

## **Nominating and Corporate Governance Committee Charter**

### **Introduction**

This charter governs the operations of the Nominating and Corporate Governance Committee (the “*Committee*”) of the board of directors (the “*Board*”) of Amicus Therapeutics, Inc. (the “*Company*”). The Company shall make this charter available on its website at [www.amicusrx.com](http://www.amicusrx.com).

### **Membership of Committee**

The Committee shall be composed of such number of directors appointed by the Board, each of whom shall satisfy the applicable independence requirements of The Nasdaq Stock Market and the rules and regulations of the Securities and Exchange Commission subject to the phase-in rules that may be applicable.

Members of the Committee shall be appointed by and shall serve at the discretion of the Board. The chairman of the Committee shall be appointed by the Board. Committee members shall serve until their successors are duly appointed and qualified or until their earlier removal by the Board at any time. The Committee is governed by the same rules regarding the conduct of meetings (including meetings in person or by telephone or other similar communications equipment), action without meetings, notice, waiver of notice, and quorum and voting requirements as are applicable to the Board, as laid out in the Certificate of Incorporation and By-laws of the Company.

The Committee may form and delegate any of its responsibility to subcommittees as it deems necessary or appropriate in its sole discretion.

### **Meetings and Consultants**

The Committee shall meet as often as it shall determine, but not less frequently than annually. The Committee shall have the authority to select, retain and terminate any consultants, outside counsel and other advisors (“*Consultants*”) as it deems necessary or appropriate in its sole discretion. The Committee may invite such Consultants to attend meetings of the Committee or to meet with any members of the Committee. The Committee shall have the sole authority to approve the fees and retention terms relating to such Consultants, which fees shall be borne by the Company.

### **Purposes of the Committee**

The Committee shall (i) identify qualified individuals to become members of the Board and recommend to the Board proposed nominees for Board membership, (ii) recommend to the Board directors to serve on each committee of the Board, (iii) assess the Board’s effectiveness and develop and implement the Company’s corporate governance guidelines, (iv) monitor and recommend functions and responsibilities of the various committees of the Board and (v) perform such other tasks as the Board may, from time to time, prescribe. All powers of the Committee are subject to the Company’s Certificate of Incorporation and By-laws and applicable law.

## **Authority and Responsibilities**

The Committee shall have the following authority and responsibilities:

- To lead the search for individuals qualified to become members of the Board (in accordance with the policy of the Board, if any, regarding qualifications and criteria for Board membership, as set forth in the Company's Corporate Governance Guidelines) and to select director nominees to be presented for stockholder approval at the annual meeting of the Company's stockholders or, if applicable, at a special meeting of stockholders and to develop and recommend to the Board a policy regarding consideration of nominees for directors who are recommended by the stockholders of the Company;
- To review at least annually the standards to be applied by the Board in making determinations as to whether a director satisfies the applicable independence requirements, to recommend to the Board any modifications to these standards that the Committee deems desirable, and to provide to the Board the Committee's assessment of which directors satisfy such independence requirements under then- current standards and under any recommended modifications to such standards;
- To engage in succession planning for the Board and key leadership roles on the Board and its committees;
- To review with the entire Board from time to time the appropriate skills and characteristics required of directors in the context of the current make-up of the Board and the anticipated needs of the Board and the Company, and to work with the Board no less frequently than every three years to evaluate individual Board members, taking 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;
- To review the Board's size, composition and structure and make recommendations to the Board as necessary;
- To consider proposals submitted by the Company's stockholders and to establish any policies, requirements, criteria and procedures, including policies and procedures to facilitate stockholder communications with the Board, as well as recommend to the Board appropriate action on any such proposal or recommendation and to make any disclosures required by applicable law in the course of exercising such power and authority;
- To review the Board's committee structure, including issues of diversity, age, tenure, skills such as understanding technology, finance and marketing, and recommend to the Board for its approval directors to serve as members of each committee of the Board and to fill vacancies as needed;
- To oversee Board oversight of risk management and review Company issues in the areas of activism, corporate social responsibility, sustainability, philanthropy and the Company's

participation and visibility as a global corporate citizen and make recommendations to the Board as necessary;

- To periodically receive updates from the Company's Chief Compliance Officer in order to assess the compliance oversight responsibilities of each committee of the Board in identified risk areas and to advise the Board on the strengthening or creation of additional committees as necessary;
- To conduct an annual performance evaluation of the Board and its committees, to oversee the performance self-evaluations conducted by the Board and its committees and to work with the Board no less frequently than every three (3) 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, business and experience that the Board has determined would be useful for the effective oversight of the Company's business;
- To develop and recommend to the Board for its approval at the Company's Corporate Governance Guidelines, which the Committee shall review every three (3) years, or more frequently if appropriate, and recommend changes to the Board as necessary;
- To oversee and review the processes and procedures used by the Company to provide information to the Board and its committees, and the processes and procedures utilized by the committees of the Board to share information amongst each other. The Committee should consider, among other factors, the reporting channels through which the Board and its committees receive information and the level of access to outside advisors where necessary or appropriate, as well as the procedures for providing accurate, relevant and appropriately detailed information to the Board and its committees on a timely basis;
- To consider and, if deemed necessary or appropriate, develop and implement a plan or program for the continuing education of directors;
- To provide general advice to the Board on corporate governance matters, including to review and assess, at least once every three (3) years, the Company's Certificate of Incorporation and By-laws and the charters of all the committees of the Board and recommend to the Board for its consideration any improvements the Committee deems necessary or appropriate;
- Investigate any matter brought to its attention that is within the scope of the Committee's authority and responsibilities;
- To report regularly to the Board on the Committee's activities; and
- To perform any other activities consistent with this charter, the Company's certificate of incorporation and by-laws and applicable law, as the Committee or the Board deems appropriate.

To the extent that any provision or section of this charter may be inconsistent with any article, provision or section of the Certificate of Incorporation or By-laws of the Company, the Articles of Incorporation or Bylaws of the Company, as appropriate, shall fully control.