

## **BIOMARIN PHARMACEUTICAL INC.**

### **CORPORATE GOVERNANCE PRINCIPLES**

The Board of Directors (the “**Board**”) of **BIOMARIN PHARMACEUTICAL INC.** (the “**Company**”) has established the following guidelines (“**Governance Principles**”) for the conduct and operation of the Board. These guidelines are designed to give the Board a flexible framework for effectively pursuing the Company’s objectives for the benefit of its stockholders. These guidelines should be interpreted in the context of all applicable laws, the Company’s charter documents, and the Company’s other policies.

#### **1. BOARD COMPOSITION AND SELECTION**

##### **1.1 Size of the Board**

The number of directors will be established by the Board in accordance with the Bylaws of the Company. The size of the Board may vary to accommodate the availability of suitable candidates and the needs of the Company. It is the policy of the Company that the number of directors does not exceed a number that can function efficiently as a body. The Company’s Corporate Governance and Nominating Committee, in consultation with the Chair, will consider and make recommendations to the Board concerning the appropriate size and needs of the Board as it deems appropriate. Directors are elected annually at each annual meeting of stockholders.

##### **1.2 Independence of Directors**

The Board shall be composed of not less than a majority of independent directors, subject to any exceptions permitted by The Nasdaq Stock Market (“**Nasdaq**”) listing standards and the Securities Exchange Act of 1934, as amended, together with the rules promulgated thereunder. In determining independence, the Board will consider the definition of independence set forth in the Nasdaq listing standards, rules and regulations, as well as other factors that contribute to effective oversight and decision-making by the Board.

##### **1.3 Management Directors**

The Board anticipates that the Company’s Chief Executive Officer will be a member of the Board. The Board also may appoint or nominate other members of the Company’s management whose experience and role at the Company are expected to assist the Board in fulfilling its responsibilities.

##### **1.4 Selection of Chief Executive Officer and Chair of the Board**

The Board will select the Company’s Chief Executive Officer and Chair of the Board (“**Chair**”) in the manner that it determines to be in the best interests of the Company’s stockholders. Although the Board believes that it is appropriate for the Chief Executive Officer to serve as a member of the Board, it is the policy of the Company that the positions of Chief Executive Officer and Chair be held by different individuals, except in unusual circumstances as determined by the Board. The Chair shall be independent.

##### **1.5 Selection of Directors**

The Board is responsible for nominating members for election to the Board by the Company’s stockholders at the annual meeting of stockholders. The Board is also responsible for filling vacancies on the Board that may occur between annual meetings of stockholders. The Corporate Governance and Nominating Committee is responsible for identifying, reviewing and evaluating and recommending to the

Board candidates to serve as directors of the Company, in accordance with its charter and consistent with the criteria set by the Board in Section 1.6 below.

### **1.6 Board Membership Criteria**

The Board will determine the appropriate characteristics, skills and experience for the Board as a whole and for its individual members. The Board considers recommendations for nominees from the Corporate Governance and Nominating Committee. Candidates for director nominees are reviewed in the context of the current composition of the Board, the operating requirements of the Company, and the long-term interests of stockholders and requirements of applicable law. In conducting this assessment, the Board considers the diversity of specific skills and characteristics (including, without limitation, areas of expertise, race, ethnicity, and gender) necessary for the optimal functioning of the Board over both the short and long term. Accordingly, when evaluating candidates for nomination as new directors, the Corporate Governance and Nominating Committee includes, and has any search firm that it engages include, women and minority candidates in the pool from which the Board selects candidates for director. In selecting new candidates and current directors for service on the Board, the general criteria set forth below will be considered; specific additional criteria may be added with respect to specific searches. An acceptable candidate may not fully satisfy all of the criteria, but is expected to satisfy nearly all of them. Candidates to serve on the Board are selected for their character, judgment, business experience and acumen. In considering candidates recommended by the Corporate Governance and Nominating Committee, the Board intends to consider such factors as possessing relevant expertise (scientific and otherwise) upon which to be able to offer advice and guidance to management, familiarity with national and international issues affecting business, having sufficient time to devote to the affairs of the Company, demonstrated excellence in his or her field, having the ability to exercise sound business judgment, experience as a board member or executive officer of another publicly held company, and having the commitment to rigorously represent the long-term interests of the Company's stockholders. In the case of incumbent directors whose terms of office are set to expire, the Board reviews such directors' overall service to the Company during their term, including the number of meetings attended, level of participation, quality of performance and any relationships and transactions that might impair such directors' independence. The Board also determines whether the nominee must be independent for Nasdaq purposes.

