such payment or provide such consideration in accordance with the terms and conditions so determined by the Committee, otherwise the Company shall not be required to make any payment or provide any consideration in connection with, or as a result of, the termination of Restricted Stock Units pursuant to the foregoing provisions of this clause (F) and/or (G) the reduction of any Performance Period applicable to a Performance Award or the satisfaction (or the failure to of such satisfaction) of any applicable Performance Goals with respect to Performance Awards. The provisions of this Section 8.2 shall not be construed as to limit or restrict in any way the Committee's general authority under Sections 7.1(d) or 7.2(d) hereof to Accelerate Options in whole or in part at any time or to waive or terminate at any time any Risk of Forfeiture applicable to shares of Restricted Stock or Restricted Stock Units. Each outstanding Award that is assumed in connection with a Change of Control, or is otherwise to continue in effect subsequent to a Change of Control, will be appropriately adjusted, immediately after the Change of Control, as to the number and class of securities and the price at which it may be exercised in accordance with Section 8.1.

8.3. *Dissolution or Liquidation.* Upon dissolution or liquidation of the Company, each outstanding Option shall terminate, but the Optionee (if at the time he or she has an employment, consulting or Board member relationship with the Company or any of its Affiliates) shall have the right, immediately prior to such dissolution or liquidation, to exercise the Option to the extent exercisable on the date of such dissolution or liquidation.

8.4. *Related Matters.* Any adjustment in Awards made pursuant to this Section 8 shall be determined and made, if at all, by the Committee and shall include any correlative modification of terms, including of Option exercise prices, rates of vesting or exercisability, Risks of Forfeiture, adjustment of Performance Goals and/or Performance Periods and applicable repurchase prices for Restricted Stock, which the Committee may deem necessary or appropriate so as to ensure that the rights of the Participants in their respective Awards are not substantially diminished nor enlarged as a result of the adjustment and corporate action other than as expressly contemplated in this Section 8. No fraction of a share shall be purchasable or deliverable upon exercise, but in the event any adjustment hereunder of the number of shares covered by an Award shall cause such number to include a fraction of a share, such number of shares shall be adjusted to the nearest smaller whole number of shares. No adjustment of an Option exercise price per share pursuant to this Section 8 shall result in an exercise price which is less than the par value of the Common Stock.

## 9. Settlement of Awards

9.1. *Violation of Law.* Notwithstanding any other provision of the Plan or the relevant Award Agreement, if, at any time, in the reasonable opinion of the Company, the issuance of shares of Common Stock covered by an Award may constitute a violation of law, then the Company may delay such issuance and the delivery of a certificate for such shares until (i) approval shall have been obtained from such governmental agencies, other than the Securities and Exchange Commission, as may be required under any applicable law, rule, or regulation and (ii) in the case where such issuance would constitute a violation of a law administered by or a regulation of the Securities and Exchange Commission, one of the following conditions shall have been satisfied:

- (a) the shares are at the time of the issue of such shares effectively registered under the Securities Act; or

(b) the Company shall have determined, on such basis as it deems appropriate (including an opinion of counsel in form and substance satisfactory to the Company) that the sale, transfer, assignment, pledge, encumbrance or other disposition of such shares or such beneficial interest, as the case may be, does not require registration under the Securities Act or any applicable state securities laws.

9.2. *Corporate Restrictions on Rights in Stock.* Any Common Stock to be issued pursuant to Awards granted under the Plan shall be subject to all restrictions upon the transfer thereof which may be now or hereafter imposed by the Certificate of Incorporation and the By-laws of the Company, each as amended and in effect from time to time. Whenever Common Stock is to be issued pursuant to an Award, if the Committee so directs at the time of grant (or, if such Award is an Option, at any time prior to the exercise thereof), the Company shall be under no obligation, notwithstanding any other provision of the Plan or the relevant Award Agreement to the contrary, to issue such shares until such time, if ever, as the recipient of the Award (and any person who exercises any Option, in whole or in part), shall have become a party to and bound by any agreement that the Committee shall require in its sole discretion. In addition, any Common Stock to be issued pursuant to Awards granted under the Plan shall be subject to all stop-transfer orders and other restrictions as the Committee may deem advisable under the rules, regulations and other requirements of any stock exchange upon which the Common Stock is then listed, and any applicable federal or state securities laws, and the Committee may cause a legend or legends to be put on any such certificates to make appropriate reference to such restrictions.

