

BioMarin Pharmaceutical

Corporate Governance and Nominating Committee Charter

Purposes of the Committee

The purposes of the Corporate Governance and Nominating Committee (“Committee”) are to:

- Oversee the composition of the Board to ensure that qualified individuals meeting the criteria of Nasdaq and regulations of the Securities and Exchange Commission (“SEC”) serve as members of the Board and its committees; and
- Oversee the development and implementation of corporate governance principles, policies, codes of conduct and codes of ethics relating to the operation of the Board and its committees and the Company as a whole.

Membership of the Committee

Appointment and Removal

- Members of the Committee shall be appointed by the Board and shall serve until a successor is duly elected or the member is removed or resigns.
- A member of the Committee shall be automatically removed if (1) the member is no longer a Director of the Company, (2) is determined by the Board to no longer be “independent” as that term is defined by Nasdaq and, if applicable, the Sarbanes-Oxley Act, or (3) is ineligible because of other rules or requirements.
- Committee members may otherwise be removed or replaced by vote of the Board.

Number and Qualifications

- The Committee will be comprised of at least three directors. The members must be “independent” as that term is defined by Nasdaq and, if applicable, the Sarbanes-Oxley Act.

Committee Structure and Operations

- The Board, taking into account the views of the Chairman of the Board, shall designate one member of the Committee as its chairperson.
- The Committee shall meet when deemed necessary or desirable by the Committee or its chairperson, generally at least two times per year. The Committee may invite such members of management and other persons to its meetings as it may deem desirable or appropriate.
- The Committee shall report regularly to the Board summarizing the Committee's actions and any significant issues considered by the Committee.
- The Committee members shall annually submit to a performance evaluation of the Committee by the Board.

Committee Duties and Responsibilities

Identification, Nomination and Termination of Directors

In discharging its general purposes, the Committee shall have the following duties:

- To identify individuals qualified to serve on the Board as vacancies arise and to seek out nominees to enhance the diversity and independence of the Board;
- To recommend to the full Board for selection the Director nominees to be voted upon either by the Board (for service until the next annual meeting of stockholders) or at the next annual meeting of the stockholders of the Company (for service until the subsequent annual meeting of stockholders);
- To recommend to the full Board the termination of the directorship of Directors in accordance with the Company's corporate governance principles or for other appropriate reasons;
- To perform an annual evaluation of the Board, each committee of the Board and each member of the Board, based on procedures and guidelines established by the Committee;
- To make recommendations to the full Board concerning the appropriate size and needs of the Board, including, without limitation, regarding committees of the Board to be maintained or created;
- To annually review the compensation of members of the Board; and
- To recommend to the Board appointees to committees of the Board and to recommend removal of committee members to the Board based on such criteria as the Committee shall from time to time establish.

Corporate Governance Principles and Code of Ethics

- The Committee shall develop and recommend to the full Board a set of corporate governance principles applicable to the Board and the Company and, if deemed necessary by the Board, propose from time to time any amendments to such principles.
- The Committee shall propose for consideration by the full Board a code of business conduct and ethics and, if deemed necessary by the Board, propose from time to time any amendments to such code.
- The Committee shall ensure that, as part of each regularly scheduled meeting of the Board of Directors, the outside or non-management directors shall meet in executive session prior to the conclusion of such Board meeting. The Chairman of the Board shall be an outside director and shall chair such executive sessions. At the conclusion of the executive session, the management directors and other members of management, as the Committee deems appropriate, will be invited to join the executive session in order that they can be informed of all relevant issues.
- The Chairman of the Board shall preside at all meetings of the Board, and the Chairman of the Board shall establish the agenda for all Board meetings in consultation with the Chief Executive Officer and other members of the Board.

Compliance

The Committee shall have the following additional duties:

- To oversee and evaluate compliance by the Board and management of the Company with the Company's corporate governance principles and ethics standards and its code of conduct;
- To appoint a Chief Compliance Officer with respect to such corporate governance principles and ethics standards and code of conduct, who will normally be the Chief Financial Officer of the Company; and
- The Committee shall meet at least annually with management of the Company to discuss management compliance with the Company's corporate governance principles.

Training

The Committee shall coordinate the training of Directors as required by the SEC and the listing requirements of Nasdaq, as amended from time to time.

Other Duties:

The Committee has the following additional duties:

- To recommend guidelines to the Board for corporate succession planning as it relates to the Company's Chief Executive Officer; and
- To perform any other activities required by applicable law, rules or regulations, including the rules of the SEC and any stock exchange or market on which the Company's securities may be listed from time to time, and perform such other activities that are consistent with this Charter, the Company's Bylaws and governing instruments, as the Committee or the Board deem necessary or appropriate.

Committee Reports

The Committee shall produce the following reports and provide them to the Board:

- An annual performance evaluation of the Committee, which evaluation shall compare the performance of the Committee with the requirements of this Charter. The performance evaluation shall also include a review of the adequacy of this Charter and shall recommend to the Board any revisions the Committee deems necessary or desirable, although the Board shall have the sole authority to amend this Charter. The performance evaluation shall be conducted in such manner as the Committee deems appropriate.

Delegation to Subcommittee

The Committee may, in its discretion, delegate all or a portion of its duties and responsibilities to a subcommittee of the Committee or to the Chairman of the Committee, whether or not such delegation is specifically contemplated under any plan or program.

Resources and Authority of the Committee

- The Committee shall have the resources and authority appropriate to discharge its duties and responsibilities, including the authority to select, retain, terminate, and approve the fees and other retention terms of special counsel or other experts or consultants, as it deems appropriate, without seeking approval of the Board or management.
- The Committee is authorized to have full access to all Company personnel, records and other informational sources.
- The Committee is empowered to investigate any matter brought to its attention and to retain counsel, auditors or other experts as required.