

**AMICUS THERAPEUTICS, INC.**  
**CORPORATE GOVERNANCE GUIDELINES**

The board of directors (the “**Board**”) of Amicus Therapeutics, Inc. (the “**Company**”) has developed corporate governance practices to help it fulfill its responsibilities to the Company’s stockholders to oversee the work of management and the Company’s business and operations. The governance practices contained in these guidelines are intended to assure that the Board has the necessary authority and practices established to review and evaluate the Company’s business and operations, and to make decisions independent of management. These guidelines also are intended to align the interests of directors and management with those of the Company’s stockholders. These guidelines are subject to future review and revision as the Board may find necessary or advisable to achieve these objectives.

**Board Composition and Selection**

1. **Board Size.** In accordance with the Company’s by-laws, the number of directors constituting the full Board shall be as determined by the Board from time to time. The Board believes that in connection with and after the initial public offering, 8 to 10 directors is an appropriate number of directors based on the Company’s present circumstances and stage of development. The Board may periodically evaluate whether a larger or smaller number of directors would be preferable.
2. **Selection of Board Members.** All Board members are elected by the Company’s stockholders for three-year terms, except as noted below with respect to vacancies. Each year, at the Company’s annual stockholder meeting, the Board recommends director nominees for the relevant class of directors for election by stockholders. The Board’s recommendations are based on its determination (using advice and information supplied by its Nominating and Corporate Governance Committee) as to the suitability of the nominees, individually and in the aggregate, to serve as directors of the Company, taking into account the membership criteria discussed below. The Board may fill vacancies in existing or new director positions, which directors will serve only until the next election of directors by stockholders unless elected by the stockholders to a further term at such time.
3. **Invitation to Join the Board.** The invitation to join the Board will be extended by the Board itself via the Company’s Chairman of the Board (the “**Chairman**”).
4. **Board Membership Criteria.** The Board’s Nominating and Corporate Governance Committee will work with the Board no less frequently than every three years to evaluate individual Board members, utilizing the Board’s skills matrix that takes into account an individual’s skills, expertise, industry and other knowledge and business and other experience that would be useful to the effective oversight of the Company’s business. It is the policy of the of the Board that directors should possess strong personal and professional ethics, integrity, and values; be business savvy and supportive of the Company and its mission; and be committed to represent the long-term interests of the stockholders. The Board is committed to director refreshment, the company’s patient focused mission and personal and professional diversity. Selection of candidates for election or re-election shall include consideration of a range of diverse perspectives, including, but not limited to

gender, age, board experience and tenure, ethics and values, patient-focus, race, ethnic and cultural background and other relevant background and skills. This evaluation shall be conducted in conjunction with the Board evaluation required by Paragraph 18 of these Guidelines.

5. **Board Composition.** A majority of the Board will consist of directors whom the Board has determined are “independent” under Section 10A of the Securities Exchange Act of 1934 (the “*Act*”), the listing standards of The Nasdaq Stock Market (“*Nasdaq*”) and other applicable laws, rules and regulations regarding independence in effect from time to time, subject to any phase-in rules that may be applicable.
6. **Term Limits and Retirement Age.** The Board does not believe it should limit the number of terms for which an individual may serve as a director nor establish a mandatory retirement age. Directors who have served on the Board for an extended period of time are able to provide valuable insight into the operations and future of the Company based on their experience with, and understanding of, the Company’s history, policies and objectives. The Board believes that, as an alternative to term limits or mandatory retirement, it can ensure that the Board continues to evolve and adopt new viewpoints through the evaluation and nomination process described in these guidelines.
7. **Selection of Chairman and CEO.** The Board will select the Chairman and the Chief Executive Officer (“*CEO*”) of the Company in the manner that it determines to be in the best interests of the Company’s stockholders. If the Chairman and the CEO of the Company are the same person, the Board will elect a non-management director to serve in a lead capacity. Once elected, the Lead Independent Director is generally expected to serve for a term of three years. The Board may extend the term for one additional year. The Lead Independent Director’s successor will generally be elected six (6) months prior to the expiration of the then-serving Lead Independent Director’s three-year term or one year extension term, if applicable, in order to assist in the transition between Lead Independent Directors. The responsibilities of the Lead Independent Director shall be set forth in the Company’s Lead Independent Director Charter.
8. **Stock Ownership.** In order to align the long-term interests of directors and executive officers with those of stockholders, the Board has adopted stock ownership guidelines, which are disclosed in the Company’s proxy statement. The Compensation and Leadership Development Committee of the Board monitors compliance with this policy and will take any actions necessary to ensure compliance.
9. **Director Expectations; Limitations on Other Board Service.** Directors are expected to prepare for, attend and participate in Board meetings and meetings of Committees on which they serve, and each member of the Board is strongly encouraged to attend each annual meeting of the Company’s stockholders. In addition, directors must stay abreast of the Company’s business, operations and markets. The Board expects that each director will avoid circumstances that create a conflict of interest that would materially impair his or her ability to (i) exercise independent judgment or (ii) otherwise discharge the fiduciary duties owed as a director to the Company and its stockholders. Each director is expected to

ensure that other existing and planned future commitments do not materially interfere with the director's service on the Board of the Company.

