AMICUS THERAPEUTICS INC
Form DEF 14A
April 27, 2018

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UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 14A

Proxy Statement Pursuant to Section 14(a) of
the Securities Exchange Act of 1934 (Amendment No.)

Filed by the Registrant ý

Filed by a Party other than the Registrant o

Check the appropriate box:

o Preliminary Proxy Statement

o **Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))**

ý Definitive Proxy Statement

o Definitive Additional Materials

o Soliciting Material under §240.14a-12

Amicus Therapeutics, Inc.

(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

ý No fee required.

o Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.
(1) Title of each class of securities to which transaction applies:

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o Fee paid previously with preliminary materials.

o Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

(1) Amount Previously Paid:

(2) Form, Schedule or Registration Statement No.:

(3) Filing Party:

(4) Date Filed:

April 27, 2018

Dear Stockholder:

We are pleased to invite you to attend our 2018 Annual Meeting of Stockholders to be held at the offices of Amicus Therapeutics, Inc., located at 1 Cedar Brook Drive, Cranbury, New Jersey 08512 on Thursday, June 7, 2018, at 9:00 a.m. Eastern Daylight Time.

Enclosed are the following:

Our Notice of Annual Meeting of Stockholders and Proxy Statement for 2018;

Our Annual Report on Form 10-K for 2017; and

A proxy card with a return envelope to record your vote.

The accompanying notice of the 2018 Annual Meeting and Proxy Statement describe 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 in person 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 in person.

Sincerely,

John F. Crowley
Chairman and Chief Executive Officer

April 27, 2018

NOTICE OF 2018 ANNUAL MEETING OF STOCKHOLDERS

To our Stockholders:

The 2018 Annual Meeting of Stockholders of Amicus Therapeutics, Inc. will be held at the offices of Amicus Therapeutics, Inc., located at 1 Cedar Brook Drive, Cranbury, New Jersey 08512 on Thursday, June 7, 2018 at 9:00 a.m. Eastern Daylight Time. The purpose of this meeting is to vote on the following:

1. Elect two Class II directors as nominated by the Board of Directors each to serve a three-year term expiring at the 2021 Annual Meeting or until their respective successors have been elected;

2. Approve an amendment to our Restated Certificate of Incorporation to increase the number of shares of common stock, par value $0.01 per share, that we are authorized to issue from 250,000,000 shares to 500,000,000 shares

3. Approve the Amended and Restated 2007 Equity Incentive Plan to add 5,000,000 shares to the equity pool

4. Ratify the appointment of Ernst & Young LLP as the Company's independent registered public accounting firm for the fiscal year ending December 31, 2018;

5. Approve, on an advisory basis, the Company's executive compensation; and

6. 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 2018 Annual Meeting is April 16, 2018. 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:

Ellen Rosenberg
General Counsel and Corporate Secretary

Cranbury, New Jersey
April 27, 2018

You are cordially invited to attend the meeting in person. 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.

1 Cedar Brook Drive, Cranbury, New Jersey 08512
(609) 662-2000

PROXY STATEMENT FOR THE AMICUS THERAPEUTICS, INC.
2018 ANNUAL MEETING OF STOCKHOLDERS TO BE HELD ON JUNE 7, 2018

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 2018 Annual Meeting of Stockholders (the "Annual Meeting") and any adjournments of the meeting to be held at the offices of Amicus Therapeutics, Inc., located at 1 Cedar Brook Drive, Cranbury, New Jersey 08512 on Thursday, June 7, 2018 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 2017 Annual Report on Form 10-K, 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 27, 2018.

IMPORTANT NOTICE REGARDING THE AVAILABILITY OF PROXY MATERIALS FOR THE ANNUAL MEETING TO BE HELD ON JUNE 7, 2018.

THE PROXY STATEMENT AND FORM OF PROXY FOR OUR 2018 ANNUAL MEETING OF STOCKHOLDERS AND OUR ANNUAL REPORT ON FORM 10-K FOR THE YEAR ENDED DECEMBER 31, 2017 ARE AVAILABLE AT:

www.sec.gov, through the Investor Relations section of our web site at *www.amicusrx.com* or at http://www.astproxyportal.com/ast/15417/

Who Can Vote?

Only stockholders of record at the close of business on April 16, 2018 are entitled to vote at the Annual Meeting. On this record date, there were [187,995,994] 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 16, 2018, your shares were registered directly in your name with our transfer agent, American Stock Transfer & Trust Company, then you are a stockholder of record. As a stockholder of record, you may vote in person 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 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 16, 2018, 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, you may not vote your shares in person at the meeting unless you provide a valid proxy from your broker, bank or other custodian.

What am I voting on?

There are five matters scheduled for a vote:

Elect two Class II directors;

Approve an amendment to our Restated Certificate of Incorporation to increase the number of shares of common stock, par value $0.01 per share, that we are authorized to issue from 250,000,000 shares to 500,000,000 shares

Approve the Amended and Restated 2007 Equity Incentive Plan to add 5,000,000 shares to the equity pool;

Ratify the selection of Ernst & Young LLP as our independent registered public accounting firm for our fiscal year ending December 31, 2018; and

Approval, on an advisory basis, of 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.

Stockholder of Record: If your shares are registered directly in your name, you may vote:

By mail. Complete and mail the enclosed proxy card in the enclosed postage prepaid envelope. Your proxy will be voted in accordance with your instructions. If you sign the proxy card but do not specify how you want your shares voted, they will be voted as recommended by our Board.

In person at the meeting. If you attend the meeting, you may deliver your completed proxy card in person or you may vote by completing a ballot, which will be available at the meeting.

By telephone. You may vote over the telephone by calling toll-free 1-800-PROXIES (1-800-776-9437) in the United States or 1-718-921-8500 from outside the United States and follow the recorded instructions. Please have your proxy card available when you call. Your vote must be received by 11:59 p.m. Eastern Daylight Time on June 6, 2018 to be counted.

Internet. You may vote via the Internet by going to *www.voteproxy.com* and follow the on-screen instructions. Please have your proxy card available when you access the web page. Your vote must be received by 11:59 p.m. Eastern Daylight Time on June 6, 2018 to be counted.

Beneficial Owner: If your shares are held in "street name" (held in the name of a bank, broker or other nominee), you must provide the bank, broker or other nominee with instructions on how to vote your shares and can do so as follows:

By mail. You will receive instructions from your broker or other nominee explaining how to vote your shares.

In person at the meeting. Contact the broker or other nominee who holds your shares to obtain a broker's proxy card and bring it with you to the meeting. You will not be able to vote at the meeting unless you have a proxy card from your broker.

How Many Votes do I have?

Each share of Common Stock that you own as of April 16, 2018, 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 4. 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 in person and voting in person if you are a stockholder of record. Attending the meeting in person 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?

The Board recommends that you vote as follows:

"FOR" the election of the nominees for director;

"FOR" the approval of an amendment to our Restated Certificate of Incorporation to increase the number of shares of common stock, par value $0.01 per share, that we are authorized to issue from 250,000,000 shares to 500,000,000 shares;

"**FOR**" the approval of the Amended and Restated 2007 Equity Incentive Plan to add 5,000,000 shares to the equity pool;

"FOR" ratification of the selection of Ernst & Young LLP as our independent registered public accounting firm for our fiscal year ending December 31, 2018; and

"FOR" the approval 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 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 (also known as a "plurality" of the votes) will be elected. Abstentions are not counted as voting on the matter for purposes of electing directors. 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. 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: Approve the Amendment to our Restated Certificate of Incorporation	The affirmative vote of a majority of the shares present in person or represented by proxy at the Annual Meeting and entitled to vote on such matter is required to approve the amendment to our Restated Certificate of Incorporation. 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. These broker non-votes will have no effect on the results of this vote. Our Board has approved the amendment to our Restated Certificate of Incorporation and believes it is in the best interest of the stockholders to approve it.

Proposal 3: Approve the Amended and Restated 2007 Equity Incentive Plan	The affirmative vote of a majority of the shares present in person 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. These broker non-votes will have no effect on the results of this vote. Our Board has approved the Amended and Restated 2007 Equity Incentive Plan and believes it is in the best interest of the stockholders to approve it.
Proposal 4: Ratify Selection of Independent Registered Public Accounting Firm	The affirmative vote of a majority of the shares present in person 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 select our independent registered public accounting firm. However, our Board believes it is advisable to give stockholders the opportunity to ratify this selection. 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, 2018, the Audit and Compliance Committee of our Board will reconsider its selection.
Proposal 5: Approval, on an Advisory Basis, of Executive Compensation	The affirmative vote of a majority of the shares present in person 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 authority to vote customers' unvoted shares held by the firms in street name for this proposal. If a broker does not exercise this authority, such 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" and "Withhold" and (with respect to proposals other than the election of directors) "Against" votes, abstentions and broker non-votes. Shares represented by abstentions and broker non-votes will be counted in determining whether there is a quorum for the Annual Meeting. Abstentions

will have no effect on Proposal 1 but will have the effect of a vote against Proposal 2, 3, 4 and 5. Broker non-votes will not be counted towards the vote total for any proposal.

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

We 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 14a8 and received by the Secretary of the Company no later than December 28, 2018. Proposals received after that date will not be included in the proxy materials we send out in connection with the 2019 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, stockholder notice of any such proposal must be received by us not earlier than November 28, 2018 and not later than December 28, 2018; provided, however, that in the event that the date of the 2019 Annual Meeting of Stockholders is more than 30 days before or more than 60 days after the anniversary date of the 2018 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 2019 Annual Meeting of Stockholders and not later than the close of business on the later of the 60th day prior to the 2019 Annual Meeting of Stockholders or the 10th day following the day on which we make a public announcement of the 2019 Annual Meeting of Stockholders. All stockholder proposals should be marked for the attention of General Counsel and Corporate Secretary, c/o Amicus Therapeutics, Inc., 1 Cedar Brook Drive, Cranbury, New Jersey 08512.

Attending the Annual Meeting

The Annual Meeting will be held at the offices of Amicus Therapeutics, Inc., located at 1 Cedar Brook Drive, Cranbury, New Jersey 08512 on Thursday, June 7, 2018 at 9:00 a.m. Eastern Daylight Time. When you arrive at Amicus, signs will direct you to the appropriate meeting rooms. 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 *Donald Hayden, Jr.* and *Craig Wheeler* 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 Donald Hayden, Jr. and Craig Wheeler for election at the Annual Meeting for a term of three years to serve as Class II directors until the 2021 Annual Meeting of Stockholders, and until their respective successors are duly elected and qualified. The Class I directors Dr. Ted Love and Robert Essner and the Class III directors John F. Crowley, Margaret McGlynn, Michael Raab, and Glenn Sblendorio will serve until the Annual Meetings of Stockholders to be held in 2020 and 2019, 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 Donald Hayden, Jr. and Craig Wheeler. 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 Restated 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 consisted of eight members. Our Board is divided amongst three classes as follows:

The Class I directors are Dr. Love and Mr. Essner and their term will expire at the 2020 Annual Meeting of Stockholders;

The Class II directors are Mr. Hayden and Mr. Wheeler and their term will expire at the 2018 Annual Meeting of Stockholders; and

The Class III directors are Messrs. Crowley, Raab, and Sblendorio and Ms. McGlynn, and their term will expire at the 2019 Annual Meeting of Stockholders.

Our Restated Certificate of Incorporation and Restated By-laws provide that the authorized number of directors may be changed only by resolution of the Board. Our Board has authorized that the size of the Board be set at ten members.

On February 23, 2018, our Board, upon the recommendation of the Nominating and Corporate Governance Committee, voted to nominate Mr. Hayden and Mr. Wheeler for re-election as Class II directors at the 2018 Annual Meeting for a term of three years to serve until the 2021 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.

Nominees for Election at the Annual Meeting

Name	Age	Position
Donald Hayden(1)(2)	62	Director
Craig Wheeler(3)(4)	57	Director

(1) Chair of Nominating/Corporate Governance Committee.

(2) Lead Independent Director

(3) Member of Compensation Committee

(4) Member of Science and Technology Committee

Donald J. Hayden, Jr. has served as a member of our Board since March 2006 and as Lead Independent Director since February 2010. Mr. Hayden served as Chairman from March 2006 until February 2010 and from September 2006 until March 2007 as Interim President and Chief Executive Officer. From 1981 to 2006, he held several executive positions with Bristol-Myers Squibb Company, most recently serving as Executive Vice President and President, Americas. Mr. Hayden is Chair of the Boards of Directors of Insmed Incorporated (NASDAQ: INSM) and REGENXBIO Inc. (NASDAQ: RGNX). Mr. Hayden holds a B.A. from Harvard University and an M.B.A. from Indiana University.

Skills and Qualifications: Mr. Hayden has more than 30 years of experience in the pharmaceutical industry, including leadership roles in commercialization, drug launch, executive management, financial and strategic planning and business development. He also has significant Board experience through his service on the Board of Directors of other publicly-held biopharmaceutical companies and his service as our Interim Chief Executive Officer all of which contribute to our conclusion that he should continue to serve as a director of the Company and is particularly well suited to serve as Lead Independent Director and Chair of the Nominating and Corporate Governance Committee.

Craig Wheeler has served as a member of our Board since June 2016. Since September 2006, Mr. Wheeler has served as President and Chief Executive Officer of Momenta Pharmaceuticals, Inc. (NASDAQ: MNTA). At Momenta, Mr. Wheeler led the company through the launch of its first complex drug products. He has overseen the company's growth into the diversified business it is today. 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 led US and European commercial organizations and the pharmaceutical division's global sales more than doubled. 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 BS and MS in chemical engineering from Cornell University and his MBA 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. Mr. Wheeler's deep understanding of the management and growth of pharmaceutical companies contribute to our conclusion that he should continue to serve as a director of the Company and as a member of the Science and Technology and Compensation Committees.

Directors Whose Terms Do Not Expire This Year

Name	Age	Position
John F. Crowley	50	Chairman
Robert Essner(4)	70	Director
Margaret McGlynn(3)(6)	58	Director
Michael Raab(1)(4)	53	Director
Glenn Sblendorio(7)	62	Director
Ted Love, MD(3)(2)	59	Director

(1) Member of Compensation Committee

(2) Chair, Science and Technology Committee

(3) Member of Nominating/Corporate Governance Committee

(4) Member of Audit and Compliance Committee

(5) Lead Independent Director

(6) Chair, Compensation Committee

(7) Chair, Audit and Compliance Committee

John F. Crowley has served as a Director, Chairman and Chief Executive Officer since February 2010 and Chief Executive Officer since January 2005, except for the period from April 2011 through August 2011 during which time he served as Executive Chairman. Mr. Crowley has also served as a director of Amicus since August 2004, with the exception of the period from September 2006 to March 2007 when he was in active duty service in the United States Navy (Reserve). Mr. Crowley was President and Chief Executive Officer of Orexigen Therapeutics, Inc. from September 2003 to December 2004. He was President and Chief Executive Officer of Novazyme Pharmaceuticals, Inc., from March 2000 until that company was acquired by Genzyme Corporation ("Genzyme") in September 2001; thereafter he served as Senior Vice President of Genzyme Therapeutics until December 2002. Mr. Crowley received a B.S. degree in Foreign Service from Georgetown University's School of Foreign Service, a J.D. from the University of Notre Dame Law School, and an M.B.A. from Harvard Business School.

