

Amicus Therapeutics, Inc.
Lead Independent Director
Charter

If the Chairman of the Board of Directors (the “Board”) and Chief Executive Officer (“CEO”) of Amicus Therapeutics, Inc. (the “Company”) are the same person, the Company’s Board will annually elect a non-management director to serve in a lead capacity. Although annually elected, the Lead Independent Director is generally expected to serve more than one year.

Generally, the Lead Independent Director coordinates the activities of the other non-management directors, and performs such other duties and responsibilities as the Board may determine.

The specific responsibilities of the Lead Independent Director are as follows:

- In consultation with the CEO, coordinate the scheduling of Board meetings and preparation of agenda material for Board meetings and executive sessions of the Board’s independent directors.
- Lead executive sessions of the Board’s independent directors.
- Define the scope, quality and timeliness of the flow of information between Company management and the Board that is necessary to for the Board to effectively and responsibly perform their duties.
- Oversee the process of hiring, evaluating, developing, compensating and replacing the CEO.
- Advise the independent board committee chairs in fulfilling their designated roles and responsibilities to the Board.
- Assist the Board and Company officers in complying with and implementing the Company’s Governance Guidelines.
- Act as a liaison between the independent directors and the CEO on sensitive issues.
- Coordinate performance evaluations of the CEO, the Board and its Committees.
- Calling special Board meetings.
- Be available for communication with stockholders.