### **1.7 Majority Voting**

In accordance with the Bylaws, in uncontested elections (as determined in accordance with the Bylaws), a nominee for director shall be elected to the Board if the votes cast "for" such nominee's election exceed the votes cast "against" such nominee's election; provided, however, that in all director election other than uncontested elections (as determined in accordance with the Bylaws), directors shall be elected by a plurality of the votes cast.

The Board intends to nominate for election or re-election only candidates who have tendered an irrevocable resignation that will be effective upon (i) the failure to receive the required vote at any future annual meeting at which he or she faces re-election, and (ii) Board acceptance of such resignation. In addition, the Board intends to fill a director vacancy or a newly created directorship only with a candidate who has tendered the same form of resignation.

If an incumbent director fails to receive the required vote for re-election, the Corporate Governance and Nominating Committee shall act on an expedited basis to recommend whether or not to accept the director's resignation and shall submit such recommendation for prompt consideration by the Board. The Board must act on the Corporate Governance and Nominating Committee's recommendation and publicly disclose its decision and rationale therefor within 90 days following the date of the

certification of the relevant election results. If the Board accepts such resignation, the Corporate Governance and Nominating Committee will recommend to the Board, and the Board will thereafter determine, whether to fill the vacancy or reduce the size of the Board. The Board expects any director whose resignation is under consideration to abstain from participating in the Board's deliberation of any director resignations at that time. The Corporate Governance and Nominating Committee and the Board may consider any factors they deem appropriate and relevant in making their decision.

### **1.8 Changes in Board Member Criteria**

The Board and the Company wish to maintain a Board composed of members who can productively contribute to the success of the Company. From time to time, the Board may change the criteria for Board membership to maximize the opportunity to achieve this success. When this occurs, existing members will be evaluated according to the new criteria. A director who no longer meets the complete criteria for board membership may be asked to adjust his or her committee assignments or resign from the Board.

### **1.9 Term Limits**

The Board does not believe it should limit the number of terms for which an individual may serve as a director. Directors who have served on the Board for an extended period of time are able to provide continuity and valuable insight into the Company, its operations and prospects based on their experience with, and understanding of, the Company's history, policies and objectives. The Board believes that, as an alternative to term limits, it can ensure that the Board continues to evolve and adopt new ideas and viewpoints through the director nomination process described in these Governance Principles.

### **1.10 Limits on Board Memberships**

Directors should advise the Chair and the Chair of the Corporate Governance and Nominating Committee in advance of accepting an invitation to serve on the board or committee of another company. The Board recommends that directors who have a full-time job serve on no more than three (3) public company boards (including the Company's Board) and serve on no more than two (2) public company audit committees (including the Company's audit committee); provided, however, that if such full-time job is as an executive of a public company, the Board recommends that such directors serve on no more than one (1) public company board in addition to the board of the public company for which they serve as an executive. The Board recommends that directors who do not have a full-time job serve on no more than four (4) public company boards (including the Company's Board) and serve on no more than three (3) public company audit committees (including the Company's audit committee). A director who serves on the board of a private company that subsequently becomes public, and as a result, serves on more public company boards than permitted under this Section 1.10, may have a six (6) month transition period beginning on the date the private company became public to come into compliance with the limits on public company board memberships set forth in this Section 1.10. The Board recognizes that the critical consideration is the director's availability to fulfill his or her responsibilities as a director if he or she serves on the boards or board committees of other companies. Service on boards and board committees of other companies should be consistent with the Company's conflict- of-interest policies.

### **1.11 Directors Who Change Their Job Responsibility**

The Board requires that any director who retires from or otherwise terminates his or her present primary employment, or who materially changes his or her position (other than an ordinary course promotion), should tender his or her resignation for consideration by the Corporate Governance and Nominating Committee. The Corporate Governance and Nominating Committee will then evaluate

whether the Board should accept the resignation based on a review of whether the individual continues to satisfy the Board's membership criteria in light of the reasons for the person's departure from his or her primary employment or materially changing his or her position.