Skills and Qualifications: Mr. Crowley possesses strong leadership qualities, demonstrated through his service as an executive in the pharmaceutical industry, including his prior roles as Chief Executive Officer of development stage biopharmaceutical companies, and has extensive and intimate knowledge of the rare disease community and the needs of people living with rare diseases. He also provides our Board with in-depth knowledge of our company through the day-to-day leadership of our executives, all of which contributed to our conclusion that he should continue to serve as a Director and Chairman of the Company.

Ted W. Love, M.D., has served as a member of the Board since June 2012. Dr. Love is currently the CEO of Global Blood Therapeutics, Inc. (NASDAQ: GBT). From February 2010 to August 2012, Dr. Love served as Executive Vice President and Head of Research and Development of Onyx Pharmaceuticals, Inc. From 2001 to 2009, Dr. Love was the President, Chief Executive Officer and Chairman of the Board of Directors of Nuvelo Inc. Before joining Nuvelo in 2001, he served as Senior Vice President of Development at Theravance, Inc. Prior to that, Dr. Love spent six years at Genentech, Inc. in a number of senior management positions in Medical Affairs and Product Development. As Vice President of Product Development and Regulatory Affairs at Genentech, Dr. Love oversaw all drugs in development including Herceptin, Rituxan, and TNKase. He also served as chairman of Genentech's Product Development Committee. In addition to Amicus, Dr. Love currently serves on the Board of Directors of Global Blood

and was previously a board member of Cascadian Therapeutics. Dr. Love holds a B.A. in molecular biology from Haverford College and an M.D. from Yale Medical School.

Skills and Qualifications: Dr. Love's significant medical, scientific and drug development experience, in addition to his executive leadership experience in the pharmaceutical industry, experience as Chief Executive Officer and Chairman of a biopharmaceutical company and service on the Boards of Directors of other publicly-held biopharmaceutical companies, contributed to our conclusion that he should be re-elected to serve as a director of the Company and lead the Science and Technology Committee.

Robert Essner has served as a member of the Board since June 2012. Mr. Essner is Senior Advisor to the global healthcare group at The Carlyle Group, a global private equity firm. Mr. Essner retired as Chairman and Chief Executive Officer of Wyeth Pharmaceuticals, Inc., now part of Pfizer Inc., in 2008. During his 32-year career in the pharmaceutical industry, he held several prominent leadership positions, including Chairman of the Pharmaceutical Research and Manufacturers Association. Prior to Wyeth, Mr. Essner spent more than a decade in various management positions at Sandoz Pharmaceuticals Corporation and as President of Sandoz Consumer Healthcare Group. Mr. Essner is currently a Director at MassMutual Financial Group. He received a Bachelor's degree from Miami University and a Master's degree from the University of Chicago.

Skills and Qualifications: Mr. Essner's significant executive leadership experience in the pharmaceutical industry, including building and leading pharmaceutical businesses, launching products and managing corporate risks, including as Chairman and Chief Executive Officer of a pharmaceutical company, as well as his service on the Board of Directors of another publicly-held company in the pharmaceutical industry, contributed to our conclusion that he should be re-elected to serve as a director of the Company and continue to serve on the Audit and Compliance Committee.

Margaret G. McGlynn has served as a member of our Board since October 2009. Following a 26 year career at Merck, Ms. McGlynn served as CEO and President of The International AIDS Vaccine Initiative from July 2011 through September 2015. She previously served as President, Vaccines and Infectious Diseases of Merck from 2005 until her retirement in 2009, where she led a global organization of 2000 employees with over $7B in sales. Ms. McGlynn joined Merck in 1983, and served in a variety of executive leadership roles in marketing, sales and managed care. Currently, Ms. McGlynn serves as a member of the Boards of Directors of Air Products and Chemicals, Inc. (NYSE: APD) and Vertex Pharmaceuticals, Inc. (NASDAQ: VRTX). She is also Chair of the Board of HCU Network America, a non-profit which provides advocacy and support for patients affected by the rare disease homocystinuria. Ms. McGlynn holds a B.S. in Pharmacy and a MBA in Marketing 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, which 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, contributed to our conclusion that she should continue to serve as a director of the Company, Chair of the Compensation Committee and member of the Nominating and Corporate Governance Committee.

Michael G. Raab has served as a member of our Board of Directors since its founding. 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 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, all of which contributed to our conclusion that he should continue to serve as a director of the Company and a member of the Audit and Compensation Committees.

Glenn P. Sblendorio has served as a member of our Board since June 2006. Mr. Sblendorio is currently Chief Executive Officer of Ophthotech Corporation (NASDAQ: OPHT) and is a Director on the Board of Directors of Ophthotech. Prior to Ophthotech, 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. Mr. Sblendorio also serves as a member of the Boards of Directors of Intercept Pharmaceuticals, Inc. (NASDAQ: ICPT) (Chair, Audit). Mr. Sblendorio received his B.B.A. from Pace University and his M.B.A. from Fairleigh Dickinson University.

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. 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, all of which contributed to our conclusion that he should continue to serve as a director of the Company and Chair of the Audit and Compliance Committee.

AMICUS CORPORATE GOVENANCE

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. You may also request a copy of these documents in writing to:

Amicus Therapeutics Inc., 1 Cedar Brook Drive, Cranbury, N.J. 08512, Attn: Ellen Rosenberg, Secretary

Corporate Governance Guidelines

Our Board of Directors 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;

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"): Messrs. Essner, Hayden, Raab, Sblendorio and Wheeler, Dr. Love, and Ms. McGlynn.

Board Leadership Structure

In February 2010, the Board elected Mr. Crowley as chairman of the Board in addition to his role as chief executive officer to succeed Donald J. Hayden, Jr. Simultaneous with Mr. Crowley's election to chairman, the Board appointed Mr. Hayden as Lead Independent Director. As Lead Independent Director, Mr. Hayden is responsible for, among other things:

leading executive sessions of the Board's independent directors,

advising the independent Board Committee chairs in fulfilling their responsibilities to the Board,

assisting the Board and the Company's officers in complying with the Company's governance guidelines, and

overseeing the process of evaluating, developing and compensating the chief executive officer.

The Company combines the chairman and chief executive officer positions because it believes that, at this critical juncture in the Company's development, Mr. Crowley is best suited to oversee the development and implementation of the Company's strategic vision including our ongoing transition from a development stage entity into a commercial biotechnology company. Mr. Crowley's tenure as chairman also reflects the Board's confidence in his leadership and vision for the Company and recognizes his accomplishments since joining the Company. However, the Company wished to maintain the strong independent leadership provided by Mr. Hayden during his tenure as chairman. The Company believes that by creating a Lead Independent Director position held by Mr. Hayden, it has designed a governance structure that best advances the objectives of the Company while maintaining proper checks and balances on senior management, and providing the independent members of the Board with open and transparent communication regarding the Company's strategic planning activities.

Risk Oversight Management

Our Board provides risk oversight for the Company primarily through the Audit and Compliance Committee. Under our Risk Management Action Plan, the Company identifies risks utilizing various methodologies, including interviews with senior employees and members of the Board. We then evaluate the identified risks and implement procedures and activities, as necessary, which are designed to manage and mitigate such risks. We present reports on this risk identification, management and mitigation process along with regular updates on compliance issues generally to the Audit and Compliance Committee, who provides guidance and feedback to senior management. The Audit and Compliance Committee apprises the Board of any developments under this plan throughout the year. The Chief Compliance Officer has a dotted line reporting to the Audit and Compliance Committee and provides quarterly updates on the

development of the Compliance Program and any reports of violations of the Code of Conduct or other policies.

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* and will be made available to stockholders without charge, upon request, in writing to Secretary, c/o Amicus Therapeutics, Inc. at 1 Cedar Brook Drive, Cranbury, New Jersey 08512. 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, 2017, there were thirteen meetings of our Board, and the various committees of the Board met a total of twenty times. No director attended fewer than 86% of the total number of meetings of the Board and of Committees of the Board on which he or she served during 2017. 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 of the directors, with the exception of Mr. Essner, attended our 2017 Annual Meeting of Stockholders.

Committees of the Board and Meetings

Our Board has an Audit and Compliance Committee, a Compensation 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 ("ACC") met six times during 2017. The current members of our ACC are Messrs. Sblendorio, Essner and Raab. Mr. Sblendorio is the Chair of the ACC.

Our Board has determined that Mr. Sblendorio is an Audit and Compliance Committee 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 ACC assists our Board in its oversight of the integrity of our financial statements, our independent registered public accounting firm's qualifications and independence and the performance of our independent registered public accounting firm.

Our ACC'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;

monitoring our Compliance Program;

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 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 ACC written charter is publicly available on our web site at *www.amicusrx.com.*

Compensation Committee. Our Compensation Committee met five times during 2017. Ms. McGlynn, Mr. Raab and Mr. Wheeler are the members of our Compensation Committee. Ms. McGlynn is the chair of the Compensation Committee. Our Compensation Committee assists our Board in the discharge of its responsibilities relating to the compensation of our executive officers. The Compensation Committee has retained Pay Governance, LLC ("Pay Governance") as its independent executive compensation consultant. Pay Governance reports directly to the Compensation 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 Committee. Pay Governance does not provide any other services to the Company. Based on the consideration of the various factors as set forth in the rules of the SEC, the Compensation Committee has determined that its relationship with Pay Governance and the work of Pay Governance on behalf of the Compensation Committee has not raised any conflict of interest.

Our Compensation Committee's responsibilities include:

reviewing and approving executive officer compensation including the compensation of our Chief Executive Officer;

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 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.

Our Board has determined that the members of our Compensation Committee qualify as independent directors under the rules and regulations of NASDAQ and the SEC.

A copy of the Compensation Committee's written charter is publicly available on our web site at *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 Committee set forth elsewhere in this Proxy Statement.

Nominating and Corporate Governance Committee. Our Nominating and Corporate Governance Committee met five times during 2017. Mr. Hayden, Dr. Love and Ms. McGlynn are the members of our Nominating and Corporate Governance Committee. Mr. Hayden 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; and
- overseeing compensation and benefits for directors and Board Committee members.

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.*

Science and Technology Committee. Our Science and Technology Committee met four times in 2017. Dr. Love and Mr. Wheeler are currently members of our Science and Technology Committee. Dr. Love 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;
- 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; and

reviewing and making recommendations to the Board on the Company's internal and external investments in science and technology.

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.*

Policies Governing Director Nominations

Director Qualifications. 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 an understanding of and experience in technology, drug development, accounting, governance, finance or commercialization and whether the nominee has leadership experience with public companies or other sophisticated and complex organizations.

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 Governance Committee may identify nominees through the use of professional search firms that may utilize proprietary screening techniques to match candidates to the Nominating and Governance Committee's specified qualifications. The Nominating and 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." The Board itself is ultimately responsible for recommending candidates for election to the stockholders or for appointing individuals to fulfill a vacancy. Although the Board does not have a policy with regard to the consideration of diversity in identifying director nominees, among the various factors the Nominating and Corporate Governance Committee considers in selecting candidates for nomination to the Board are the benefits to the Company of national origin, gender, race, scientific and pharmaceutical experience and cultural diversity in board composition.

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." 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., 1 Cedar Brook Drive, Cranbury, New Jersey 08512, Attention: Secretary. In addition, our Restated 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 Committee Interlocks and Insider Participation. Ms. McGlynn, Mr. Raab and Mr. Wheeler are the members of our Compensation Committee. None of the members of our Compensation Committee has ever been an officer or employee of the Company. None of our executive officers serves as a member of the Board of Directors or Compensation Committee, or other committee serving an equivalent function, of any entity that has one or more of its executive officers serving as a member of our Board or our Compensation 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., 1 Cedar Brook Drive, Cranbury, 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:

John F. Crowley, 50, has served as Chairman and Chief Executive Officer since February 2010 and Chief Executive Officer since January 2005, except for the period during April 2011 through August 2011 during which time he served as Executive Chairman. Mr. Crowley has also served as a director of Amicus since August 2004, with the exception of the period from September 2006 to March 2007 when he was not an officer or director of Amicus while he was in active duty service in the United States Navy (Reserve). Mr. Crowley was President and Chief Executive Officer of Orexigen Therapeutics, Inc. from September 2003 to December 2004. He was President and Chief Executive Officer of Novazyme Pharmaceuticals, Inc., from March 2000 until that company was acquired by Genzyme Corporation in September 2001; thereafter he served as Senior Vice President of Genzyme Therapeutics until December 2002. Mr. Crowley received a B.S. degree in Foreign Service from Georgetown University's School of Foreign Service, a J.D. from the University of Notre Dame Law School, and an M.B.A. from Harvard Business School.

Bradley L. Campbell, 42, has served as President and Chief Operating Officer since January 2015. Mr. Campbell served as Chief Operating Officer since December 2013 and, prior thereto, as Chief Business Officer since February 2012. From January 2010 to February 2012, Mr. Campbell served as Senior Vice President, Business Operations; from May 2007 to January 2010, as Vice President, Business Planning and from April 2006 until May 2007, as Senior Director, Business Development. Mr. Campbell served as Senior Product Manager of Myozyme© for Pompe Disease and later as Business Director of CV Gene Therapy at Genzyme Corporation from 2002 to 2006. Mr. Campbell has also worked in sales & marketing for Bristol-Myers Squibb and as a business strategy consultant for Marakon Associates. Mr. Campbell is also a director for Progenics (NASDAQ: PGNX) and a board member of BioNJ. Mr. Campbell received his B.A. from Duke University and his M.B.A. from Harvard Business School.

William D. "Chip" Baird III, 46, has served as Chief Financial Officer since April 2012. Prior to joining Amicus, Mr. Baird served as Chief Financial Officer of PTC Therapeutics, Inc. ("PTC") from April 2005 until April 2012. Before that, Mr. Baird held various positions of increasing responsibility with PTC from 2002 to 2005. Mr. Baird previously worked at L.E.K. Consulting, a strategy consulting firm, from 1999 to 2002 and at First Union National Bank as a corporate underwriter from 1994 to 1997. Mr. Baird received a

B.S. from Georgetown University's Edmund A. Walsh School of Foreign Service and an M.B.A. from The Wharton School of the University of Pennsylvania.

Jay Barth, M.D., 54, has served as Chief Medical Officer since March 2014. Prior to joining Amicus, Dr. Barth held roles of increasing responsibility at PTC from 2009 to 2014. He most recently served as PTC's Senior Vice President, Clinical Development. Previously Dr. Barth served as Executive Director of Clinical Research at Merck; as Vice President, Clinical Research and Medical Affairs at Altana Pharma US, Inc.; and as Senior Director, Global Head of Gastroenterology Clinical Research at Eisai Medical Research Inc. Dr. Barth received a B.A. from Columbia University and an M.D. from the University of Pennsylvania School Of Medicine.