- Board Directors should not hold more than five (5) directorships of public companies (including such director's seat on the Board), unless they are an executive of another company, in which case they should not serve on more than three (3) total boards. A Company executive serving as a director should not serve on the board of more than one (1) other public company.
- Directors are expected to report any changes in their employer, employment status, principal occupation or departures from other board positions in writing to the Chairperson of the Board and the Chairperson of the Nominating and Corporate Governance Committee. The Board, through the Nominating and Governance Committee, will thereafter review the continued appropriateness of the director's membership on the Board and its committees under the new circumstances.
- Directors are also expected to request approval in writing from the Chairperson of the Board and the Chairperson of the Nominating and Corporate Governance Committee prior to accepting any additional public or private company board position so that the potential for conflicts or other factors affecting the director's ability to perform his or her duties may be fully assessed.

The above and other commitments will be considered by the Nominating and Corporate Governance Committee and the Board when reviewing Board candidates for nomination or re-election and in connection with the Board's self-assessment process.

### **Board Meetings and Performance**

10. **Number of Meetings.** The Board will have at least four (4) meetings each year and such additional meetings as called by the Board or otherwise in accordance with the Company's by-laws.
11. **Agenda.** The Chairman in consultation with the CEO, taking into account suggestions from other members of the Board, will set the agenda for each Board meeting and will distribute such agenda in advance to each director.
12. **Distribution of Materials.** All information relevant to the Board's understanding of matters to be discussed at an upcoming Board meeting will be distributed in writing or electronically to all members in advance, whenever feasible and appropriate. In preparing this information, management should ensure that materials distributed are as concise as possible and give directors sufficient information to make informed decisions. The Board acknowledges that certain items to be discussed at Board meetings are of an extremely sensitive nature and that the distribution of materials on these matters prior to Board meetings may not be appropriate.
13. **Access to Management and Employees.** The Board will have complete access to Company management and employees in order to ensure that directors can ask all questions

and obtain all information necessary to fulfill their duties. The Board may specify a protocol for making such inquiries. Management is encouraged to invite Company personnel to any Board meeting at which their presence and expertise would help the Board have a full understanding of matters being considered.

14. **Executive Sessions of Independent Directors.** The independent directors of the Board will meet in executive session (with no management directors or management present) at each regularly scheduled Board meeting, but in no event less than four (4) times per year. Executive sessions of the independent directors will be called and chaired by the chairman of the Board's Nominating and Corporate Governance Committee. These executive session discussions may include such topics as the independent directors determine.
15. **Board's Interaction with Third Parties.** The Board believes that management speaks for the Company, and should be responsible for communications with the press, media, institutional investors and other outside parties made on behalf of the Company. Individual directors from time to time may meet or otherwise communicate with various constituencies involved with the Company, but it is expected that directors would do so only with the knowledge of management and, in most instances, at the request of management.

#### **Performance Evaluation; Succession Planning**

16. **Annual CEO Evaluation.** The Lead Independent Director will perform an evaluation at least annually of the performance of the CEO and communicate the results of the review to the Board's Compensation and Leadership Development Committee and the CEO. The Board's Compensation and Leadership Development Committee will review the results and will determine the appropriate CEO compensation based on specific criteria established by the Compensation and Leadership Development Committee.
17. **Succession Planning; Evaluation of Other Executive Officers.** The CEO will discuss executive succession planning and management development with the Board's Compensation and Leadership Development Committee at least annually. The CEO will, at least annually, review the performance of all other executive officers. These evaluations will be based principally upon objective criteria including business performance, accomplishment of strategic objectives, development of management and other matters relevant to the Company's short- and long-term success and the creation of stockholder value. These evaluations shall be considered by the Compensation and Leadership Development Committee in its deliberations with respect to the compensation of these officers.
18. **Board Evaluation.** The Board's Nominating and Corporate Governance Committee will conduct an annual evaluation of the performance of the Board and report its conclusions to the Board. Such report generally should include: (i) an assessment of the Board's compliance with the principles set forth in these guidelines; (ii) identification of areas in which the Board could improve its performance; and (iii) recommendations for the development and implementation of policies to ensure such improvement.

## Compensation

19. **Board Compensation Review.** The Board's Compensation and Leadership Development Committee will review Board and committee compensation and benefits and recommend any proposed changes to the Board for its approval. The Board will make changes in its director and committee compensation practices only upon the recommendation of its Compensation and Leadership Development Committee.