## **2. ROLE OF THE BOARD OF DIRECTORS**

The Board is selected by the stockholders to provide oversight of, and strategic guidance to, senior management. The core responsibility of a Board member is to fulfill his or her fiduciary duties of care and loyalty and otherwise to exercise his or her business judgment in the best interests of the Company and its stockholders. In so doing, Board members may consider, among other pertinent factors, the effect of the Company's actions on its employees, customers, suppliers and communities in which the Company operates. Service on the Board requires significant time and attention on the part of directors. More specifically, the Board has responsibilities to review, approve and monitor fundamental financial and business strategies and major corporate actions, assess major risks facing the Company and consider ways to address those risks, select and oversee management and determine its composition and oversee the establishment and maintenance of processes and conditions to maintain the integrity of the Company. Directors must participate in Board meetings, review relevant materials, serve on committees and prepare for meetings and discussions with management. Directors are expected to maintain an attitude of constructive involvement and oversight; they are expected to ask relevant, incisive and probing questions and require honest and accurate answers. Directors must act with integrity and are expected to demonstrate a commitment to the company, its values and its business and to long-term stockholder value. Directors should discharge their duties, including duties as a member of any committee on which they serve, in good faith and in a manner the director reasonably believes to be in the best interests of the Company and its stockholders. Directors will comply with the laws and requirements of Nasdaq and other applicable regulatory agencies and with all policies and guidelines of the Company.

## **3. DIRECTOR EDUCATION**

Each director is expected to maintain the necessary level of expertise to perform his or her responsibilities as a director. The Company also encourages Board members to attend appropriate Company and biotechnology industry meetings and events. The Company may, from time to time, offer continuing education programs to assist the directors in maintaining such level of expertise. Additionally, to encourage continuing education, the Company has a policy to reimburse reasonable continuing education by directors.

## **4. DIRECTOR COMPENSATION**

The Company's management directors will not receive additional compensation for service as directors.

The Compensation Committee will review and make recommendations to the Board regarding compensation for non-employee members of the Board in accordance with its charter and applicable legal and regulatory guidelines as it deems appropriate. The amount of compensation for non-employee directors and committee members should be consistent with market practices of similarly situated companies and should encourage increased ownership of the Company's stock through the payment of a portion of director compensation in Company stock or options to purchase the Company's stock.

The Board believes that, in order to align the interests of directors and stockholders, directors should have a financial stake in the Company. The Compensation Committee has approved stock ownership guidelines applicable to the Company's directors pursuant to which directors are expected to

establish a significant level of direct ownership in the Company. The Compensation Committee will review and revise these guidelines from time to time as it deems appropriate.

## **5. BOARD MEETINGS**

### **5.1 Number of Meetings**

The Board expects to have at least four regular meetings each year, generally held quarterly. In addition to regularly scheduled meetings, additional special or regular Board meetings may be called upon appropriate notice at any time to address specific needs of the Company.

### **5.2 Attendance**

Board members are expected to prepare for and attend all meetings of the Board and committees on which they serve. Directors must notify the Chair, or the Chair of a respective committee as appropriate, of circumstances preventing attendance at a meeting. Additionally, directors are encouraged to attend the Company's annual meeting of stockholders in person. Although not required, it is the policy of the Board that all directors are welcome to join any Committee meeting, other than in case of a conflict of interest.

### **5.3 Preparation and Commitment**

The Company will, to the extent practicable, provide directors with appropriate preparatory materials sufficiently in advance of a meeting to provide adequate review time prior to such meeting. Directors are expected to rigorously prepare for, attend and participate in all Board and committee meetings. Each director is expected to ensure that other existing and planned future commitments do not materially interfere with the member's service as director.

### **5.4 Agenda**

The Chair, in consultation with the Chief Executive Officer, as appropriate, will establish a schedule of subjects to be discussed during the year (to the extent this can be foreseen) and an agenda for each Board meeting. Each Board member is encouraged to suggest the inclusion of items on the agenda at any time. Each Board member is free to raise at any Board meeting subjects that are not on the agenda for that meeting.

### **5.5 Executive Session**

The independent directors of the Board will meet periodically in executive session, but no less than two times per year or such greater number as required by the Nasdaq listing standards. Executive session discussions may include such topics as the independent directors determine. The directors generally will not take formal action at these sessions, but may make recommendations for consideration by the full Board. Executive sessions will be chaired by the Chair, or, in the case of executive sessions at which the principal items to be considered are within the scope of any specific committee, such meeting may be chaired by the chair of such committee.

### **5.6 Committee Reports**

At each regular Board meeting, each committee that held a meeting subsequent to the last Board meeting and prior to the current Board meeting will present a brief summary of its committee meeting to

the Board, including the principal subjects discussed and the conclusions and actions of the committee. In general, the Chair of the appropriate committee will present such report.