Hung Do, Ph.D., 50, has served as Chief Science Officer since July 2015. Previously, he served as Senior Vice President, Discovery Biology since December 2013. Prior to joining Amicus, Dr. Do was a co-founder and Chief Scientific Officer of Callidus Biopharma, Inc. ("Callidus") a privately held biologics company that was acquired by Amicus. Prior to founding Callidus, he headed early discovery research to decipher the mechanism of action for small molecule pharmacological chaperones at Amicus. He previously helped to demonstrate proof of concept for ERTs, and served as the project leader for a second generation Pompe ERT at Genzyme. Dr. Do also led molecular biology, cell culture and purification work and helped develop an in vitro protein modification process for improving drug targeting for protein therapeutics at Novazyme Pharmaceuticals, Inc., which was acquired by Genzyme. Dr. Do holds a Ph.D. in medical biochemistry and genetics from Texas A&M University and was a post-doctoral fellow in Hematology/Oncology at Emory University.

Ellen S. Rosenberg, 55, has served as our General Counsel and Corporate Secretary since February 2016. Prior to joining Amicus, she served as Senior Vice President, Associate General Counsel 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, 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 Law School.

Daphne Quimi, 52, currently serves as our Senior Vice President, Finance and has been employed with Amicus since September 2007. Prior to Amicus, Ms. Quimi served as Director of Consolidations and External Reporting at Bristol-Myers Squibb. She also held roles of increasing responsibility in the finance department at Johnson & Johnson. Ms. Quimi brings extensive experience in public accounting and financial reporting. Ms. Quimi received a B.S. in Accountancy from Monmouth University and an M.B.A. from the Stern School of Business of New York University. She is a certified public accountant in New Jersey.

Kurt J.W. Andrews, 48, has served as our Senior Vice President, Human Resources since February 2016. Prior to joining Amicus, Mr. Andrews served as Vice President, Human Resources at Valeritas, Inc. Previously Mr. Andrews was Vice President, Human Resources and Administration at PTC Therapeutics, Inc. Mr. Andrews brings experience working in leadership roles at biotechnology and technology companies including business and commercial strategy, implementation of organization-wide goals and strategies, performance management, and compensation planning. Mr. Andrews earned a B.A. and M.A. from The University of Illinois at Urbana-Champaign.

COMPENSATION DISCUSSION AND ANALYSIS 2017

Executive Summary

The Compensation 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. Based on the events described below, our Compensation Committee determined that in 2017, the Company made significant progress towards the goal of becoming a leading orphan and rare disease company with global commercial operations and a diversified product pipeline. Specific milestones achieved in 2017 in support of the Company's business strategy include the following:

In 2017, we made significant progress in the advancement of the International commercial launch of Galafold (migalastat) for the treatment of Fabry patients with amenable mutations. We exceeded the corporate goal of 300 patients and achieved more than 310 patients taking reimbursed Galafold at year end. We secured access and reimbursement for Galafold in 15 countries and recognized $36.9 million of net product revenue in 2017.

In July 2017, we announced that, based on feedback from the U.S Food and Drug Administration ("FDA"), data from completed studies were deemed sufficient to support a New Drug Application ("NDA") for migalastat under the accelerated approval pathway. This reversed prior FDA guidance received in the fourth quarter of 2016 which stated that the Company would need to conduct a new Phase 3 study focused on collecting gastrointestinal symptoms data prior to submitting an NDA. The updated FDA guidance announced in July 2017 accelerated the potential approval of migalastat by several years. In December 2017, the Company completed the submission of the NDA for migalastat.

During 2017, we provided several updates from our ongoing Phase 1/2 study of our novel Enzyme Replacement Therapy ("ERT") combined with chaperone, ATB200/AT2221, in patients with Pompe disease. The final update was presented at the World Muscle Society meeting in October 2017. The data showed that both previously-treated patients and naïve patients experienced meaningful improvements in their six-minute walk tests, an accepted measure of clinical benefit in Pompe disease. Patients showed consistent and durable improvements in other measures of muscle function, as well as improvements in key biomarkers of disease. Patients experienced very low rates (<1%) of infusion associated reactions, which are a common side effect of existing ERTs. Taken together, these results exceeded our expectations and suggest that the effect of ATB200/AT2221 may be very clinically meaningful for people living with Pompe disease.

We substantially strengthened our financial position in 2017. In July 2017, we completed a $258.8 million follow on equity offering. Through careful expense management, our net cash spend for 2017 was $216.5 million, which was within the full-year guidance range of $200 million to $225 million.

Our Compensation Committee adheres to a long-standing pay-for-performance philosophy. The Compensation Committee continually 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 take measures to align our compensation program with stockholder interests including the following actions:

Base salaries comprise approximately 18% of our named executive officers' total compensation on an aggregate basis, with Mr. Crowley's 2017 salary representing approximately 11% of his total compensation and, for our other named executive officers, representing between 20% and 28% of their total compensation. For 2017, the Compensation Committee determined that Mr. Crowley would receive an increase in his base salary of 3.0%. Approximately 16% of Mr. Crowley's total

compensation in 2017 was represented by payments we make to him for medical expenses and associated tax liabilities incurred for the treatment of a rare medical condition afflicting two members of Mr. Crowley's immediate family.

A large portion of our named executive officers compensation was represented by long-term incentives, including the grant date fair value of equity awards, which are inherently performance based. Approximately 61% of Mr. Crowley's total compensation was in the form of long-term incentives. For our named executive officers other than Mr. Crowley, 54% to 60% of their total compensation for 2017 was represented by long-term incentives.

For 2017, the Compensation Committee determined that Mr. Crowley, along with the Senior Leadership team, including all of our named executive officers, would receive one-third of the value of their equity grant in Performance Restricted Stock Units ("PRSUs"). This was part of an overall strategic shift which encompassed using 1/3 the value of annual grants in Stock Options, 1/3 of the value in Restricted Stock Units and 1/3 in PRSUs. The PRSUs utilized performance measures of relative total shareholder return and strategic pipeline metrics. Utilizing PRSUs aligns the management team with shareholders and strengthens our pay-for-performance philosophy because these awards only deliver value to our named executive officers if the Company achieves the performance goals selected.

Consistent with our pay-for-performance philosophy, and in recognition of our strong performance against stated corporate objectives, with most corporate objectives fully accomplished or exceeded and additional achievements beyond the stated objectives, the Compensation Committee determined that the corporate multiplier used in determining cash bonuses for our named executive officers for 2017 should be set at 158.5%, resulting in bonuses above target levels.

The results of our compensation program in 2017 show a clear heavy weighting on Performance Based Compensation for not only the CEO, but all named executive officers.

Stock Ownership Guidelines

As of January 1, 2018, we implemented a stock ownership and retention guidelines for our directors and 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 executive officers to those of our shareholders and to further our commitment to corporate governance.

Under the stock ownership guidelines, directors and executive officers must maintain a multiple of their annual retainer or salary, as applicable, as follows:

Position	Stock Retention Amount
CEO	4 times executive's base salary
President	2 times executive's base salary
Other Executive Officers	1 time executive's base salary
Directors	3 times director's annual retainer

Each executive officer or director has five years to attain the required stock ownership. Stock ownership includes shares of common stock, vested restricted stock units ("RSUs") and vested PRSUs in a deferred equity plan. All executive officers and directors have met or are on track to meet the stock ownership guidelines. . The Compensation Committee of the Board monitors compliance with this policy and will take any actions necessary to ensure compliance.

Clawback Policy

We also have established a policy for recoupment of performance based compensation in the event of a financial restatement. Our policy provides that in the event of a financial restatement, the Board will seek to recover any incentive based compensation and equity awards made to an executive officer during the three-year period preceding a restatement. In determining whether a recoupment is necessary, the Board may consider (1) the executive officer's intentional misconduct or gross negligence that was a contributing factor to the restatement; (2) the amount of incentive compensation or equity award predicated on achieving financial results that were part of the restatement and (3) the difference in the amount of incentive compensation or equity award that would have been awarded based upon the restatement.

Other factors that the Board can consider include (1) whether the recoupment would violate law or prejudice a claim; (2) other penalties or repercussions, instead of recoupment; and/or; (3) the nature of events leading to a restatement.

The Board retains the discretion to amend the policy as appropriate.

Executive Compensation

We describe our executive compensation program below and provide an analysis of the compensation paid and earned in 2017 by our "named executive officers" our chief executive officer, chief financial officer, and three other most highly compensated executive officers. In 2017, our named executive officers were:

Chairman and Chief Executive Officer, John F. Crowley;

Chief Financial Officer, William D. Baird, III;

President and Chief Operating Officer, Bradley L. Campbell;

Chief Medical Officer, Jay Barth, M.D.; and

General Counsel and Corporate Secretary, Ellen S. Rosenberg.

Executive Compensation Good Governance Practices

Below we summarize certain executive compensation-related good 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 Vote

Seek Input from, Listen to and Respond to Stockholders

Have Double-Trigger on Executive Severance Arrangements and Executive Stock Option Grants

Prohibit Hedging and Pledging of Company Stock

Retain an Independent Compensation Consultant

Maintain Stock Ownership Guidelines

Maintain a Claw-Back Policy

What We Do Not Do:

Provide Executives with Tax Gross-ups other than for Company required relocations

Provide Guaranteed Bonuses

"Say-on-Pay" Consideration

At our 2017 annual meeting of stockholders, approximately 99% of the shares voted at the meeting approved, on an advisory basis, the compensation of the named executive officers. In addition to the voting at the annual meeting, we proactively engaged with major stockholders representing approximately 78% of shares outstanding on the Company's pay practices. The great majority of the shares voted approved the 'say-on-pay' advisory proposal and the Compensation Committee continues to focus on pay practices that align compensation with performance. The Compensation Committee placed a continued emphasis on performance-based pay, in tying one third of the targeted equity compensation value to the performance of

Amicus in Total Shareholder Return and pipeline goals over three years. The Compensation 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, commercial stage, patient-focused biotechnology company engaged in the discovery and development of a diverse set of novel treatments for patients living with devastating rare and orphan 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. In order to meet the objectives of our compensation philosophy, we maintain a robust goal setting and performance management program.

The chief executive officer established general individual goals for the named executive officers other than himself at the beginning of 2017 that were specific to such executive officer's area of expertise and supported our corporate goals for the year. For 2017, annual cash incentive bonuses for our named executive officers other than Mr. Crowley were determined by the combination of both the corporate and an individual multiplier. For Messrs. Baird, Campbell, Dr. Barth and Ms. Rosenberg the attainment of individual goals was assessed with a 0-150% multiplier for each individual; this multiplier was applied to the final corporate multiplier to determine final annual incentive bonus payouts.

The Compensation Committee believes that the corporate multiplier should continue to be the dominant factor in determining bonus payouts because it closely aligns our named executive officers' compensation with the interests of our stockholders, and that some portion of an executive's compensation should be linked to individual performance, which we believe is consistent with our peers. The Compensation Committee believes that including the individual multiplier as a component of named executive officers' bonus payouts is important to incentivize our officers during this crucial time in Amicus' history as we continue our transformation into a global commercial biotechnology company. However, because of Mr. Crowley's influence on the overall performance of Amicus, the Compensation Committee believes it is appropriate and in the best interests of our stockholders to continue to base Mr. Crowley's

cash bonus solely on the Compensation Committee's determination regarding the achievement of corporate objectives.

Risk Analysis of Compensation Policies and Practices

The Compensation 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. While the value of stock options is inherently tied to the performance of the Company, and an important part of our current and future performance based compensation, our stock options vest over multiple years and the value is not directly linked to the achievement of short term defined metrics. To enhance this posture, the Committee made the decision in 2017 to award performance-based restricted stock grants in addition to market priced 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. For example, in 2017, payouts under our cash incentive bonus plan represented approximately 14% of the total compensation, or 16% of direct compensation awarded to our named executive officers. 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 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 Committee reviews and determines base salaries, annual cash incentive and long-term incentive awards for all executive officers. In setting our executive compensation programs, the Compensation Committee reviews market data at the 25th, 50th, and 75th percentile and generally targets aggregate total direct compensation for the named executive officers as a group to approximately the 50th 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 2016, the base salaries, annual cash incentives and long-term incentive awards determination for all named executive officers, including our chief executive officer, were approved by our Compensation Committee, which is comprised solely of independent directors. The Compensation 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 evaluation process, the chief executive officer presents to the Compensation Committee an individual assessment of each named executive officer's performance, excluding the chief executive officer's 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 and objectives are established at the beginning of each year and are designed to support the achievement of the corporate goals. All employees, including the named executive officers, participate in annual individual goal setting as well as mid-year and year-end performance reviews.

The results of the named executive officer's performance (other than the performance of the chief executive officer) are a determination by each such named executive officer's supervisor, the chief executive officer, with input from other peers, and direct reports, as appropriate, but the final determination is made by the Compensation Committee. The chief executive officer's performance is

assessed by all independent directors under the leadership of our Lead Independent Director while the chief executive officer compensation recommendation to the Board is made by the Compensation Committee based upon this assessment. Long-term incentive grants are based on an executive's level within the organization, 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 the executive team to best achieve the Company's goals and implement our business strategy, thereby increasing stockholder value.

Developments in Company Leadership in 2017

We had no material changes to our leadership structure in 2017. In August 2017, Bradley Campbell, President and COO, completed the one year assignment working from the Company's United Kingdom office to oversee and ensure the successful commercialization of Galafold and returned to continue his duties in the United States.

Role of Independent Compensation Consultant

The Compensation Committee has engaged Pay Governance to assist the Compensation Committee by providing ongoing executive compensation consulting. The Compensation Committee has concluded that Pay Governance's work does not raise any conflict of interest. The Compensation Committee has also considered the independence of Pay Governance. Because of policies and procedures that Pay Governance and the Compensation Committee have in place, the Compensation 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.

Peer Group

The Compensation Committee, with the help 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 Committee, upon advice of 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. Four companies (CellDex Therapeutics, Raptor Pharmaceuticals, Rigel Pharmaceuticals and Sangamo Biosciences) were removed from the peer group established last year due primarily to acquisition or changes in structure or size, including market capitalization. The Compensation Committee replaced these entities with four companies (*Intercept Pharmaceuticals, Ionis Pharmaceuticals, Spark Therapeutics and Theravance Biopharma*) upon the recommendation of Pay Governance due to each company's similarity based on the criteria set forth above. The Compensation Committee intends to continue reviewing and revising the peer group periodically to ensure that it continues to reflect publicly traded companies of similar size and business model.

