

EXHIBIT A

***CORPORATE GOVERNANCE MEASURES TO BE IMPLEMENTED
AND MAINTAINED BY BIOMARIN***

Within thirty (30) days of issuance of a final order approving the settlement of the Derivative Actions by the Delaware Court of Chancery (the “Court”), the Board shall adopt resolutions to amend Board committee charters, or amend corporate governance documents, needed to ensure the adoption, implementation, and maintenance of the following Measures, which shall remain in effect for no less than four (4) years.

BioMarin also shall acknowledge that the Derivative Actions were a precipitating, substantial and material factor in the adoption and implementation of these Measures by the Board and that the Measures confer substantial benefits upon BioMarin and its current stockholders.

1. ESTABLISHMENT OF A DISCLOSURE COMMITTEE

The Company shall formally establish a management-level Disclosure and Controls Committee (the “Disclosure Committee”). The Disclosure Committee’s functions and procedures should remain flexible to most effectively address changing circumstances. To implement the Committee’s purposes and policies, the Disclosure Committee shall be charged with ensuring: (i) the accuracy of earnings releases and material press releases; (ii) accurate filings with the U.S. Securities and Exchange Commission (the “SEC”); (iii) the effectiveness of the Company’s disclosure controls and procedures. Nothing herein shall abrogate the disclosure oversight responsibilities of the Board.

The mission of the Disclosure Committee will include ensuring effective procedures and protocols are in place at the Company such that all the Company’s SEC filings and material press releases are vetted for accuracy, integrity, and completeness, and for reviewing with management its ongoing compliance with these protocols and procedures.

The Disclosure Committee shall seek to ensure that material press releases and SEC filings are accurate, not misleading, and timely with respect to:

- the Company’s financial condition and business prospects;
- the developmental status of BioMarin’s drug candidates, including but not limited to clinical trial results and findings;
- the Company’s manufacturing and processing facilities;
- the status of regulatory applications and proceedings; and
- the Company’s compliance with applicable laws and stock exchange requirements.

The approval of the Disclosure Committee shall be required prior to any earnings releases or SEC filings. The Disclosure Committee shall not grant any such approval without first fully considering the Company’s abilities to meet any applicable goals or targets and determining that any authorized corporate public statement is true and accurate.

The Disclosure Committee shall hold regular meetings prior to the preparation and filing of the Company's annual and quarterly reports with the SEC, and *ad hoc* meetings from time to time. Other personnel of the Company, or representatives of its outside advisors, may be invited to attend Disclosure Committee meetings as deemed necessary or appropriate by the Disclosure Committee in performing its duties and responsibilities.

The Disclosure Committee shall provide occasional updates to the Audit Committee as warranted under the circumstances.

The responsibilities of the Disclosure Committee shall include:

- a) To ensure that the Company's controls and procedures provide the information required to be disclosed by the Company in the reports it files or submits under the Securities Exchange Act of 1934 (the "Exchange Act") and that other corporate information that the Company may disclose to the public is reported accurately and within the time periods specified in the SEC's rules and regulations.
- b) Review the Company's SEC Form 10-Qs, Form 10-Ks and material press releases.
- c) Review (or delegate to an appropriate constituency the review of) the Company's other Exchange Act filings (including SEC Form 8-Ks and Proxy Statements), registration statements, press releases containing financial information, information about material acquisitions or dispositions or other information material to the Company's security holders, correspondence to stockholders, and presentations to analysts and investors, which includes analyst and investor conferences and scripts utilized during question and answer sessions of earnings conference calls.
- d) Review each Exchange Act report prior to its filing with the SEC to assess the quality of the disclosures therein and whether the report is accurate and complete in all material respects.
- e) Review in advance the Company's quarterly earnings press releases and related materials (such as earnings call scripts) to determine the adequacy and accuracy of the disclosures included therein.