## **6. BOARD COMMITTEES**

### **6.1 Number of Committees; Independence of Members**

It is the general policy of the Company that all major decisions be considered by the Board as a whole. As a consequence, the committee structure of the Board is limited to those committees considered to be basic to or required for the operation of a publicly owned company. Currently, these committees are (a) an Audit Committee, (b) a Compensation Committee, (c) a Corporate Governance and Nominating Committee and (d) a Science and Technology Committee. Subject to the requirements of Nasdaq and applicable law, the Board may form, merge or dissolve committees as it deems appropriate from time to time. The Audit Committee, the Compensation Committee, the Corporate Governance and Nominating Committee and the Science and Technology Committee will be composed entirely of independent directors, except to the extent allowed under applicable Nasdaq listing standards or other applicable law. The Board will, from time to time, determine the responsibilities of each of the committees and make any changes to the charter of each committee as the Board deems necessary or appropriate.

### **6.2 Committee Charters**

All standing committees will operate pursuant to a written charter, which sets forth the responsibilities of the committee and procedures that the committee will follow. Unless otherwise directed by the Board, each new committee formed by the Board will develop a written charter delineating its responsibilities. The charters of all committees will be subject to periodic review and assessment by each committee in accordance with its charter and as required by Nasdaq, and each committee will recommend any proposed charter changes to the Board.

### **6.3 Board Committee Membership**

The Corporate Governance and Nominating Committee, after due consideration of the interests, independence and experience of the individual directors and the independence and experience requirements of Nasdaq, the rules and regulations of the Securities and Exchange Commission, applicable law, and the committee charter, and in consultation with the Chair, recommends to the Board annually the chairmanship and membership of each committee.

### **6.4 Committee Meetings and Agenda**

The committee chair, in consultation with committee members, will determine the frequency and length of the meetings of the committee, consistent with any requirements set forth in the committee's charter, the authority delegated by the Board to that committee, and the legal, regulatory and governance principles applicable to that committee's functions. The chair of each committee, in consultation with the appropriate members of the committee and management, will develop the committee's agenda.

## **7. BOARD ACCESS TO MANAGEMENT; USE OF OUTSIDE ADVISORS**

Board members have complete and open access to the Company's management and other employees of the Company or its subsidiaries. It is assumed that Board members will use judgment to ensure that this contact is not distracting to the operations of the Company or to the managers' duties and responsibilities and that such contact, to the extent reasonably practical or appropriate, will be coordinated

with the Chief Executive Officer. Written communications to management should, whenever appropriate, be copied to the Chief Executive Officer.

The Board and each committee will have the power to hire at the expense of the Company, independent legal, financial or other advisors as they may deem necessary, without consulting or obtaining the approval of any officer of the Company in advance.

## **8. CHIEF EXECUTIVE OFFICER EVALUATION; SUCCESSION PLANNING**

The Compensation Committee should conduct an annual review of the Chief Executive Officer's performance. The evaluation should be based on objective criteria including performance of the business, accomplishment of long-term strategic objectives and the development of management. The evaluation will be used by the Compensation Committee and Board in the course of its deliberations when considering the compensation of the Chief Executive Officer.

The Board, based on guidelines recommended by the Corporate Governance and Nominating Committee, should periodically review with the Chief Executive Officer the Company's plan for succession to the offices of the Company's Chief Executive Officer and make recommendations to the Board with respect to the selection of appropriate individuals to succeed to the position. The Chief Executive Officer should annually, or by request of the Board, make available his or her recommendations and evaluations of senior managers and their potential to succeed him or her, along with a review of any development plans recommended for such individuals. The Chief Executive Officer should also provide the Board with an assessment of persons considered potential successors to certain senior management positions.

## **9. BOARD ASSESSMENT**

The Corporate Governance and Nominating Committee will conduct an annual self-evaluation to determine whether the Board and its committees are functioning effectively. The Corporate Governance and Nominating Committee will receive feedback from all directors and report annually to the Board with an assessment. The assessment should include an evaluation of (a) the Board's and each committee's contribution as a whole and effectiveness in serving the best interests of the Company and its stockholders, (b) specific areas in which the Board and management believe that the performance of the Board and its committees could be improved, and (c) overall Board composition and makeup. The results of these evaluations should be provided to the Board for further discussion as appropriate.

## **10. RELATED PARTY TRANSACTIONS**

Transactions between the Company and persons related with the Company, directly or indirectly, can create a conflict of interest. A conflict of interest occurs when an individual's private interest interferes, or appears to interfere, with the Company's interests.