ACADIA Pharmaceuticals	Insmed	Sarepta Therapeutics
Acceleron Pharmaceuticals	Intercept Pharmaceuticals	Spark Therapeutics
Agios Pharmaceuticals	Ionis Pharmaceuticals	Theravance Biopharma
Bluebird Bio	PTC Therapeutics	Ultragenyx Pharmaceutical
Cytokinetics	Sage Therapeutics	Ziopharm Oncology

Elements of Compensation

Our executive compensation consists 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 executive officer's scope of responsibilities, past performance, experience and skills. The base salary for each of our named executive officers was as follows:

Name and Principal Position	Base salary at December 31, 2016	2017
John F. Crowley Chairman and Chief Executive Officer	$ 601,037	$ 619,068
William D. Baird, III Chief Financial Officer	396,550	408,447
Bradley L. Campbell President and Chief Operating Officer	427,450	450,105
Jay Barth, M.D. Chief Medical Officer	431,600	444,548
Ellen S. Rosenberg General Counsel and Corporate Secretary	400,000	412,000

For 2017, Messrs. Crowley, Baird and Campbell, Dr. Barth and Ms. Rosenberg each received a base salary market increase of 3%. Mr. Campbell received an additional base salary increase of 2.3%, reflecting additional global operational responsibilities.

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 2017 are as follows:

Position	2017 Target Bonus % of Base Salary
Chief executive officer	60%
President	50%
Other chief officers	40%
Senior vice presidents	35%
Vice presidents	30%

For 2017, bonuses awarded under the plan to our named executive officers, other than Mr. Crowley, were determined based on both the corporate multiplier and an individual multiplier. The corporate multiplier generally ranges from 50% to 150%, with the Compensation Committee having final discretion to adjust the upper or lower limits as appropriate. For bonuses related to 2017 performance, the corporate multiplier was determined to be 158.5% based on the Company's performance for the reasons discussed below.

In order to determine bonus calculations under the plan, the target bonus for each eligible named executive officer, other than Mr. Crowley, was determined by first multiplying the officer's target bonus by the 158.5% corporate multiplier and then applying his or her individual multiplier. Mr. Crowley's bonus was determined by multiplying the 158.5% corporate multiplier by his target bonus percentage of 60% of

base salary, which results in a 2017 bonus of approximately 95% of Mr. Crowley's base salary. The table below titled "Calculation of Annual Cash Incentive Bonuses" illustrates further how 2017 awards under the plan were calculated for 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, aggressive manner. Once the Company's goals and objectives have been developed, they are reviewed by the Compensation Committee and finally approved by the full Board.

At the time the goals and objectives are set, the Compensation Committee believes that their full attainment will be appropriately challenging and may not be reached, despite great effort, due in part to internal and external factors, many of which may be out of the Company's control. However, while total achievement of all goals and objectives set at the beginning of the year may not be expected, the Compensation Committee considers the achievement of the corporate objectives in its sole discretion in setting the corporate multiplier and holds management accountable to significantly advance the Company's business objectives throughout the year in order to achieve a 100% corporate multiplier.

For 2017, our corporate objectives were as follows:

1. Complete successful launch of Galafold in additional International geographies and finish 2017 with at least 300 Fabry patients on reimbursed Galafold
2. Advance registration-directed activities for migalastat in key geographies
3. Complete successful Phase 3 study of our development candidate SD-101
4. Complete successful Phase 1/2 study and define clinical development strategy for ATB200 for the treatment of Pompe
5. Evaluate research opportunities to develop clinical candidates for 2019 and beyond
6. Finish 2017 with 18 months of cash necessary to operate our business

The Compensation Committee then reviews corporate performance against each of the pre-established targets and weighting to determine the extent to which such goals were attained. The Compensation Committee's rationale behind its determination of both the attainment of corporate goals and the percentage completed for each such goal is described below. In reaching its determination on the corporate multiplier for 2017, the Compensation Committee applied the percentage that the Compensation Committee determined was completed against the pre-established weighting of the corporate objectives as follows:

Objective	Weighting	Percentage Completed	Score
Complete successful launch of Galafold in additional International geographies and finish 2017 with at least 300 Fabry patients on reimbursed Galafold	20%	105%	21.0%
Advance registration-directed activies for migalastat in key geographies	25%	200%	50.0%
Complete successful Phase 3 study of our development candidate SD 101	10%	40%	4.0%
Complete successful Phase 1/2 study and define clinical development strategy for ATB200 for the treatment of Pompe	25%	200%	50.0%
Evaluate research opportunities to develop clinical candidates for 2019 and beyond	5%	95%	4.75%
Finish 2017 with a minimum of 18 months of cash	15%	125%	18.75%
Plus: Overall Performance Adjustment for exceptional results			10%
TOTAL SCORE	100%		158.5%

2017 Corporate Objectives Measurement

In establishing the 2017 corporate objectives at the end of 2016, the Company and the Compensation Committee believed that the three most important goals for Amicus in 2017 were related to the International Galafold commercial launch, advancing migalastat regulatory approvals in other geographies, and achieving definitive proof-of-concept for ATB200/AT2221 and finding the best and fastest path to approval. Collectively, these three goals accounting for 70% of the overall weightings. The commercial objective for Galafold was focused on the successful launch of Galafold in European and select other countries. "Target 300" the goal of having 300 patients on reimbursed commercial product by the end of the year was communicated externally in January 2017. With more than 310 patients on reimbursed product at the end of the year and with $36.9 million of revenue for 2017, the Compensation Committee determined that this objective was 105% completed and determined a score of 21.0% by multiplying the 20% weighting of this goal by the 105% achievement percentage.

In regions where Galafold (migalastat) was not yet approved, the goal was to advance registration-directed activities towards eventual regulatory approval. In Japan, the goal was to complete a J-NDA submission for regulatory approval. The J-NDA was successfully submitted in June 2017. In the U.S., we began 2017 with guidance from FDA which required the Company to successfully complete a third Phase 3 study prior to submitting an NDA which would have delayed an NDA submission by three or more years. Through a series of meetings and correspondences with the FDA, we were successful in gaining agreement with the FDA that existing data were sufficient to support an NDA submission. We completed the successful submission of the migalastat NDA in December 2017. Given the progress in Japan and the unexpected and extremely positive developments with the FDA, the Compensation Committee determined that this objective was 200% completed and determined a score of 50.0% by multiplying the 25% weighting of this goal by the 200% achievement percentage.

The Company began 2017 with the SD-101 program for Epidermolysis Bullosa close to completion of Phase 3 enrollment. The Company and the Compensation Committee established the goal for 2017 to successfully complete the Phase 3 trial for SD-101. Through diligent efforts, the Company overenrolled the study and made favorable changes to the statistical analysis plan which were approved by the FDA and the EMA. Unfortunately, in September 2017 the Company announced that the Phase 3 study did not meet its two primary endpoints. Given the study results, we made the difficult decision to discontinue future investment in the program. Given the Phase 3 outcome, the Compensation Committee determined a score of 4% by multiplying the 10% weighting by a 40% achievement percentage.

Given the significant level of unmet need in Pompe disease and our belief that we have a differentiated product candidate (ATB200 plus chaperone AT2221) that could offer meaningful improvements over the current standard of care, we have identified Pompe disease as an area of long-term strategic importance to the Company. The Pompe goal for 2017 was to successfully complete our Phase 1/2 study and define the clinical development strategy. In 2017, we provided several updates from our ongoing Phase 1/2 study which showed that both previously-treated patients as well as naïve patients experienced meaningful improvements in their six-minute walk tests, an accepted measure of clinical benefit in Pompe disease. Patients showed consistent and durable improvements in other measures of muscle function as well as improvements in key biomarkers of disease. Patients experienced very low rates (<1%) of infusion associated reactions, which are a common side effect of existing ERTs. Taken together, these results exceeded our expectations and suggest that the effect of ATB200/AT2221 may be very clinically meaningful for people living with Pompe disease. The Compensation Committee weighed these factors and determined that this objective was 200% completed and determined a score of 50.0% by multiplying the 25% weighting by a 200% achievement percentage.

Given the Company's stated objective of being at the forefront of rare and orphan disease, we believe that development of the earlier-stage pipeline is an important objective. In setting pipeline development goals for 2017, the Compensation Committee felt the goal of evaluating research opportunities to develop

clinical candidates for 2019 and beyond balanced the Company's strategic needs with its financial resources. Based upon the progress achieved with the CDKL5 program and the Fabry ERT program, but in also taking into account the status of a comprehensive pipeline development strategy, the Compensation Committee subjectively determined that 95% of the goal was complete and determined a score of 4.8% by multiplying the 5% weighting by a 95% achievement percentage.

Our cash position directly affects our ability to establish commercial infrastructure, conduct our clinical and preclinical activities, hire and retain qualified and talented employees and pursue business development opportunities. Even though we have commercial sales, careful management of our cash is critical to our operations. Due to our careful expense management and a successful $258 million equity financing in July 2017, we achieved our goal of ending the year with enough cash to fund our operations for a period of 18 months. Given the achievement of the cash goal and the strength and quality execution of the equity financing, the Compensation Committee determined a score of 18.8% by multiplying the 15% weighting by a 125% subjectively determined completion percentage.

Finally, in evaluating the overall corporate performance for 2017, the Compensation Committee felt that the Company had significantly outperformed its peers and industry benchmarks as evidenced by the 190% increase in the share price during 2017, had demonstrated high quality execution across the business, and had positioned the Company for continued success in 2018 and beyond , particularly with the commercial and regulatory progress of migalastat and the strong momentum established in the clinical program for ATB200/AT2221 for Pompe Disease. As such, the Compensation Committee awarded an additional 10% performance adjustment to the overall corporate modifier to arrive at a 158.5% corporate modifier for 2018.

The Individual Multiplier

Design

While we believe that the corporate multiplier should remain the dominant factor in the bonus calculation, the Compensation Committee believes it is important to recognize and incentivize individual performance of our non-CEO Executive Officers as we advance towards our goal of becoming a fully integrated pharmaceutical company. We therefore determined that the individual multiplier for Messrs. Baird and Campbell, Dr. Barth, and Ms. Rosenberg would range from 0-150% based on performance described below. As noted above, the Compensation Committee continues to believe that Mr. Crowley's bonus should be determined solely by reference to the corporate multiplier.

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 Mr. Crowley, are set by the executive officer to whom each such named executive officer reports, which for 2017 was Mr. Crowley for all of our named executive officers. These objectives are neither reviewed nor approved by the Compensation Committee. Rather, these objectives serve as a measuring tool for our chief executive officer in formulating his recommendation to the Compensation Committee as to the appropriate individual multiplier for each named executive officer. During the annual review process, the Company's

chief executive officer discusses with the Compensation Committee his overall evaluation for each 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 Committee relies in part on the chief executive officer'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 Committee considers factors such as the influence of external events, including unanticipated clinical events and regulatory timelines, and the effort expanded by executives. The Compensation Committee reviews and discusses their evaluation of the Company's chief executive officer's performance and accomplishments in executive session along with the Lead Independent Director of the Board and without the presence of the chief executive officer. Upon the completion of such process the Compensation Committee subjectively determines the individual multiplier for each named executive officer, other than the chief executive officer, based on the Compensation Committee's subjective determination of such officer's satisfaction of the applicable goals.

2017 Determinations

In determining the individual multiplier for our named executive officers, the Compensation Committee noted each 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 Committee noted in subjectively determining each named executive officer's individual multiplier were as follows:

Bradley L. Campbell, President and Chief Operating Officer (120% Individual Multiplier)

Provided overall leadership of the continued build out of the international commercial organization and successful launch of Galafold Ex-US, with high level of patient uptake in areas with reimbursement;

Oversaw the program management function including the successful integration of development activities across migalastat, SD 101, and ATB200 programs; and

Oversaw the successful manufacturing scale up efforts for ATB200, including successful engineering batches at 1,000 liter commercial scale.

William D. Baird, III, Chief Financial Officer (95% Individual Multiplier)

Significantly strengthened the balance sheet through the leadership and execution of a $258 million equity financing;

Led company-wide project to redesign decision making and governance to support future growth, increased entrepreneurship throughout the company, and empowered functional leaders; and

Provided strategic and financial leadership to the Board, the Senior Leadership Team, Business Development, and the program steering teams throughout the year.

Jay Barth, Chief Medical Officer (95% Individual Multiplier)

Oversaw regulatory discussions with FDA to obtain agreement that existing clinical results were sufficient to support NDA submission for migalastat and that a third Phase 3 study would no longer be required;

Led efforts among the clinical and regulatory teams to obtain regulatory approval for migalastat in Canada, Israel, and Switzerland and oversaw successful regulatory submissions for migalastat in Japan and the U.S.; and;

Designed and oversaw implementation of clinical strategy for ATB200/AT2221 for Pompe disease, including the communication of ongoing Phase 1/2 results and the discussions with regulators on the best and fastest path to approval for ATB200/AT2221.

Ellen S. Rosenberg, General Counsel and Corporate Secretary (110% Individual Multiplier)

Led due diligence and legal negotiations for successful $258 million equity financing;

Streamlined global legal operations to support rapid global commercial expansion, clinical development and manufacturing activities; and

Provided strategic legal counsel, corporate governance and risk mitigation advice to the Board and Board Committees, the CEO and Executive Officers.

Calculation of Annual Cash Incentive Bonuses

The calculation of the named executive officers' individual cash incentive payments for service in 2017 is summarized in the table below.

Name and Principal Position	Corporate Multiplier (%)	Individual Multiplier (%)	Target Bonus (%)	Base Salary ($)	Payout ($)
John F. Crowley Chairman and Chief Executive Officer	158.5	N/A	60	$ 619,068	$ 588,734
William D. Baird, III Chief Financial Officer	158.5	95	40	408,447	246,007
Bradley L. Campbell President and Chief Operating Officer	158.5	120	50	450,105	428,050
Jay Barth, M.D. Chief Medical Officer	158.5	95	40	444,548	267,751
Ellen S. Rosenberg General Counsel and Corporate Secretary	158.5	110	40	412,000	287,329

Long Term Incentive Programs

We believe that long-term performance will be achieved through an ownership culture that rewards our executives 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 and other equity-based awards. We have historically elected to use stock options as the primary long-term equity incentive vehicle. We typically grant an initial stock option award to new employees and annual long-term incentive awards as part of our overall compensation program as well as option grants to reflect promotions, as necessary.

We continued our strategy for equity compensation that was implemented in 2016 of using a mix of non-qualified stock options and time based RSUs, however in 2017, we added PRSUs to executive equity compensation. We utilize a value based approach to allocate equity, with one third of the assigned value to each named executive officers assigned to each type of equity vehicle. Under our current equity plan, for the named executive officers, 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 in equal installments over a three year period subject to continued employment or service with us. The non-qualified stock options expire ten years after the date of grant. RSU awards vest over a four year period with 25% vesting each year upon the anniversary of the grant. PRSU awards vest over a three year period based on the attainment of the applicable goals at the end of such period.

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

The Committee believes 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 actual stock ownership while helping to retain executives. Final value depends on the change in stock price over the vesting period;

PRSUs align executives with the goals of the company and its shareholders, while still assisting in the retention of our executives. Final value depends on company performance over the vesting period;

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 stock options and RSUs reward executives for increases in stockholder value over the longer term.