9.3. *Investment Representations.* The Company shall be under no obligation to issue any shares covered by an Award unless the shares to be issued pursuant to Awards granted under the Plan have been effectively registered under the Securities Act or the Participant shall have made such written representations to the Company (upon which the Company believes it may reasonably rely) as the Company may deem necessary or appropriate for purposes of confirming that the issuance of such shares will be exempt from the registration requirements of that Act and any applicable state securities laws and otherwise in compliance with all applicable laws, rules and regulations, including but not limited to that the Participant is acquiring shares for his or her own account for the purpose of investment and not with a view to, or for sale in connection with, the distribution of any such shares.

9.4. *Registration.* If the Company shall deem it necessary or desirable to register under the Securities Act or other applicable statutes any shares of Common Stock issued or to be issued pursuant to Awards granted under the Plan, or to qualify any such shares of Common Stock for exemption from the Securities Act or other applicable statutes, then the Company shall take such action at its own expense. The Company may require from each recipient of an Award, or each holder of shares of Common Stock acquired pursuant to the Plan, such information in writing for use in any registration statement, prospectus, preliminary prospectus or offering circular as is reasonably necessary for such purpose and may require reasonable indemnity to the Company and its officers and directors from such holder against all losses, claims, damage and liabilities arising from such use of the information so furnished and caused by any untrue statement of any material fact therein or caused by the omission to state a material fact required to be stated therein or necessary to make the statements therein not misleading in the light of the circumstances under which they were made.

9.5. *Lock-Up.* Without the prior written consent of the Company or the managing underwriter in any public offering of shares of Common Stock, no Participant shall sell, make any short sale of, loan, grant any option for the purchase of, pledge or otherwise encumber, or otherwise dispose of, any shares of Common Stock during the one hundred-eighty (180) day period commencing on the effective date of the registration statement relating to any underwritten public offering of securities of the Company. The foregoing restrictions are intended and shall be construed so as to preclude any Participant from engaging in any hedging or other transaction that is designed to or reasonably could be expected to lead to or result in, a sale or disposition of any shares of Common Stock during such period even if such shares of Common Stock are or would be disposed of by someone other than such Participant. Such prohibited hedging or other transactions would include, without limitation, any short sale (whether or not against the box) or any purchase, sale or grant of any right (including without limitation any put or call option) with respect to any shares of Common Stock or with respect to any security that includes, relates to, or derives any significant part of its value from any shares of Common Stock. Without limiting the generality of the foregoing provisions of this Section 9.5, if, in connection with any underwritten public offering of securities of the Company, the managing underwriter of such offering requires that the Company's directors and officers enter into a lock-up agreement containing provisions that are more restrictive than the provisions set forth in the preceding sentence, then (a) each Participant (regardless of whether or not such Participant has complied or complies with the provisions of clause (b) below) shall be bound by, and shall be deemed to have agreed to, the same lock-up terms as those to which the Company's directors and officers are required to adhere; and (b) at the request of the Company or such managing underwriter, each Participant shall execute and deliver a lock-up agreement in form and substance equivalent to that which is required to be executed by the Company's directors and officers.

9.6. *Placement of Legends; Stop Orders; Etc.* Each share of Common Stock to be issued pursuant to Awards granted under the Plan may bear a reference to the investment representations made in accordance with Section 9.3 in addition to any other applicable restrictions under the Plan, the terms of the Award and, if applicable, under any agreement between the Company and any Optionee and/or Participant, and to the fact that no registration statement has been filed with the Securities and Exchange Commission in respect to such shares of Common Stock. All certificates for shares of Common Stock or other securities delivered under the Plan shall be subject to such stock transfer orders and other restrictions as the Committee may



deem advisable under the rules, regulations, and other requirements of any stock exchange upon which the Common Stock is then listed, and any applicable federal or state securities law, and the Committee may cause a legend or legends to be placed on any such certificates to make appropriate reference to such restrictions.