2. SCIENCE AND TECHNOLOGY COMMITTEE ENHANCEMENTS

BioMarin shall amend the Charter for its Board-level Science and Technology Committee:

(a) Purpose

The charter shall add to its purpose a bullet regarding evaluating the impacts of developments relating to preclinical studies and near-clinical phase programs on the Company's

collaborations and drug development plans, including but not limited to BioMarin's relationships with any collaborating entities.

(b) Composition

The Science Committee shall be comprised solely of Independent Directors (as defined in the existing charter) and persons who have no financial or other material interest in any matter to be reviewed. At least two members of the Science Committee must be a scientist (Ph.D. level) or medical doctor, with relevant work and/or academic research experience.

(c) Duties and Responsibilities

The Science Committee shall discharge its responsibilities and shall assess the information provided by the Company's management, in accordance with its independent business judgment. In the discharge of its responsibilities, the Science Committee shall:

(i) From a scientific and technical perspective, review, evaluate, and advise the Board and management regarding the long-term strategic goals and objectives and the quality and direction of the Company's R&D programs, and regularly review the Company's R&D pipeline.

(ii) Identify and discuss new and emerging trends in health care, pharmaceutical science, technology, manufacturing, and regulation to assist the Company in making well-informed choices in the investment of its R&D resources.

(iii) Recommend to the Board and management emerging technologies for potentially building the Company's technological assets and capabilities.

(iv) Advise the Board and management on the scientific aspects of business development transactions submitted to the Board for approval.

(v) Assist management in identifying world-class experts, including potential members for scientific advisory boards, to provide strategic scientific and clinical advice regarding the Company's programs. In coordination with the Company's management, engage with the Company's scientific advisory boards and other advisors.

(vi) Serve as a sounding board for the Company's R&D teams on R&D matters.

(vii) Assist the Board with its oversight responsibility for enterprise risk management in areas affecting the Company's R&D activities.

(viii) Monitor the Company's ongoing relationships with entities with which the Company has a collaborating or other relationship, as well as federal and state regulators, including without limitation, the FDA.

(ix) Review such other topics as delegated to the Science Committee from time to time by the Board.

(d) The Science Committee shall ensure that the Audit Committee and the Board are promptly made aware when any issues arising out of a clinical trial, including those pertaining to clinical trial data and protocols, are sufficiently material to trigger a disclosure obligation.

(e) The Science Committee shall have access to all communications to the Company from the FDA, or from the FDA to the Company.

(f) BioMarin shall post the new Science Committee Charter on the Investor Relations portion of its website and shall include a link to this charter in each Proxy Statement.

3. Procedures and Administration

(a) The Science Committee shall meet from time to time as it deems necessary to perform its responsibilities, but in no event less than twice annually.

(b) The Science Committee may form and delegate authority to one or more subcommittees, as it deems appropriate from time to time under the circumstances (including a subcommittee consisting of a single member).

(c) The Science Committee shall report regularly, but in no event less than twice annually, to the Board.

(d) The Science Committee shall, from time to time as it deems appropriate, review and reassess the adequacy of its Charter and recommend any proposed changes to the Board for approval.

(e) The Science Committee shall have the authority to engage such external advisors as it deems necessary or appropriate to carry out its responsibilities. The Science Committee is empowered, without further action by the Board, to cause the Company to pay the compensation of such advisors as established by the Science Committee.

(f) The Science Committee may from time to time request any officer(s), employee(s) or advisor(s) of the Company to meet with the Science Committee or any advisor(s) engaged by the Science Committee.

4. PUBLIC DATA DISCLOSURES TO STOCKHOLDERS

If management and/or the Board chooses to publicly release interim product candidate results, the Company will do so in a manner that is not false or misleading.

At least a subset of the Disclosure Committee shall review any disclosure releasing new clinical trial data before it disseminated to investors.