Initial Equity Grants

Executives who join us are typically awarded initial equity grants. Amicus is utilizing a mix of Stock Options and RSUs to all employees, including executives, as part of new hire grants. The options portion of the grants have an exercise price equal to the closing price of our Common Stock on the date of grant. Our goal is to create a total compensation package for new employees that is competitive with other biotechnology companies and that will enable us to attract high quality people.

Stock Option, Restricted Stock Unit Awards, Performance Restricted Stock Unit Awards

The Compensation Committee believes that providing annual equity awards beyond the initial 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. Starting in 2017, the Compensation Committee decided that Amicus should move to an annual grant cycle along with the new mix of equity vehicles consisting of fair market value stock options, RSUs and PRSUs as part of a performance share program.

The Compensation Committee determines the value and corresponding number of shares subject to options or RSUs that are granted to our named executive officers in its sole discretion. In applying that discretion, the Compensation Committee takes into account a number of factors including the current price of our Common Stock, peer group data, each individual's role and performance and recent Company developments. All of the stock option and RSU awards are subject to four-year vesting schedules. The 2017 stock option and RSU grants are described in the section entitled "Grants of Plan-Based Awards." With the introduction of RSUs, the committee moved to approving 2017 and future LTI grants based on a fixed dollar value instead of its historical approach of granting on a fixed number of shares basis. The Compensation Committee determined that this methodology provides a greater level of sophistication in ensuring the value of LT1 grants is aligned to market.

The value of the PRSU grants in 2017 consisted of 33% of the total assigned equity compensation value to each executive officer. The goals associated with these PRSUs were established by management and the Compensation Committee as total shareholder return ("TSR") versus NASDAQ Biotechnology lndex and a strategic pipeline goal. 50% of the PRSUs granted were assigned to the TSR goal with 0-200% achievement of the number of target PRSU's and the remaining 50% of the PRSUs granted were based on the Company achieving certain clinical milestones. Both the TSR and strategic pipeline PRSUs have 3-year cliff vesting period.

The Compensation Committee believes that these goal are difficult and challenging to attain and appropriately align incentives with performance.

We have typically awarded the largest equity grant in each grant cycle to our chief executive officer in recognition of his role as our principal executive officer, Chairman of the Board and primary decision maker for the Company. For these reasons, and the factors noted below for other executive officers, the Compensation Committee awarded Mr. Crowley options to purchase 282,485 shares of Common Stock, 203,252 Restricted Stock Units and 203,252 Performance Restricted Stock Units in our company-wide grant award in January 2017. The 2017 equity grants for all other NEOs are described in the section entitled "Grants of Plan-Based Awards."

Factors that the Compensation Committee and our chief executive officer considered in making these stock option grants for other Executive Officers included (i) relative contribution toward achievement of current year corporate objectives, (ii) breadth of internal and external responsibilities, (iii) management responsibilities including managing direct reports, (iv) external benchmarking and (v) tenure with Amicus. The specific individual factors that the Compensation 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 "2017 Determinations."

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. The Stock Deferral Plan was updated in fiscal year 2017 to allow directors to participate. After a deferral election is made, an individual'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 participants, including the named executive officers to defer the Federal income taxes otherwise payable upon the delivery of RSUs, but the Compensation Committee believes that with respect to non-employee directors and executives who avail themselves of the deferral features of the Stock Deferral Plan, such person 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.

All amounts deferred under the Stock Deferral Plan will continue for all purposes to be a part of the general funds of the Company and the non-employee director's or executive's deferral will be subject to the general creditors of 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 when a participant defers any amounts 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, and will be subject to the general creditors of the Company.

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 $1,000,000.

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 each participant's salary and bonus paid during the year. The match vests 100% on the participant's one-year anniversary of employment at Amicus.

Additional Chief Executive Officer Benefits

Our Company is engaged in a highly competitive industry developing medicines for unique and complicated genetic disorders. As chief executive officer, Mr. Crowley has significant responsibility for leading our Company and managing its progress toward achieving our corporate goals. Mr. Crowley's compensation reflects this responsibility and takes into account his unique circumstances.

As part of his overall compensation, Mr. Crowley receives significant payments and benefits from the Company related to the healthcare and other associated costs incurred by his family. These amounts reflect substantial costs incurred for the treatment of a rare medical condition afflicting two members of Mr. Crowley's immediate family. We continued to make monthly compensation payments of $66,667 to Mr. Crowley to help defray the substantial out-of-pocket medical expenses incurred by Mr. Crowley and his family which we refer to as the Monthly Medical Payments. We agreed to make the Monthly Medical Payments to Mr. Crowley when we amended his employment agreement in December 2010 in order to compensate him for the loss of certain medical benefits previously afforded to Mr. Crowley resulting from the passing of federal legislation in 2010, as well as to limit the Company's exposure to Mr. Crowley's expected growth in future medical expenses.

Secondment Agreement with Mr. Campbell

During 2016, the Company requested that Mr. Campbell temporarily relocate himself and his family to the United Kingdom to oversee and ensure the successful launch of Galafold in the pivotal first year of its international launch. Accordingly, on August 22, 2016, the Company entered into a secondment letter with Bradley Campbell outlining the relocation and tax equalization benefits for such assignment over the expected twelve month term of the agreement.

Pursuant to such agreement, the Company paid Mr. Campbell a lump sum relocation payment of $15,000 to assist with miscellaneous transition expenses, as well as providing him with tuition reimbursement for his children and a per diem as a cost of living adjustment. In addition, the Company has reimbursed Mr. Campbell for, or directly paid, certain other expenses incurred in connection with such relocation. Pursuant to the Agreement, Mr. Campbell was also entitled to certain tax equalization payments, including a gross-up, and other payments and/or reimbursements upon his relocation back to the United States, which were intended to defray the costs he would otherwise incur in connection with this Company-requested relocation.

In August 2017, Mr. Campbell completed the one year assignment working from the Company's United Kingdom office to oversee and ensure the successful commercialization of Galafold. Upon his relocation to the United States, as stated above, he received a lump sum relocation payment of $15,936.

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 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, and that this "double trigger" requirement maximizes stockholder value because it prevents an unintended windfall to management in the event of a friendly or non-hostile change of control.

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 and each of our other three most highly compensated executive officers during the years indicated below (collectively, the "named executive officers").

Name and Principal Position	Fiscal Year	Salary ($)	Bonus(1) ($)	Stock Awards(2) ($)	Option Awards(2) ($)	Change in Pension Value & Non-Qualified Deferred Compensation Earnings	All Other Compensation ($)	Total ($)
John F. Crowley	2017	$ 619,068(8)	$ 588,734(8)	$ 2,385,162	$ 1,044,082	$ 94,189(3)	$ 881,845(4)	$ 5,613,080
Chairman and Chief	2016	601,037	299,316	254,169	2,198,129	31,539	815,178	4,199,368
Executive Officer	2015	582,400	314,496		3,013,039		815,166	4,725,101
William D. Baird III	2017	408,447	246,007	715,535	313,253		15,310(5)	1,698,552
Chief Financial Officer	2016	396,550	131,655	91,500	832,036		15,316	1,467,056
	2015	385,000	141,680		1,264,576		14,650	1,805,906
Bradley L. Campbell	2017	450,105	428,050	874,544	382,867		71,816(6)	2,207,382
President and Chief	2016	427,450	177,392	152,000	960,178		53,146	1,770,666
Operating Officer	2015	415,000	152,720		1,346,302		15,166	1,929,188
Jay Barth, M.D.,	2017	444,548	267,751	596,284	261,045		14,560(7)	1,584,188
Chief Medical Officer	2016	431,600	336,127	91,500	832,036		14,566	1,505,828
	2015	415,000	154,380		1,205,793		14,650	1,789,823
Ellen S. Rosenberg	2017	412,000	287,329	596,284	261,045		14,560(7)	1,571,218
General Counsel and Corporate Secretary								

(1) The 2017 amount represents bonuses earned in 2017 and paid in 2018.

(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, 2017, filed with the SEC on Form 10-K on March 1, 2018 at Item 7 Management's Discussion and Analysis of Financial Condition and Results of Operations Equity 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 2017 include the grant date fair value of the RSUs and PRSUs granted during 2017. 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 2017 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 and Principal Position	Grant Date Fair Value for 2017 PRSUs (i.e., Based on Expected Performance) ($)	Value at Grant Date Assuming Maximum Performance ($)	Actual Realizable Value at Grant Date ($)
John F. Crowley	$ 1,342,479	$ 2,684,958	
William D. Baird III	402,733	805,466	
Bradley L. Campbell	492,231	984,462	
Jay Barth, M.D.,	335,613	671,226	
Ellen S. Rosenberg	335,613	671,226	

(3) Consists of gains on investments in Mr. Crowley's deferred compensation plan account; please see the "Nonqualified Deferred Compensation" table below.

(4)

Includes $13,000 of 401(k) employer match, $866,667 of Monthly Medical Payments pursuant to Mr. Crowley's current employment agreement (see page 30), $750 for health care savings account and $1,428 in life insurance premiums.

(5)

Includes $13,000 of 401(k) employer match, $1,500 for health care savings account and $810 in life insurance premiums.

(6)

Includes $13,000 of 401(k) employer match, $750 for health care savings account and $1,428 in life insurance premiums. In addition, the following items were related to Mr. Campbell's secondment agreement: $15,936 for relocation, $17,746 for tuition reimbursement for his children and $23,324 for per diem payments for cost of living adjustment.

(7)

Includes $13,000 of 401(k) employer match, $750 for health care savings account and $810 in life insurance premiums.

(8)

As described more fully below, Mr. Crowley participates in our Non-Qualified Cash Deferral Plan and for 2017, the deferral amounts were: $309,534 of salary and $441,550 of bonus.

Grants of Plan-Based Awards

The following table presents information concerning grants of equity awards to each of the named executive officers during 2017.

Name	Grant Date	Estimated Future Payouts Under Equity Incentive PRSU Awards Threshold #	Target #	Maximum #	All Other Stock Awards: Number of Shares of RSUs Units(1) (#)	All Other Option Awards: Number of Securities Underlying Options(2) (#)	Exercise or Base Price of Option Awards ($/Sh)(3)	Grant Date Fair Value of Stock and Option Awards(4) ($)
John F. Crowley	1/3/2017					282,485	5.13	1,044,182
Chairman and	1/3/2017				203,252			1,042,683
Chief Executive Officer	1/3/2017	50,813	101,626	203,252				521,341
	1/3/2017	50,813	101,626	203,252				821,138
William D. Baird, III	1/3/2017					84,745	5.13	313,253
Chief Financial	1/3/2017				60,975			312,802
Officer	1/3/2017	15,243	30,487	60,974				156,398
	1/3/2017	15,243	30,487	60,974				246,335
Bradley L. Campbell	1/3/2017					103,578	5.13	382,867
President and	1/3/2017				74,525			382,313
Chief Operating Officer	1/3/2017	18,631	37,262	74,524				191,154
	1/3/2017	18,631	37,262	74,524				301,077
Jay Barth, M.D.	1/3/2017					70,621	5.13	261,045
Chief Medical								
Officer	1/3/2017				50,813			260,671
	1/3/2017	12,703	25,406	50,812				130,333
	1/3/2017	12,703	25,406	50,812				205,280
Ellen Rosenberg	1/3/2017					70,621	5.13	261,045
General Counsel								
and	1/3/2017				50,813			260,671
Corporate								
Secretary	1/3/2017	12,703	25,406	50,812				130,333
	1/3/2017	12,703	25,406	50,812				205,280

(1) Amounts represent PRSUs granted to NEOs during the 2017 fiscal year. The criteria used to determine the number of PRSUs earned by each NEO are described above under "Performance-Based Restricted Stock Units" The service-vesting schedule associated with the annual PRSUs granted to all NEOs on January 3, 2017 is three-year graded vesting.

(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, with 25% on each successive Grant Date anniversary.

(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 1/48th of the total number of shares vest on the first day of the following 36 months.

(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.

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Outstanding Equity Awards at Year-End

The following table presents the outstanding equity awards held by each of the named executive officers as of December 31, 2017.

	Option Awards				Stock Awards			
Name and Principal Position	Number of Securities Underlying Unexercised Options (#) Exercisable	Number of Securities Underlying Unexercised Options (#) Unexercisable(1)	Option Exercise Price ($)	Option Expiration Date	Number of Units of Stock That Have Not Vested (#)(2)	Market Value of Units of Stock That Have Not Vested ($)(4)	Number of Unearned Units of Stock That Have Not Vested (#)(3)	Market Value of Unearned Units of Stock That Have Not Vested ($)(4)
John F. Crowley	103,500		$ 10.36	2/3/2019	41,667	$ 207,085		
Chairman and Chief	103,975		5.96	1/19/2021	203,252	2,924,796		
Executive Officer	131,024		6.45	2/15/2022			101,626	1,462,398
	136,378		4.38	6/4/2022			203,252	2,924,796
	1,538		3.53	1/28/2023				
	11,686	4,791(5)	3.19	1/3/2024				
	201,230	28,770(7)	3.82	6/26/2024				
	167,693	62,307(8)	11.19	1/2/2025				
	143,738	86,262(9)	15.96	6/1/2025				
	119,788	130,212(10)	11.74	1/4/2026				
	31,249	52,084(12)	6.10	6/15/2026				
	31,249	52,084(12)	7.93	6/15/2026				
		282,245(13)	5.13	1/3/2027				
William D. Baird III	175,000		4.66	4/16/2022	11,250	161,888		
Chief Financial Officer	50,000		4.38	6/4/2022	60,975	877,430		
	38,259		3.53	1/28/2023			30,487	438,708
	6,224		2.52	6/18/2023			60,974	877,416
	62,125	1,875(5)	2.45	1/3/2024				
	78,750	11,250(7)	2.94	6/26/2024				
	65,125	24,875(8)	8.61	1/2/2025				
	56,250	33,750(9)	12.28	6/1/2025				
	43,125	46,875(10)	9.03	1/4/2026				
	22,500	37,500(12)	6.10	6/15/2026				
		84,745(13)	5.13	1/3/2027				
Bradley L. Campbell	32,500		10.21	2/5/2018	18,750	269,813		
President and Chief	36,000		10.36	2/3/2019	74,525	1,072,415		
Operating Officer	30,000		5.96	1/19/2021			37,262	536,200
	60,000		6.06	6/16/2021			74,524	1,072,400
	70,000		6.45	2/15/2022				
	80,000		4.38	6/4/2022				
	78,000		3.53	1/28/2023				
	85,000		2.52	6/18/2023				
	88,125	1,875(5)	2.45	1/3/2024				
	78,750	11,250(7)	2.94	6/26/2024				
	65,125	24,875(8)	8.61	1/2/2025				
	62,494	37,506(9)	12.28	6/1/2025				
	47,913	52,087(10)	9.03	1/4/2026				
	28,122	46,878(12)	6.10	6/15/2026				
		103,578(13)	5.13	1/3/2027				
Jay Barth, M.D.	124,035	10,965(6)	2.29	3/7/2024	11,250	161,888		
Chief Medical Officer	43,730	6,270(7)	2.94	6/26/2024	50,813	731,199		
	58,318	21,682(8)	8.61	1/2/2025			25,406	365,592
	56,250	33,750(9)	12.28	6/1/2025			50,812	731,185
	43,125	46,875(10)	9.03	1/4/2026				
	22,500	37,500(12)	6.10	6/15/2026				
		70,621(13)	5.13	1/3/2027				
Ellen S. Rosenberg	57,290	67,710(11)	5.16	2/8/2026	4,687	67,446		
General Counsel and	9,370	15,630(12)	6.10	6/15/2026	50,813	731,199		
Corporate Secretary		70,621(13)	5.13	1/3/2027			25,406	365,592
							50,812	731,185

(1) 25% of the total number of shares subject to the option vest on the first anniversary of the date of grant; the remainder vest 1/36th per month thereafter.