9.7. *Tax Withholding.* Whenever shares of Common Stock are issued or to be issued pursuant to Awards granted under the Plan, the Company shall have the right to require the recipient to remit to the Company an amount sufficient to satisfy federal, state, local or other withholding tax requirements if, when, and to the extent required by law (whether so required to secure for the Company an otherwise available tax deduction or otherwise) prior to the delivery of any certificate or certificates for such shares. The obligations of the Company under the Plan shall be conditional on satisfaction of all such withholding obligations and the Company shall, to the extent permitted by law, have the right to deduct any such taxes from any payment of any kind otherwise due to the recipient of an Award. However, in such cases Participants may elect, subject to the approval of the Committee, acting in its sole discretion, to satisfy any applicable withholding requirements, in whole or in part, by having the Company withhold shares to satisfy their tax obligations. Participants may elect to have shares of their Common Stock withheld having a Market Value on the date the tax is to be determined that is no greater than maximum individual statutory rate, which could be imposed on the transaction, provided however, that with respect to Participants who are also subject to Section 16b-3 of the Exchange Act, such Participant may only have shares of their Common Stock withheld at a rate that does not exceed such Participant's estimated federal state, local and foreign tax obligations attributable to the underlying transaction. All elections shall be irrevocable, made in writing, signed by the Participant, and shall be subject to any restrictions or limitation that the Committee deems appropriate.

## 10. Reservation of Stock

The Company shall at all times during the term of the Plan and any outstanding Options granted hereunder reserve or otherwise keep available such number of shares of Common Stock as will be sufficient to satisfy the requirements of the Plan (if then in effect) and such Options and shall pay all fees and expenses necessarily incurred by the Company in connection therewith.

## 11. No Special Service Rights

Nothing contained in the Plan or in any Award Agreement shall confer upon any recipient of an Award any right with respect to the continuation of his or her employment, consulting or Board member relationship or other association with the Company (or any Affiliate), or interfere in any way with the right of the Company (or any Affiliate), subject to the terms of any separate employment, consulting or Board member agreement or provision of law or corporate articles or by-laws to the contrary, at any time to terminate such employment, consulting or Board member agreement or to increase or decrease, or otherwise adjust, the other terms and conditions of the recipient's employment, consulting or Board member relationship or other association with the Company and its Affiliates.

## 12. Nonexclusivity of the Plan

Neither the adoption of the Plan by the Board nor the submission of the Plan to the stockholders of the Company shall be construed as creating any limitations on the power of the Board to adopt such other incentive arrangements as it may deem desirable, including without limitation, the granting of stock options, restricted stock and restricted stock units other than under the Plan, and such arrangements may be either applicable generally or only in specific cases.

## 13. Termination and Amendment of the Plan

The Board may at any time terminate the Plan or make such amendments or modifications of the Plan as it shall deem advisable. In the event of the termination of the Plan, the terms of the Plan shall survive any such termination with respect to any Award that is outstanding on the date of such termination, unless the holder of such Award agrees in writing to terminate such Award or to terminate all or any of the provisions of the Plan that apply to such Award. Unless the Board otherwise expressly provides, any amendment or modification of the Plan shall affect the terms of any Award outstanding on the date of such amendment or modification as well as the terms of any Award made from and after the date of such amendment or modification; *provided, however*, that, except to the extent otherwise provided in the last sentence of this paragraph, (i) no amendment or modification of the Plan shall apply to any Award that is outstanding on the date of such amendment or modification if such amendment or modification would reduce the number of shares subject to such Award, increase the purchase price applicable to shares subject to such Award or materially adversely affect the provisions applicable to such Award that relate to the vesting or exercisability of such Award or of the shares subject to such Award, (ii) no amendment or modification of the Plan shall apply to any Incentive Option that is outstanding on the date of such amendment or modification if such amendment or modification would result in such Incentive Option no longer being treated as an "incentive stock option" within the meaning of Section 422 of the Code and (iii) no amendment or modification of the Plan shall apply to any Award that is outstanding on the date of such amendment or modification unless such amendment or modification of the Plan shall also

apply to all other Awards outstanding on the date of such amendment or modification. In the event of any amendment or modification of the Plan that is described in clause (i), (ii) or (iii) of the foregoing proviso, such amendment or modification of the Plan shall apply to any Award outstanding on the date of such amendment or modification only if the recipient of such Award consents in writing thereto.

The Committee may amend or modify, prospectively or retroactively, the terms of any outstanding Award without amending or modifying the terms of the Plan itself, *provided that* as amended or modified such Award is consistent with the terms of the Plan as in effect at the time of the amendment or modification of such Award, but no such amendment or modification of such Award shall, without the written consent of the recipient of such Award, reduce the number of shares subject to such Award, increase the purchase price applicable to shares subject to such Award, adversely affect the provisions applicable to such Award that relate to the vesting or exercisability of such Award or of the shares subject to such Award, or otherwise materially adversely affect the terms of such Award (except for amendments or modifications to the terms of such Award or of the stock subject to such Award that are expressly permitted by the terms of the Plan or that result from any amendment or modification of the Plan in accordance with the provisions of the first paragraph of this Section 13), or, if such Award is an Incentive Option, result in such Incentive Option no longer being treated as an "incentive stock option" within the meaning of Section 422 of the Code.