### **10.1 Definition**

For purposes of this policy, related persons include the Company's executive officers, Directors and nominees for Director, any person who is known to the Company to be a beneficial owner of more than 5% of any class of the Company's voting securities, any immediate family member (which shall include any child, stepchild, parent, stepparent, spouse, sibling, mother-in-law, father-in-law, son-in-law, daughter-in-law, brother-in-law, or sister-in-law of any of the foregoing persons, and any person (other than a tenant or employee) sharing the household of any of the foregoing persons) of any of the foregoing

persons, and any firm, corporation or other entity in which any of the foregoing persons is employed, is a general partner or in which such person has a 5% or greater beneficial ownership interest.

## **10.2 Review and Approval**

The Audit Committee has primary responsibility for reviewing and approving in advance or ratifying all related party transactions due to the potential for such transactions to create a conflict of interest.

Related party transactions will be approved or ratified only when the Audit Committee determines that the transaction is in, or is not inconsistent with, the Company's and its stockholders' best interests, including situations where the Company may obtain products or services of a nature, quantity or quality, or on other terms, that are not readily available from alternative sources or when the transaction is on terms comparable to those that could be obtained in arm's length dealings with an unrelated third party.

## **10.3 Procedures**

In order to ensure that related party transactions are properly identified:

- Each executive officer is required to notify either the Chief Legal Officer or Chief Financial Officer of the Company of any potential transaction that could create a conflict of interest, and the Chief Legal Officer or Chief Financial Officer is to notify the Audit Committee of the potential conflict. The Directors, Chief Executive Officer, Chief Financial Officer and Chief Legal Officer are required to notify the Audit Committee of any potential transaction that could create a conflict of interest.
- Directors and executive officers are required to complete a Director and Officer Questionnaire (the "*D&O Questionnaire*") annually, identifying any transaction with the Company in which the Director, executive officer or their family members have an interest. The Chief Legal Officer (or his or her designee) shall review (in consultation with the Company's outside legal counsel, as appropriate) all D&O Questionnaires to assist in making any required disclosures in the Company's filings with the Securities and Exchange Commission and to confirm, among other matters, the continued independence of each independent director. New directors or officers to the Company shall complete a D&O Questionnaire prior to serving as a Company director or officer. The review of the completed D&O Questionnaire shall consider, among other things, the director's or officer's outside business dealings and any relationship he/she may have with the Company, outside of serving as a director or executive officer of the Company.
- The Chief Legal Officer and Chief Financial Officer will implement such other internal policies as they deem appropriate to ensure that related party transactions are properly identified.

## **11. GLOBAL CODE OF CONDUCT AND BUSINESS ETHICS**

Each member of the Board will review and comply with the Company's Global Code of Conduct and Business Ethics as applicable in connection with his or her activities relating to the Company.

## **12. OUTSIDE COMMUNICATIONS**



The Company's Chief Executive Officer is responsible for establishing effective communications with the Company's stakeholder groups (*i.e.*, stockholders, customers, company associates, communities, suppliers, creditors, governments and corporate partners). It is the policy of the Company that management speaks for the Company. This policy does not preclude outside Directors from meeting with stockholders, but it is suggested that any such meetings be held with management present. However, the Board also believes that stockholders should have an opportunity to communicate with the Board. The Board has adopted a process for stockholders and others to send communications to the Board or any director. All such communications should be sent by mail addressed to the Board or any particular director at 105 Digital Drive, Novato, CA 94949, c/o G. Eric Davis, Executive Vice President, Chief Legal Officer and Secretary. All communications received by Mr. Davis will be sent directly to the Board or the particular director to whom the communication was addressed.

### **13. CONFIDENTIALITY**

Board members have an obligation to protect and keep confidential all the Company's non-public information unless the Company has authorized public disclosure or unless otherwise required by applicable law. Confidential information includes all non-public information entrusted to or obtained by a director by reason of his or her position on the Board. This includes information regarding the Company's strategy, business, finances, and operations, and will include minutes, reports, and materials of the Board and its committees and other documents identified as confidential by the Company.

Board members may not use such confidential information for personal benefit or to benefit other persons or entities other than the Company. Unless authorized by the Company or applicable law, directors will refrain from disclosing confidential information to anyone outside the Company. These obligations continue even after service on the Board has ended. Any questions or concerns about potential disclosures should be directed to the Company's Chief Legal Officer, who then may communicate with the Chief Executive Officer or the Corporate Governance and Nominating Committee regarding potential disclosures.

### **14. REVIEW OF GOVERNANCE PRINCIPLES**

The Corporate Governance and Nominating Committee will review and assess the adequacy of these Governance Principles at least annually and recommend any proposed changes to the Board for approval.

*Adopted by the Board of Directors of BioMarin Pharmaceutical Inc. on February 25, 2025.*