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(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, with 25% on each successive grant date anniversary for the next three years.

(3) Vesting of PRSUs are based on the goals were established by management and the Compensation Committee; the units noted for the total shareholder return goal and the strategic pipeline goal related to the Pompe program are at target and maximum payout, respectively.

(4) The market value is based on the closing stock price of $14.39 on December 31, 2017.

(5) The date of the grant was January 3, 2014.

(6) The date of grant was March 7, 2014.

(7) The date of the grant was June 26, 2014.

(8) The date of the grant was January 2, 2015.

(9) The date of the grant was June 1, 2015.

(10) The date of grant was January 4, 2016.

(11) The date of grant was February 8, 2016.

(12) The date of grant was June 15, 2016.

(13) The date of grant was January 3, 2017.

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 when the executive is not in possession of material non-public information about the Company, and we 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, 2017.

Name and Principal Position	Number of Shares Acquired on Exercise	Value Realized upon Exercise(1)	Number of Shares Acquired on Vesting	Value Realized upon Vesting(2)
John F. Crowley Chairman and Chief Executive Officer	666,395	$ 6,505,043	10,417	$ 91,565
William D. Baird III Chief Financial Officer	40,000	469,332	3,750	$ 32,963
Bradley L. Campbell President and Chief Operating Officer			106,250	$ 567,938
Jay Barth, M.D. Chief Medical Officer	40,000	$ 347,605	3,750	$ 32,963
Ellen S. Rosenberg General Counsel and Corporate Secretary			1,563	$ 13,739

(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 on each exercise.

(2) The value realized on vesting on stock awards is based on the closing price on the date of vesting.

Non-Qualified Deferred Compensation

As described more fully above, our Non-Qualified Cash Deferral Plan (and Stock Deferral Plan (collectively, the "Deferral Plans") covers our executive officers and our non-employee directors. Earnings are determined solely by an executive'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.

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
John F. Crowley Chairman and Chief Executive Officer	$ 751,085(1)	$ 94,188(2)		$ 2,041,030(3)
Bradley L. Campbell President and Chief Operating Officer			$ 513,000(4)	

(1) $309,534 of this amount is included in the salary column and $441,550 of this amount is included in the bonus column, respectively, in the summary compensation table.

(2) Represents investments gains determined by the hypothetical investments elected by Mr. Crowley in the last fiscal year as permitted under the Deferral Plan.

(3) This column includes $1,195,757 compensation earned and deferred in prior years, which was disclosed in prior year Proxy statements.

(4) The amount in this column represents the value of the vested RSUs that Mr. Campbell deferred and distributed on January 3, 2017.

Severance Benefits and Change of Control Arrangements

We have agreed to provide severance benefits and change of control arrangements to our current executives as described below.

John F. Crowley. We employ Mr. Crowley as our Chief Executive Officer pursuant to an employment agreement. The agreement will continue for successive one-year terms until either Mr. Crowley 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, or if the company decides not to extend Mr. Crowley's agreement at the end of any term, or if Mr. Crowley resigns for good reason, Mr. Crowley 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, (iii) continued Monthly Medical Payments for a period of 18 months, and (iv) continuation of health care coverage under COBRA with premiums to be paid by the Company for up to 29 months. Further, the vesting of all options then held by Mr. Crowley shall accelerate by one year. Mr. Crowley is not entitled to severance payments if the company terminates him for cause or if he resigns without good reason.

Further, if upon the termination of Mr. Crowley's employment by the company other than for cause, or if the company decides not to extend his employment agreement at the end of any term, or if Mr. Crowley resigns for good reason, in each case within twelve months following a change of control in the Company, then Mr. Crowley 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, (iii) continued Monthly Medical Payments for a period of 24 months, and (iv) continuation of health care coverage under COBRA with premiums to be paid by the Company for up to 29 months. Further, the

vesting of all remaining unvested options and restricted stock grants then held by Mr. Crowley would accelerate in full.

Finally, if Mr. Crowley's employment ceases due to his death or disability, he (or his estate, as applicable) will be entitled to (i) continuation of the Monthly Medical Payments for 12 months, and (ii) 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 service to the Company.

Other Named Executive Officers.

Messrs. Baird and Campbell, Dr. Barth and Ms. Rosenberg. We employ Mr. Baird as our Chief Financial Officer, Mr. Campbell as our President and Chief Operating Officer, Dr. Barth as our Chief Medical Officer, and Ms. Rosenberg as our General Counsel and Corporate Secretary, pursuant to their respective employment agreements. If any of these executive officers is terminated without cause, then the executive officer has the right to receive:

- 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;
- vesting of option awards then held by them will automatically accelerate by twelve months; and
- continuation of health care coverage under COBRA with premiums to be paid by the Company for a period of 12 months.

In addition, if any of these executive officers is terminated other than for cause within 12 months following change of control or, if following those changes, 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;
- an amount equal to such executive officer's target annual bonus;
- any outstanding unvested stock options and restricted stock grants held by the executive officer will fully vest; and
- continuation of health care coverage under COBRA with premiums to be paid by the Company for a period of 18 months.

Finally, if the executive's employment ceases due to death or disability, such executive will be entitled to continuation of health care coverage under COBRA 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.

Potential Payments upon Termination without Cause or Resignation for Good Reason

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 or, in the case of Mr. Crowley, he resigned for good reason, on December 31, 2017 other than in connection with a

change of control. Amounts below reflect potential payments pursuant to the severance agreements for such named executive officers.

Name and Principal Position	Salary Continuation ($)	Bonus ($)(1)	Benefit Continuation ($)(2)	Value of RSU Vesting ($)(4)	Value of Stock Option Vesting ($)(3)	Total ($)
John F. Crowley Chairman and Chief Executive Officer	928,602(4)	557,161	1,204,263(5)	$ 881,100	2,264,700	5,835,826
William D. Baird, III Chief Financial Officer	408,447(6)	246,007	27,747	273,309	949,640	1,905,150
Bradley L. Campbell President and Chief Operating Officer	450,105(7)	428,050	24,820	358,038	1,082,848	2,343,861
Jay Barth, M.D. Chief Medical Officer	444,548(7)	267,751	26,997	236,759	925,768	1,901,823
Ellen S. Rosenberg General Counsel and Corporate Secretary	412,000(6)	287,329	21,508	205,288	653,470	1,579,595

(1) Bonus component paid in lump sum.

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

(3) Value of the options that would accelerate upon such event is calculated using the closing stock price of $14.39 on December 31, 2017.

(4) Base salary paid in installments over an 18 month period following such termination of employment.

(5) Benefits to be continued consist of estimated healthcare costs and health insurance premiums for Mr. Crowley's family, which primarily consists of the Monthly Medical Payments paid over 18 months and up to 29 months of COBRA coverage.

(6) Base salary paid in installments over a 6 month period following such termination of employment.

(7) Base salary paid in installments over a 12 month period following such termination of employment.

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, 2017, assuming that such termination occurs

within twelve months following a change of control or, in the case of Mr. Crowley, within three months prior to or twelve months following the date on which the change of control occurs.

Name and Principal Position	Salary Continuation ($)	Bonus ($)(1)	Benefit Continuation ($)(2)	Value of RSU Vesting ($)(3)	Value of Stock Option Vesting ($)(3)	Total ($)
John F. Crowley Chairman and Chief Executive Officer	$ 1,238,137(4)	$ 742,882	$ 1,604,265(5)	$ 6,299,280	$ 4,282,937	$ 14,167,501
William D. Baird, III Chief Financial Officer	612,670(6)	246,007	41,621	1,916,734	1,710,164	4,527,196
Bradley L. Campbell President and Chief Operating Officer	675,158(6)	428,050	37,230	2,414,628	1,998,162	5,553,228
Jay Barth M.D. Chief Medical Officer	666,822(6)	267,751	40,496	1,624,271	1,617,078	4,216,418
Ellen S. Rosenberg General Counsel and Corporate Secretary	618,000(6)	287,329	32,262	1,529,830	1,408,486	3,975,907

(1) Bonus component paid in lump sum.

(2) Other than with respect to Mr. Crowley, benefits to be continued consist of COBRA premiums paid by the Company for 18 months.

(3) Value of the options that would accelerate upon such event is calculated using the closing stock price of $14.39 on December 31, 2017.

(4) Base salary paid in installments over a 24 month period following such termination of employment.

(5) Benefits to be continued consist of estimated healthcare costs and health insurance premiums for Mr. Crowley's family, which primarily consists of the Monthly Medical Payments paid over 24 months and up to 29 months of COBRA coverage.

(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, 2017.

Name and Principal Position	Benefit Continuation ($)(1)	Total ($)
John F. Crowley Chairman and Chief Executive Officer	$ 801,766	$ 801,766
William D. Baird, III Chief Financial Officer	27,747	27,747
Bradley L. Campbell President and Chief Operating Officer	24,820	24,820
Jay Barth, M.D. Chief Medical Officer	26,997	26,997
Ellen S. Rosenberg General Counsel	21,508	21,508

(1) Benefits to be continued consist of COBRA and HSA premiums paid by the Company for 12 months following such termination. For Mr. Crowley, this also includes the Monthly Medical Payments.

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").

For purposes of the Pay Ratio calculation, we identified our median employee by determining the 2017 total annualized target cash compensation for all of our global employees (excluding our Chief Executive Officer), whether employed on a full-time, part-time or seasonal basis, who were employed by us on October 1, 2017 as our consistently applied compensation measure. Total annualized target cash compensation for these purposes consists of annualized base salary and annual target bonus. Once we identified our median employee, we calculated such employee's annual total compensation for 2017 in the same manner that we determined the total compensation of our Chief Executive Officer for purposes of the Summary Compensation Table disclosed above.

For the year ended December 31, 2017, (i) the annual total compensation of our Chief Executive Officer was $5,613,080; (ii) the annual total compensation of our median employee was $184,514; and (iii) based on this information, we reasonably estimate our Pay Ratio to be 30:1. 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.

Director Compensation

Pursuant to our Director Compensation Policy, each non-employee member of our Board received the following cash compensation for Board services during 2017, as applicable:

$30,000 per year for service as lead independent director;

$40,000 per year for service as a Board member;

$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 Committee (inclusive of committee membership fees described below);

$12,500 per year for service as chairperson of the Nominating/Corporate Governance Committee or the Science and Technology Committee (inclusive of committee membership fees described below); and

$10,000 per year for service as a member of the Audit and Compliance Committee and $7,500 per year for service as a member of the Compensation Committee, the Nominating and Corporate Governance Committee or the Science and Technology Committee.

In 2017, after a market study completed by Pay Governance, the Board of Directors approved a new methodology to determine equity grants to members of the Board of Directors, using a value based approach benchmarked vs peers to be aligned with executives. As of June 2017, each director received an annual grant of non-qualified options and RSUs worth $150,000, with 2/3 of the value assigned to the non-qualified stock options, and 1/3 of the value assigned to RSUs. The grant date is the date of our Annual Meeting of Stockholders and each grant will vest in full at the following Annual Meeting of Stockholders. 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 termination in the event of the director's cessation of Board service. All of our directors are also eligible to participate in our 2007 Equity Incentive Plan.

As part of the new methodology, each of our new, independent Board members will receive non-qualified options and RSUs with the value of $225,000 in connection with their election to the Board. 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 with 25% vesting one year after the vesting commencement date and the remainder vesting ratably each month thereafter in equal installments over a three year period subject to continued service as a director. We expect to make additional initial grants of stock options and RSUs to any new Board members in the future.

Summary of Non-Employee Director Compensation Table

The following table provides information regarding the compensation that each of our non-employee directors earned during the year ended December 31, 2017.

Name	Fees Earned ($)(1)	RSU Awards ($)(2)	Option Awards ($)(2)	Total ($)
Glenn P. Sblendorio	$ 68,750(3)	50,000	$ 100,013	$ 218,763
Robert Essner	48,750	50,000	100,013	198,763
Michael G. Raab	55,000	50,000	100,013	205,013
Ted W. Love, M.D.	60,625	50,000	100,013	210,638
Donald J. Hayden, Jr.	82,500	50,000	100,013	232,513
Margaret G. McGlynn.	66,250	50,000	100,013	216,263
Craig Wheeler	51,250	50,000	100,013	201,263

(1) Represents fees earned by non-employee director pursuant to Director Compensation Policy.

(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 our annual report for the year ended December 31, 2017, filed with the SEC on Form 10-K on March 1, 2018, at Item 7 Management's Discussion and Analysis of Financial Condition and Results of Operations Equity Compensation. Subject generally to continued service, annual director grant options vest one year from date of grant while the initial director grant options vest over four years.

(3) As described more fully below, Mr. Sblendorio participates in our Non-Qualified Cash Deferral Plan and for 2017, the fees deferred were $40,500.

As of December 31, 2017, our non-employee directors had the following number of stock options outstanding:

Name	Aggregate Options Outstanding	Vested/Unvested
Michael G. Raab	141,236	125,000/16,236
Glenn P. Sblendorio	101,236	85,000/16,236
Donald J. Hayden, Jr.	156,236	140,000/16,236
Margaret G. McGlynn	151,236	135,000/16,236
Ted W. Love, M.D.	116,246	100,000/16,236
Robert Essner	116,246	100,000/16,236
Craig Wheeler	46,236	11,250/34,986

Non-employee directors are also eligible to defer board fees pursuant to the terms of the Cash Deferral Plan, described more fully above.

As of December 31, 2017, our non-employee directors had the following number of restricted stock units outstanding:

Name	Aggregate Restricted Stock Units Outstanding
Michael G. Raab	5,814
Glenn P. Sblendorio	5,814
Donald J. Hayden, Jr.	5,814
Margaret G. McGlynn	5,814
Ted W. Love, M.D.	5,814
Robert Essner	5,814
Craig Wheeler	5,814

Non-Qualified Deferred Compensation for Non-Employee Directors

Our Deferral Plans cover our executive officers and members of our Board. The Company does not match participants' voluntary contributions to the deferral plan.

