

## **STRATEGIC AND OPERATING REVIEW COMMITTEE CHARTER**

### **Purpose of the Committee**

The Strategic and Operating Review Committee (the “Committee”) is being formed as an ad hoc committee of the Board of Directors (the “Board”) of BioMarin Pharmaceutical Inc. (the “Company”) in order to conduct a review of the Company to maximize its long-term value.

In furtherance of its purpose, the Committee shall review, evaluate and make recommendations to the Board regarding the following matters, including (to the extent applicable) the timing for, and implementation of, such matters:

- The business, strategy and operations of the Company, including identifying potential operational improvements and strategic opportunities that may enhance the Company’s long-term value;
- The Company’s financial and capital allocation priorities, including relevant operational targets, including margins;
- Long-term planning and priorities, including multi-year financial planning; and
- Any other related matters as may be determined by the Board from time to time.

### **Membership of the Committee**

#### **Appointment and Removal**

- Subject to the Cooperation Agreement, entered into among the Company and Elliott Investment Management L.P., Elliott Associates, L.P. and Elliott International, L.P, dated as of December 20, 2023 (the “Cooperation Agreement”), each member of the Committee shall be appointed by the Board and shall serve at the discretion of the Board until such member’s successor is duly appointed (or until such member’s earlier resignation, removal, death or disability).
- Subject to the Cooperation Agreement, a member of the Committee shall be automatically removed if the member (1) is no longer a Director of the Company or (2) is ineligible as a Director because of other rules or requirements. Subject to the Cooperation Agreement, Committee members may otherwise be removed or replaced by vote of the Board.

### **Number and Qualifications**

- Subject to the Cooperation Agreement, the Committee shall be comprised of five directors, including the Company’s Chief Executive Officer and Chairman of the Board. The initial five members shall be Alexander Hardy, Richard Meier, Maykin Ho, Mark Enyedy and Barbara Bodem. The majority of the members

must be “independent” as that term is defined by Nasdaq and, if applicable, the Sarbanes-Oxley Act. Members must have no material relationship that, in the judgment of the Board, would interfere with his/her exercise of judgment as a Committee member.

### **Committee Structure and Operations**

- The Board, taking into account the views of the Chair of the Board and the members of the Committee, shall designate one member of the Committee as its chair (the “Chair”). The initial Chair shall be Richard A. Meier. Any successor Chair shall be selected by the Board. The Chair is expected to chair all regular sessions of the Committee and be responsible for setting the agendas for Committee meetings. In the absence of the Chair, the Committee shall select another member to preside.
- The Committee shall meet when deemed necessary or desirable by a majority of the Committee or by the Chair; provided that the Committee shall meet at least once per month, unless otherwise approved by its members. The Committee may invite such members of management and other persons to its meetings as it may deem desirable or appropriate. The Committee may exclude anyone with a personal interest in the matters under discussion.
- The Committee shall maintain written minutes of its meetings and shall cause such minutes to be filed with the minutes of the meetings of the Board. The minutes of the Committee shall be made available to the other members of the Board.
- A majority of the members of the Committee shall represent a quorum of the Committee for any decisions for which authority has been expressly delegated to the Committee by the Board and, if a quorum is present, any action approved by at least a majority of the members of the Committee shall represent valid action of the Committee. Notwithstanding the foregoing, the Committee does not have decision-making authority except where, and only to the extent that, such authority is expressly delegated by the Board, including as described in this Charter.

### **Committee Duties and Responsibilities**

The duties and responsibilities of the Committee are to review, evaluate and make recommendations to the Board regarding the matters described above under the heading “Purpose of the Committee.”

While the Committee members have the duties and responsibilities set forth in this Charter, nothing contained in this Charter is intended to create, or should be construed as creating, any responsibility or liability of any individual Committee member, except to the extent provided under applicable law.

## **Committee Reporting**

The Committee shall regularly report to the full Board summarizing the Committee's meetings, including the principal subjects discussed, any significant issues considered and the conclusions and recommendations of the Committee.

The results of the Committee's review shall be provided to the Board prior to August 31, 2024, in advance of the Company's planned 2024 Investor Day. The Committee shall consult with management and the Board with respect to the Company's communications to be issued in connection with the Investor Day and the timing thereof, with the goal of having such Investor Day occur at an appropriate time following the Board reaching its determinations regarding the Committee's review (it being understood that the Board and management have the discretion to determine the date of the Investor Day and to determine to execute on or announce any initiatives or announce the completion of any initiatives prior to the Investor Day).

## **Term of the Committee**

The Committee shall continue in existence until the later of (i) the Company's planned 2024 Investor Day and (ii) the Company's quarterly earnings announcement for the third quarter ended September 30, 2024, at which time the Committee shall disband, unless otherwise determined by the Board.

## **Resources and Authority of the Committee**

In furtherance of the Committee's purpose, the Committee has the authority to retain such advisors as it determines appropriate to assist in the review, which may include advisors already retained by the Company, in each case at the expense of the Company without seeking approval of the Board or management. The Committee may select an internal or external legal, accounting or other advisor or consultant only after taking into consideration the independence of such internal or external legal, accounting or other advisor or consultant using factors established by law, the rules and regulations of the SEC and the requirements of Nasdaq. The Committee is authorized to have full access to all Company personnel, books, records, facilities and other informational sources. Management of the Company shall provide assistance to the Committee in connection with the Committee's purpose.

The Committee shall not have independent decision-making authority and shall only make recommendations to the Board, and the results of the Committee's review and any recommendations of the Committee to the Board shall be confidential, non-binding and advisory in nature.

## **Cooperation Agreement**

Notwithstanding anything to the contrary herein, matters relating to the appointment and removal of directors from the Committee, amendments to this Charter, and certain other matters, are subject to the terms and provisions of the Cooperation Agreement.

Adopted: December 20, 2023