## Committees

20. **Number and Type of Committees.** The Board has established each of the following committees: Audit and Compliance Committee, Compensation and Leadership Development Committee, Nominating and Corporate Governance Committee, and Science and Technology Committee. The Board may add new committees or remove existing ones as it deems advisable in the fulfillment of its primary responsibilities. Each committee will perform its duties as assigned by the Board in compliance with the Company's by-laws and such committee's charter. Committee duties are described briefly as follows:

- **Audit and Compliance Committee.** The Audit and Compliance Committee shall assist the Board in overseeing the quality and integrity of the Company's financial statements, the Company's compliance with legal and regulatory requirements and corporate compliance program, the qualifications and independence of the Company's registered public accounting firm, and the performance of the Company's registered public accounting firm. In doing so, it is the goal of the Audit and Compliance Committee to maintain free and open communication among the Committee, the Chief Compliance Officer, the Company's registered public accounting firm and management of the Company. In discharging its oversight role, the Audit and Compliance Committee is empowered to investigate any matter brought to its attention with full access to all books, records, facilities and personnel of the Company.
- **Compensation and Leadership Development Committee.** The Compensation and Leadership Development Committee discharges the overall responsibility of the Board relating to executive compensation, reviews and approves the Compensation Discussion and Analysis portion of the proxy statement and produces an annual compensation report for inclusion in the Company's proxy statement, and assesses and monitors the Company's organizational health, leadership development programs, and processes designed to attract, motivate, develop and retain employees.
- **Nominating and Corporate Governance Committee.** The Nominating and Corporate Governance Committee identifies qualified individuals to become members of the Board and recommends to the Board proposed nominees for Board membership, recommends to the Board directors to serve on each committee of the Board, assesses the Board's effectiveness, develops and implements the Company's corporate governance guidelines, and reviews and approves the corporate governance section of the proxy statement.

- **Science and Technology Committee.** The Science and Technology Committee assists the Board in its oversight of matters relating to the Company's strategic direction and investment in research and development and technology and is also responsible for identifying and discussing significant emerging trends and issues in science and technology and considering the impact on the Company.
21. **Committee Risk Oversight.** The Board provides risk oversight for the Company through its Enterprise Risk Program, which is carried out through each of the Audit and Compliance, Compensation and Leadership Development, Nominating and Corporate Governance, and Science and Technology Committees. Each committee has been delegated oversight authority by the Board in their respective areas of expertise and provides regular updates to the Board on key risk issues and mitigation strategies to assist the Board in the discharge of its duty of risk management. The Board will periodically review the Enterprise Risk Program and update each committees' areas of oversight as it believes necessary.
  22. **Rotation of Committee Members.** The Board and its Nominating and Corporate Governance Committee believe that consideration should be given to rotating members of the Board's committees periodically, but do not believe that such a rotation should be mandated as a policy since there may be reasons in certain instances to maintain an individual director's committee membership for a longer period of time.
  23. **Composition of Committees; Committee Chairmen.** Each of the Audit and Compliance, Compensation and Leadership Development, Nominating and Corporate Governance, and Science and Technology Committees consist solely of directors who satisfy the applicable independence requirements of the Act, Nasdaq and other applicable laws, rules and regulations regarding independence in effect from time to time, unless the Board determines that the participation of a non-independent director is in the best interests of the Company and its stockholders, and subject to the phase-in rules that may be applicable. The Board is responsible for the appointment of committee members according to criteria that it determines to be in the best interest of the Company and its stockholders.
  24. **Committee Meetings and Agenda.** The chairman of each committee will develop, together with relevant Company management, such committee's general agenda and objectives and for setting the specific agenda for such committee's meetings. Such chairman and committee members will determine the frequency and length of committee meetings consistent with each such committee's charter.

#### **Miscellaneous**

25. **Confidentiality.** The proceedings and deliberations of the Board and its committees will be treated as confidential. Each director will maintain the confidentiality of information received in connection with his or her service as a director.
26. **No limitation on Indemnification.** These guidelines are not intended to modify, extinguish, or in any other manner limit the indemnification, exculpation, and similar rights

available to the directors of the Company under applicable law, the Company's Certificate of Incorporation or its by-laws.

27. **Reliance on Management and Consultants.** The Board will be entitled to rely upon management and such counsel, accountants, auditors and other expert advisors and consultants ("**Consultants**") as it deems appropriate. Except as otherwise provided in a committee charter, the Board will have the authority to select, retain, terminate and approve the fees and other retention terms of such Consultants, which fees will be borne by the Company.
28. **Periodic Review.** The Board shall, from time to time as it deems appropriate, review and reassess the adequacy of these guidelines in conjunction with the recommendations of the Nominating and Corporate Governance Committee regarding same.
29. **Disclosure of Corporate Governance Principles.** These guidelines will be made available on the Company's website at [www.amicusrx.com](http://www.amicusrx.com).

*Corporate Governance Guidelines- Revised 2020*