Name and Principal Position	Director Contributions in Last Fiscal Year(1)	Aggregate Earnings in Last Fiscal Year	Aggregate Distributions in Last Fiscal Year	Aggregate Balance at Last Fiscal Year(2)
Glenn P. Sblendorio	$ 40,500	$ 7,844	$ 37,051	$ 80,895

(1) Amount deferred is reflected in the "Fees Earned" column above in the Summary Director Compensation Table.

(2) This column includes director fees earned and deferred in prior years.

COMPENSATION COMMITTEE REPORT

The Compensation Committee is comprised entirely of independent directors. The Compensation 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 Committee has recommended to the Board that the Compensation Discussion and Analysis be included in this Proxy Statement and our 2017 Annual Report on Form 10-K.

Members of the Amicus Therapeutics, Inc.

Compensation Committee:

Margaret G. McGlynn, Chair
Michael G. Raab
Craig Wheeler

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.

SECTION 16(a) BENEFICIAL OWNERSHIP REPORTING COMPLIANCE

Section 16(a) of the Exchange Act requires our directors, executive officers and persons who own more than 10% of a registered class of our equity securities to file reports of holdings and transactions in our Common Stock with the SEC. To our knowledge, based solely on our review of copies of the reports received by us and written representations by these individuals that no other reports were required, all such Section 16(a) filing requirements were met.

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 March 31, 2018 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 March 31, 2018 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 187,972,218 shares of Common Stock outstanding on March 31, 2018.

Unless otherwise indicated below, the address of each of the individuals named below is: c/o Amicus Therapeutics, Inc., 1 Cedar Brook Drive, Cranbury, NJ 08512.

Name and Address of Beneficial Owner	Number of Shares Beneficially Owned	Percentage Of Shares Beneficially Owned
5% Stockholders		
Entities affiliated with Perceptive Advisors LLC(1) 499 Park Avenue, 25th Floor New York, NY 10022	18,424,424	9.8%
Entities affiliated with FMR LLC(2) 245 Summer Street Boston, MA 02210	17,983,566	9.6%
Entities affiliated with Black Rock Inc.(3) 55 East 52nd Street New York, NY 10055	13,712,097	7.3%
Entities affiliated with Vanguard Group(4) 100 Vanguard Blvd. Malvern, PA 19355	13,634,785	7.3%
Entities affiliated with Redmile Group, LLC(5) One Letterman Drive, Bldg. D, Suite D3-700 San Francisco, CA 94129	12,085,770	6.4%
Entities affiliated with Prudential Financial, Inc.(6) 466 Lexington Avenue New York, NY 10017	10,301,723	5.5%

Name of Beneficial Owner	Number of Shares Beneficially Owned	Percentage Of Shares Beneficially Owned
Named Executive Officers and Directors		
John F. Crowley(7)	1,610,967	*
William D. Baird III(8)	692,566	*
Bradley L. Campbell(9)	934,299	*
Jay Barth, M.D.(10)	399,660	*
Ellen S. Rosenberg(11)	130,536	*
Donald J. Hayden, Jr.(12)	120,000	*
Glenn P. Sblendorio(13)	96,933	*
Michael G. Raab(14)	105,634	*
Margaret G. McGlynn(15)	145,000	*
Ted W. Love, M.D.(16)	242,000	*
Robert Essner(17)	100,000	*
Craig Wheeler(18)	14,375	*
All directors and executive officers as a group (15 persons)(19)	5,530,678	2.9%

*
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 14, 2018 by Perceptive Advisors LLC ("Perceptive"), and supplemented by a Form 4 filed with the SEC on March 7, 2018. As of December 31, 2017, Perceptive reported shared voting and investment power of 17,888,597 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 13, 2018 by FMR LLC ("FMR"). As of December 31, 2017, FRM reported sole voting power of 2,807,665 shares of common stock and sole investment power of 17,983,566 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 8, 2018 by Blackrock Inc. ("Blackrock"). As of December 31, 2017, Blackrock reported sole voting power of 13,343,785 shares of common stock and sole investment power of 13,712,097 shares of common stock.

(4)
This information is provided solely in reliance upon information included in a Schedule 13G filed with the SEC on February 12, 2018 by Vanguard Group ("Vanguard"). As of December 31, 2017, Vanguard reported sole voting power of 322,380 shares of common stock, shared voting power of 22,462 shares of common stock, sole investment power of 13,301,881 shares of common stock and shared investment power of 332,904 shares of common stock.

(5)
This information is provided solely in reliance upon information included in a Schedule 13G filed with the SEC on February 14, 2018 by Redmile Group LLC ("Redmile"). As of December 31, 2017, Redmile reported shared voting and investment power of 12,085,770 shares of common stock. The numbers reported in this line include 2,060,000 warrants to purchase common stock, which may be exchanged for ordinary shares at a 1:1 ratio.

(6)
This information is provided solely in reliance upon information included in a Schedule 13G filed with the SEC on January 26, 2018 by Prudential Financial, Inc. ("Prudential"). As of December 31, 2017, Prudential reported sole voting power of 52,347 shares of common stock, shared voting power of 10,249,376 shares of common stock, sole investment power of 52,347 shares of common stock and shared investment power of 10,249,376 shares of common stock.

(7)
Consists of 1,401,760 shares issuable upon the exercise of stock options exercisable within 60 days of March 31, 2018, 144,312 shares held directly by Mr. Crowley and 64,895 shares held by a trust f/b/o Mr. Crowley. Excludes shares issuable upon the exercise of stock options that are first exercisable after May 30, 2018 and unvested restricted stock units as of May 30, 2018.

(8)

Consists of 661,729 shares issuable upon the exercise of stock options exercisable within 60 days of March 31, 2018 and 30,837 shares held of record. Excludes shares issuable upon the exercise of stock options that are first exercisable after May 30, 2018 and unvested restricted stock units as of May 30, 2018.

(9)

Consists of 893,816 shares issuable upon the exercise of stock options exercisable within 60 days of March 31, 2018 and 40,483 shares held of record. Excludes shares issuable upon the exercise of stock options that are first exercisable after May 30, 2018 and unvested restricted stock units as of May 30, 2018.

(10)

Consists of 390,997 shares issuable upon the exercise of stock options exercisable within 60 days of March 31, 2018, 8,538 shares held directly by Dr. Barth and 125 shares held by his daughter. Excludes shares issuable upon the exercise of stock options that are first exercisable after May 30, 2018 and unvested restricted stock units as of May 30, 2018.

(11)

Consists of 105,819 shares issuable upon the exercise of stock options exercisable within 60 days of March 31, 2018 and 9,717 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 May 30, 2018 and unvested restricted stock units as of May 30, 2018.

(12)

Consists of 120,000 shares issuable upon the exercise of stock options exercisable within 60 days of March 31, 2018. Excludes shares issuable upon the exercise of stock options that are first exercisable after May 30, 2018 and unvested restricted stock units as of May 30, 2018.

(13)

Consists of 85,000 shares issuable upon the exercise of stock options exercisable within 60 days of March 31, 2018 and 11,933 shares held of record. Excludes shares issuable upon the exercise of stock options that are first exercisable after May 30, 2018 and unvested restricted stock units as of May 30, 2018.

(14)

Consists of 105,634 shares issuable upon the exercise of stock options exercisable within 60 days of March 31, 2018. Excludes shares issuable upon the exercise of stock options that are first exercisable after May 30, 2018 and unvested restricted stock units as of May 30, 2018.

(15)

Consists of 135,000 shares issuable upon the exercise of stock options exercisable within 60 days of March 31, 2018 and 10,000 shares held of record. Excludes shares issuable upon the exercise of stock options that are first exercisable after May 30, 2018 and unvested restricted stock units as of May 30, 2018.

(16)

Consists of 100,000 shares issuable upon the exercise of stock options exercisable within 60 days of March 31, 2018 and 142,000 shares held of record. Excludes shares issuable upon the exercise of stock options that are first exercisable after May 30, 2018 and unvested restricted stock units as of May 30, 2018.

(17)

Consists of 100,000 shares issuable upon the exercise of stock options exercisable within 60 days of March 31, 2018. Excludes shares issuable upon the exercise of stock options that are first exercisable after May 30, 2018 and unvested restricted stock units as of May 30, 2018.

(18)

Consists of 14,375 shares issuable upon the exercise of stock options exercisable within 60 days of March 31, 2018. Excludes shares issuable upon the exercise of stock options that are first exercisable after May 30, 2018 and unvested restricted stock units as of May 30, 2018.

(19)

Consists of 4,602,188 shares issuable upon the exercise of stock options exercisable within 60 days of March 31, 2018 and 928,490 total shares held of record. Excludes shares issuable upon the exercise of stock options that are first exercisable after May 30, 2018 and unvested restricted stock units as of May 30, 2018.

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 or Senior Vice President, Finance. 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 under the circumstances.

PROPOSAL NO. 2 APPROVE AND ADOPT AMENDMENT TO RESTATED CERTIFICATE OF INCORPORATION

Description of the Amendment

The Board has adopted a resolution to amend our Restated Certificate of Incorporation, as amended, to increase the number of shares of common stock, par value $0.01 per share that we are authorized to issue from 250,000,000 to 500,000,000 shares and has directed that the proposed amendment be submitted to our stockholders for their approval and adoption. The amendment will not change the number of shares of preferred stock that are authorized (10,000,000 shares), and the total authorized shares will be increased from 260,000,000 to 510,000,000. The amendment will replace the first sentence of Section 4 of our current Restated Certificate of Incorporation with the following language:

FOURTH: The total number of shares of all classes of capital stock which the Corporation shall have authority to issue is Five Hundred Ten Million (510,000,000) shares, consisting solely of: Five Hundred Million (500,000,000) shares of common stock, par value $0.01 per share ("Common Stock"); and Ten Million (10,000,000) shares of preferred stock, par value $0.01 per share ("Preferred Stock").

Recommendation

The Board recommends the vote "FOR" the proposal to approve and adopt an amendment to our Restated Certificate of Incorporation to increase the authorized shares of common stock to Five Hundred Million shares.

Background

We may issue shares of capital stock to the extent such shares have been authorized under our Restated Certificate of Incorporation. Currently, we are authorized to issue up to 250,000,000 shares of common stock, par value $0.01 per share, and 10,000,000 shares of preferred stock, par value $0.01 per share.

As of March 31, 2018, the total shares of common stock issued and outstanding and reserved for issuance pursuant to outstanding warrants, options, and preferred stock equaled 215,825,718 as follows:

187,972,218 shares of common stock issued and outstanding;

16,176,047 shares of common stock reserved for issuance pursuant to options to purchase common stock outstanding;

3,110,000 shares of common stock reserved for issuance pursuant to warrants to purchase common stock outstanding;

3,540,679 shares of common stock reserved for issuance pursuant to unvested RSUs and PRSUs;

25,000 shares of common stock reserved for issuance pursuant to deferred vested RSUs;

5,001,774 shares of common stock available for issuance under our 2007 Equity Incentive and Director Plans.

As a result, we have only 34,174,282 unreserved shares of common stock available for issuance. There are no shares of preferred stock outstanding.

Reason for the Proposal

We have only limited revenue as we are in the initial launch phase of our first marketed product and expect to continue to generate losses over the next couple of years as we continue to support our geographic expansion, our late stage development of biologics, biologics manufacturing and pre-clinical and early clinical development of our pipeline. These activities are expected to expand over time and will require further resources if we are to be successful. Because we have not generated significant commercial sales revenue to date and we expect our losses will continue in the near future, we will need to raise additional capital through a range of activities including equity offerings or other business development opportunities. Our Board believes that the current amount of unreserved shares of common stock is insufficient for our future financing needs because it is likely that the sale of shares of common stock will be one of the principal means by which we will raise additional capital until such time as we are able to generate earnings sufficient to finance our operations. For similar reasons, our Board may also consider using common stock to acquire, or invest in, complementary businesses, technologies, manufacturing, products or assets. Although our Board has no current plan, arrangement or commitment to issue additional shares of common stock for the purposes described above, the Board believes that it is in the best interest of the Company and our stockholders to have a sufficient number of authorized but unissued shares of common stock available for issuance in the future for such purposes.

If this proposal is approved, all or any of the authorized shares may be issued without further stockholder action (unless such approval is required by applicable law or regulatory authorities) and without first offering those shares to the stockholders for subscription. The issuance of Common Stock in any manner other than on a pro-rata basis to all stockholders would reduce the proportionate interest in the Company of each stockholder. Our stockholders have no preemptive rights to subscribe for additional shares of Common Stock when issued.

Possible Anti-Takeover Effects of the Amendment

The proposed amendment to our Restated Certificate of Incorporation is not being recommended in response to any specific effort of which our Board is aware to obtain control of the Corporation, and our Board does not intend or view the proposed increase in authorized common stock as an anti-takeover measure. However, the ability of our Board to authorize the issuance of the additional shares of common stock that would be available if the proposed amendment is approved and adopted could have the effect of discouraging or preventing a hostile takeover.

PROPOSAL NO. 3 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 (the "2007 Plan") to increase the number of shares of common stock available for issuance under the 2007 Plan by 5,000,000 shares. The board of directors approved the amendment and restatement of the 2007 Plan on April 11, 2018 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 our Amended and Restated 2007 Equity Incentive Plan (the "2007 Plan"). The Compensation 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. If our stockholders do not approve the 2007 Plan, the existing version of the Amended and Restated 2007 Equity Incentive Plan (the "Existing Plan") will remain in effect.

The 2007 Plan is substantially similar to the Existing Plan. The only change is an increase of 5,000,000 shares of Common Stock available for issuance as equity incentive 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 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, 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 shares of the Company's Common Stock. As of March 31, 2018, there are 4,894,629 shares remaining for issuance under the Existing Plan. We are therefore seeking approval of the 2007 Plan in order to make an additional 5,000,000 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 Committee with the flexibility to make the types and amounts of awards it believes are necessary to attract and retain qualified individuals.

Considerations Relating to the Additional Shares Under the 2007 Plan

In recommending the 2007 Plan to the board of directors for approval, the Compensation Committee reviewed analyses prepared by Pay Governance, the committee's independent compensation consultant. Considerations taken into account by the compensation 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 2007 Plan, we expect the number of available shares under the 2007 Plan to be substantially depleted by the midpoint of 2019 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 18-24 months of awards based on projected increase in overall number of employees, projected employee turnover and historical grant practices.

Employee growth/turnover

We had a 23% increase in the number of employees in 2017. We are projecting a 40% increase in 2018 and a 30% increase in 2019. In addition, we are projecting employee turnover that is consistent with the turnover rate of the biotechnology industry generally. In 2017, we had a total of 3 new hires and promotions involving positions at the vice president level or higher. We expect to increase our hiring at all levels, including senior management, in 2018 and 2019. Accordingly, we anticipate an increase in new hire equity grants in 2018 and 2019, which are traditionally 50% to 100% greater in value than annual grants, and as the overall number of employees continues to increase, 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 2007 Plan have gone to our Named Executives.