Without the approval of the Company's stockholders, the Committee will not, directly or indirectly, reduce the exercise price of an outstanding Option (other than in accordance with the adjustment provisions of Section 8.1).

#### **14. Interpretation of the Plan**

In the event of any conflict between the provisions of this Plan and the provisions of any applicable Award Agreement, the provisions of this Plan shall control, except if and to the extent that the conflicting provision in such Award Agreement was authorized and approved by the Committee at the time of the grant of the Award evidenced by such Award Agreement or is ratified by the Committee at any time subsequent to the grant of such Award, in which case the conflicting provision in such Award Agreement shall control. Without limiting the generality of the foregoing provisions of this Section 14, insofar as possible the provisions of the Plan and such Award Agreement shall be construed so as to give full force and effect to all such provisions. In the event of any conflict between the provisions of this Plan and the provisions of any other agreement between the Company and the Optionee and/or Participant, the provisions of such agreement shall control except as required to fulfill the intention that this Plan constitute an incentive stock option plan within the meaning of Section 422 of the Code, but insofar as possible the provisions of the Plan and any such agreement shall be construed so as to give full force and effect to all such provisions.

#### **15. Notices and Other Communications**

Any notice, demand, request or other communication hereunder to any party shall be deemed to be sufficient if contained in a written instrument delivered in person or duly sent by first class registered, certified or overnight mail, postage prepaid, or telecopied with a confirmation copy by regular, certified or overnight mail, addressed or telecopied, as the case may be, (i) if to the recipient of an Award, at his or her residence address last filed with the Company and (ii) if to the Company, at its principal place of business, addressed to the attention of its Chief Executive Officer, or to such other address or telecopier number, as the case may be, as the addressee may have designated by notice to the addressor. All such notices, requests, demands and other communications shall be deemed to have been received: (i) in the case of personal delivery, on the date of such delivery; (ii) in the case of mailing, when received by the addressee; and (iii) in the case of facsimile transmission, when confirmed by facsimile machine report.

#### **16. Governing Law**

The Plan and all Award Agreements and actions taken thereunder shall be governed, interpreted and enforced in accordance with the laws of the State of New Jersey, without regard to the conflict of laws principles thereof.

#### **17. Effective Date**

This Amended and Restated 2007 Equity Incentive Plan was approved by the Board on April 21, 2016 (the "Effective Date") and subsequently approved by the stockholders.



## APPENDIX A

### RECONCILIATION OF NON-GAAP FINANCIAL MEASURE

#### *Non-GAAP Financial Measure:*

This proxy statement contains references to an adjusted financial measure that we believe provides investors and management with supplemental information relating to operating performance and trends that facilitate comparisons between periods. This adjusted financial measure is a non-GAAP measure and should be considered in addition to, but not as a substitute for, the information prepared in accordance with U.S. GAAP. We typically exclude certain GAAP items that management does not believe affect our basic operations and that do not meet the GAAP definition of unusual or non-recurring items. We use this non-GAAP financial measures to assist in establishing budgets, operations goals, and to assess and identify certain operating trends. This non-GAAP measure should be considered in addition to, but not as a substitute for, the information prepared in accordance with U.S. GAAP. Other companies may define this measure differently. Non-GAAP financial measures are not an alternative for financial measures prepared in accordance with GAAP.

A reconciliation of adjustments to our reported profitability is below:

| <b>(in thousands)</b>  | <b>Three Months<br/>Ended<br/>December 31,<br/>2023</b> | <b>Year Ended<br/>December 31,<br/>2023</b> |
|--|---|---|
| <b>GAAP net loss</b>   | \$(33,843)  | \$(151,584)                                 |
| <b>Share-based compensation</b>                                  | 18,095  | 86,077                                      |
| Loss on impairment of assets                                     | —   | 1,134                                       |
| <b>Changes in fair value of contingent consideration payable</b> | —   | 2,583                                       |
| Depreciation and amortization                                    | 2,182   | 7,873                                       |
| <b>Loss on extinguishment of debt</b>                            | 13,933  | 13,933                                      |
| <b>Income tax expense (benefit)</b>                              | 2,183   | 1,483                                       |
| <b>Non-GAAP net income (loss)</b>                                | <u>\$ 2,550</u>   | <u>\$ (38,501)</u>                          |