Eligible Participants/Administration

The 2007 Plan provides for the grant of incentive stock options, within the meaning of Section 422 of the Code, to employees, and non-qualified stock options and restricted stock, other stock awards and Performance Awards to our employees and directors. As of April 1, 2018, approximately 360 employees and seven directors are eligible to participate in the 2007 Plan. The 2007 Plan will be administered by the Compensation Committee of our Board, provided that the Board may itself exercise any of the powers and responsibilities assigned to the Committee under the 2007 Plan.

Subject to the provisions of the 2007 Plan, the Compensation Committee has been granted the discretion to determine when awards are made, which employees 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 Committee also has been granted broad discretion to construe and interpret the 2007 Plan and adopt rules and regulations thereunder.

Number of Shares Authorized Under the 2007 Plan

The number of shares of our Common Stock that would be available for issuance after the effective date under the 2007 Plan is 20,058,703 shares, subject to adjustment to avoid dilution or enlargement of intended benefits in the event of certain significant corporate events. No more than 10,058,703 of the shares of Common Stock available for issuance under the 2007 Plan after the effective date under the 2007 Plan (upon approval of the requested share increase) as awards of restricted stock, 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. Each of the above numbers is exclusive of any grants made under the 2007 Plan prior to the effective date of the approval of the amendment by the Board. 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. 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.

Summary of the 2007 Plan

This section summarizes certain key features of the 2007 Plan, all of which remain unchanged. The only change is the increase in the number of authorized shares of common stock, subject to stockholder approval. 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 stated 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 after April 2026 which is the 10th anniversary of the date on which the 2007 Plan was approved by the Board. Awards granted prior to the expiration of the 2007 Plan shall not expire solely by reason of the termination of the plan.

The closing price of a share of our Common Stock on April 2, 2018 was $14.16.

Terms and Conditions of Options

Options granted under the 2007 Plan shall be, as determined by the Compensation 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 Committee:

Option Exercise Price. The price at which shares of Common Stock may be acquired under each incentive stock option shall not be less than 100% of the fair market value of a share on the date an 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 Committee; provided, however, that in no event shall an option be exercisable more than ten years after its grant date or five years after the date it is 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 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).

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 until the participant has given written notice of exercise of the option and has paid in full for such shares.

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 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 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 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.

Terms and Conditions of Restricted Stock Units

Each restricted stock unit shall entitle the recipient to a share of Common Stock at the close of a Restriction Period as established by the Compensation 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 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 Committee on such basis as it deems appropriate. A participant holding restricted stock units 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 restricted stock units except to the extent that the Restriction Period with respect to such restricted stock units shall have closed and a certificate shall have been issued for such shares of Common Stock.

Terms and Conditions of Stock Grants

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 Committee. Stock grants may be awarded in such circumstances as the Compensation 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 Committee may grant Performance Awards ("PRSUs") 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 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 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 Committee, an award (other than a stock award) 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 Committee may provide that a nonstatutory stock option, shares of restricted stock or restricted stock units may be transferred by the participant to a family member, so long as such transfer is without payment of any consideration.

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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 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 restricted stock units;
- the assumption of outstanding options or restricted stock units, or the substitution of outstanding options or restricted stock units with equivalent options or restricted stock units, as the case may be, by the acquiring or succeeding corporation or entity; or
- the termination of all options and restricted stock units (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 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.

Termination of 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.

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.

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

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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. The capital gain tax rate will depend on a number of factors, including the length of time the participant held the shares prior to selling them.

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. 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 restricted stock unit, 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 restricted stock unit, 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 restricted stock unit 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). The capital gain tax rate will depend on a number of factors, including the length of time the participant held the shares prior to selling them.

Performance Awards

If a Performance Award is settled by the issuance of unrestricted shares of our Common Stock, the participant receiving the shares 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 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 "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." In addition, Performance Awards, granted prior to this date, that are conditioned upon achievement of certain Performance Goals may satisfy the requirements for treatment as "qualified performance-based compensation." Following the enactment of the Tax Cuts and Jobs Act, beginning with the 2018 calendar year, the $1,000,000 annual deduction limitation under Section 162(m) applies to all compensation paid 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 by this new tax law.

New Plan Benefits

If the 2007 Plan is approved by stockholders, awards under the 2007 Plan will be determined by the Compensation Committee 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 2017 fiscal year.

Name and Principal Position	Number of Options	Number of Stock Units(1)
John F. Crowley Chairman and Chief Executive Officer	282,485	406,504
William D. Baird, III Chief Financial Officer	84,745	121,949
Bradley L. Campbell President and Chief Operating Officer	103,578	149,049
Jay Barth, M.D. Chief Medical Officer	70,621	101,625
Ellen S. Rosenberg. General Counsel and Corporate Secretary	70,621	101,625
Executive group	1,169,010	967,537
Non-executive director group	113,652	40,698
Non-executive officer employee group	1,779,524	459,761

(1) Includes RSUs and PRSUs at target level for TSR and 200% for pipeline goal

In accordance with SEC rules, the following table lists all options granted to the individuals and groups indicated below since the adoption of the 2007 Plan. The option awards listed below for the covered executives and directors include the option awards listed in the executive and director compensation tables beginning on page 36 and 45, respectively, of this proxy statement and are not additional awards. As of April 2, 2018, the closing price of a share of our Common Stock on was $14.16 per share.

Persons or Groups of Persons	Options
John F. Crowley Chairman Chief Executive Officer	2,787,151
William D. Baird, III Chief Financial Officer	972,745
Bradley L. Campbell President and Chief Operating Officer	1,192,078
Jay Barth, M.D. Chief Medical Officer	615,621
Ellen S. Rosenberg General Counsel and Corporate Secretary	220,621
All current executive officers as a group	6,747,831
All current directors who are not executive officers as a group	
Each nominee for election as a director	
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	11,337,418

Vote Required

The affirmative vote of a majority of shares present in person or represented by proxy at the Annual Meeting and entitled to vote on such matter is required to approve the 2007 Plan.

Securities Authorized for Issuance under our Equity Compensation Plans

Plan category	Number of securities to be issued upon exercise of outstanding options (a)	Weighted-average exercise price of outstanding options	Number of securities remaining available for future issuance under equity compensation plans (excluding securities reflected in column (a))(2)
Equity compensation plans approved by security holders(1)	15,181,105	$ 7.48	7,648,405
Equity compensation plans not approved by security holders			
Total	15,181,105	$ 7.48	7,648,405

(1) Includes awards granted under the Company's 2002 Plan, the Existing Plan and the 2007 Director Option Plan (the "2007 Director Plan"). As of December 31, 2015, no shares were reserved for issuance under the 2002 Plan. The number of shares available for issuance under the 2007 Director Plan is increased annually on January 1 of each year by 100,000 shares provided that the Board may waive the annual increase in shares available for issuance.

(2) Of the total presented there are no shares available for issuance as restricted stock, restricted stock units or stock grants.

Clawback Policy

As described above, the Board has adopted a Clawback Policy which allows the Board to recoup bonus and equity awards made to executives in the event of misconduct leading to a restatement and other misconduct.

PROPOSAL NO. 4 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, 2018. The Board proposes that the stockholders ratify this appointment. Ernst & Young LLP audited our financial statements for the fiscal year ended December 31, 2017. We expect that representatives of Ernst & Young LLP will be present at the 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, 2017 and 2016, 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,	
	2017	2016
Audit Fees	$ 1,956,979	$ 1,578,983
Audit-Related Fees		

Tax Fees	$	24,658	$	17,000
All Other Fees	$	78,435	$	2,000
Total	$	2,060,072	$	1,597,983

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 2017 and 2016. In 2017, the audit fees also included costs of $80,000 associated with the review of our Prospectus Supplement for an equity financing and statutory audits. Fees for tax services in 2017 included fees associated with certain permitted compliance and advisory services. In 2016, audit fees also included fees related to related to audit work for the financing transactions for the "At the Market" equity offering commenced in February 2016 and the convertible debt financing completed in December 2016 and $16,500 related to consents required for SEC filings. All other fees in 2017 and 2016 included the subscription fees paid for access to the Ernst & Young LLP on line Accounting & Auditing Research Tool and in 2017, fees related to a compliance assessment project. There were no audit-related fees in 2017 and 2016.

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 voted affirmatively or negatively on the matter 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 2017, the Audit and Compliance Committee took the following actions:

Reviewed and discussed the audited financial statements for the fiscal year ended 2017 with management and Ernst & Young LLP, our independent registered public accounting firm;

Discussed with Ernst & Young LLP the matters required to be discussed by PCAOB Auditing Standard No.16, Communications with Audit and Compliance Committees; and

Received written disclosures and the letter from Ernst & Young LLP regarding its communications with the Audit and Compliance Committee concerning independence as required by Rule 3526 of the PCAOB (Communications with Audit and Compliance Committees 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, 2017, as amended, for filing with the SEC.

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

Glenn P. Sblendorio, Chair
Robert Essner
Michael G. Raab

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. 5 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 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 Committee with respect to the fiscal year ended December 31, 2017.

In 2017, the Company made significant progress towards the goal of becoming a leading orphan and rare disease company with global commercial operations and a diversified product pipeline. The Company successfully continued its geographic expansion of Galafold (migalastat), exceeding its goal of 300 patients on therapy by end 2017. It also submitted registration packages for migalastat to US FDA and Japan PDMA. The company also established definitive proof of concept for ATB200/AT2221 for Pompe disease and released a cascade of positive data from the Phase 1/2 clinical trial throughout 2017 and successfully scaled biologics manufacturing from the 250L to 1000L scale, reaching agreement with FDA on comparability between the 250L and 1000L engineering batches. The company further strengthened the balance sheet with the completion of a $258 million follow-on equity offering, while carefully managing expenses. These actions have provided us with more than 18 months of cash runway at the beginning of 2018. We believe that our compensation plan appropriately rewards our executive officers for the exceptional progress achieved in 2017 and the performance against our corporate goals, and aligns their long term incentives with shareholders.

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 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.

OTHER MATTERS

The Board knows of no other business which will be presented to the 2018 Annual Meeting. If any other business is properly brought before the 2018 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 28, 2018. Proposals received after that date will not be included in the proxy materials we send out in connection with the 2019 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, stockholder notice of any such proposal must be received by us not earlier than November 28, 2018 and not later than December 28, 2018; provided, however, that in the event that the date of the 2019 Annual Meeting of Stockholders is more than 30 days before or more than 60 days after the anniversary date of the 2018 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 2019 Annual Meeting of Stockholders and not later than the close of business on the later of the 60th day prior to such 2019 Annual Meeting of Stockholders or the 10th day following the day on which we make a public announcement of the date of the 2019 Annual Meeting of Stockholders. All stockholder proposals should be marked for the attention of General Counsel and Corporate Secretary, c/o Amicus Therapeutics, Inc., 1 Cedar Brook Drive, Cranbury, New Jersey 08512.

Our Annual Report on Form 10-K for the fiscal year ended December 31, 2017 (other than the exhibits thereto), filed with the SEC, which provides additional information about us, is available on the Internet at *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., 1 Cedar Brook Drive, Cranbury, New Jersey 08512.

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 2018 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 2018 Annual Meeting of Stockholders and our Annual Report to Stockholders, please call us at (609) 662-2000 or send a written request to General Counsel and Corporate Secretary, c/o Amicus Therapeutics, Inc., 1 Cedar Brook Drive, Cranbury, New Jersey 08512. 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.

Annex A

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.

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 20,058,703, 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 10,058,703 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 Incentive Option shall be not less than 100% of the Market Value of Common Stock on the Grant Date, or not less than 110% of the Market Value of Common Stock on the Grant Date if the Optionee is a Ten Percent Owner. The price at which shares may be acquired under each Nonstatutory Option shall not be so limited solely by reason of this Section.

(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, Consulting 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, director or consultant ends for any reason or no reason, regardless of whether the end of such association is effected by the Company, any such Affiliate or such Optionee (whether voluntarily or involuntarily, including because an entity with which such Optionee has any such association ceases to be an Affiliate of the Company), 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, director or consultant, or if such Optionee dies, then any outstanding Option initially granted to such Optionee, whether then held by such Optionee or any other Participant, shall cease to be exercisable in any respect not later than ninety (90) days following the end of such association or such death and, for the period it remains exercisable following the end of such association or such death, shall be exercisable only to the extent exercisable on the date of the end of such association or such death. 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, 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, Consulting or Board Member Relationship.* 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's association with the Company or any of its Affiliates as an employee, director or consultant ends for any reason or no reason 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), and immediately following the end of any such association, such original grantee is not associated with the Company or any of its Affiliates as an employee, director or consultant, or if such original grantee dies, then all outstanding shares of Restricted Stock initially granted to such original grantee that are still subject to Risk of Forfeiture, whether then held by such original grantee or any other 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.

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.* At the discretion of the Committee, Participants may be entitled to receive payments equivalent to any dividends declared with respect to Common Stock referenced in grants of Restricted Stock Units but only following the close of the applicable Restriction Period and then only if the underlying Common Stock shall have been earned. Unless the Committee shall provide otherwise, any such dividend equivalents shall be paid, if at all, without interest or other earnings.

(d) *Effect of Termination of Employment, Consulting or Board Member Relationship.* 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's association with the Company or any of its Affiliates as an employee, director or consultant ends for any reason or no reason 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), and immediately following the end of any such association, such original grantee is not associated with the Company or any of its Affiliates as an employee, director or consultant, or if such original grantee dies, then all outstanding Restricted Stock Units initially granted to such original grantee that are still subject to Risk of Forfeiture, whether then held by such original grantee or any other Participant, 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 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. 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 7.4 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 administrating 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 an applicable withholding requirements, in whole or in part, by having the Company withhold shares to satisfy their tax obligations. Participants may only elect to have shares of their Common Stock withheld having a Market Value on the date the tax is to be determined equal to the minimum statutory total tax which could be imposed on the 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 11, 2018 (the Effective Date") and approved by the stockholders of the Company effective June 7, 2018.

QuickLinks

NOTICE OF 2018 ANNUAL MEETING OF STOCKHOLDERS
IMPORTANT NOTICE REGARDING THE AVAILABILITY OF PROXY MATERIALS FOR THE ANNUAL MEETING TO BE HELD ON JUNE 7, 2018.
THE PROXY STATEMENT AND FORM OF PROXY FOR OUR 2018 ANNUAL MEETING OF STOCKHOLDERS AND OUR ANNUAL REPORT ON FORM 10-K FOR THE YEAR ENDED DECEMBER 31, 2017 ARE AVAILABLE AT: www.sec.gov , through the Investor Relations section of our web site at www.amicusrx.com or at http://www.astproxyportal.com/ast/15417/
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Annex A
AMENDED AND RESTATED AMICUS THERAPEUTICS, INC. 2007 EQUITY INCENTIVE PLAN