5. IMPROVEMENTS TO THE AUDIT COMMITTEE

BioMarin shall adopt a resolution to amend its Audit Committee Charter. The amended Audit Committee Charter shall be posted on the Investor Relations section of the Company's website. The Audit Committee Charter shall be amended as follows:

(a) The Audit Committee shall plan to meet at least six (6) times annually and in separate executive sessions with the Company's management, independent auditor, and CCO in carrying out its duties. The CFO will not be present at such meetings;

(b) The Audit Committee shall, in conjunction with BioMarin's independent outside auditor, annually review staffing of the Company's internal audit function to ensure that necessary staffing levels of the internal audit function are fulfilled and maintained; and

(c) The Audit Committee shall meet with the Disclosure Committee, or its designee, at least four times annually to discuss the Company's R&D, production, and/or marketing goals as it relates to material press releases, SEC Form 10-Qs, and Form 10-Ks to align on processes and procedures to facilitate accurate public disclosures.

6. LIMITED DIRECTOR AND COMMITTEE ENGAGEMENTS

BioMarin shall limit director and committee engagements outside the Company to help ensure that each director fulfills his or her fiduciary oversight duties by devoting sufficient attention to BioMarin's business and operations.

7. EXPANSION OF THE DUTIES AND RESPONSIBILITIES OF THE GENERAL COUNSEL

The duties and responsibilities of the Company's General Counsel shall be expanded to include the following:

(a) Acting as liaison between management the Board, and the Audit Committee. In working closely with the CCO, the General Counsel shall: (i) be primarily responsible for identifying and initiating investigations into material misconduct and noncompliance with applicable laws and regulations; (ii) if the General Counsel determines that there has been non-compliance with applicable laws and regulations, report those issues to the Disclosure Committee and the Audit Committee, within three days of identification of these issues; and (iii) make recommendations for further evaluation and/or remedial action within deadlines agreed to by the Disclosure and Audit Committees;

(b) As part of the Disclosure Committee, review BioMarin's draft quarterly and annual reports, filed with the SEC on Forms 10-K and 10-Q, and related materials prior to their publication to ensure (i) the accuracy, completeness, and timeliness of disclosures relating to compliance with applicable laws and regulations; and (ii) accurate reporting of any material issues that may merit disclosure to other BioMarin constituencies;

(c) As part of the disclosure committee, reviewing BioMarin's press releases and related materials prior to their publication to ensure the accuracy, completeness, and timeliness of disclosures relating to BioMarin's compliance with applicable laws and regulations, and reporting any material issues that may merit disclosure to other BioMarin constituencies; and

(d) Working with the Audit Committee as a part of the Disclosure Committee's subcommittee to evaluate the adequacy of BioMarin's internal controls over compliance and develop proposals for improving these controls.

8. INTERNAL CONTROLS AND COMPLIANCE FUNCTIONS

(a) By no later than December 31, 2024, the Board shall work with an independent consultant to strengthen its internal audit and control functions, including, but not limited to, the accuracy of public disclosures.

(b) The consultant shall prepare a written report with recommended changes, if any, to the Audit Committee. This consultant shall meet with the Board and a member of senior management to present the written report in advance of BioMarin's finalization of its annual Form 10-K report for the year end December 31, 2024. The Board shall consider implementation of each recommendation contained in the report, and such consideration shall be recorded in the meeting minutes.

BioMarin's CFO shall not have been employed by any of BioMarin's outside auditor firms during the prior two (2) years or, if involved in the auditor firm's audit of BioMarin, during the prior five (5) years.

9. INSIDER TRADING POLICY AND CONTROLS

To the extent not already required under the Global Code of Conduct and Business Ethics, the Company's Insider Trading Policy shall be amended as follows, and shall be posted, as amended, on the Company website. To the extent insiders elect to enter into 10b5-1 trading plans ("Trading Plans"), such plans should be structured pursuant to the following rules:

(a) The Trading Plans shall prohibit the commencement of trading until ninety days (90) following a Trading Plan's adoption;

(b) The adoption of a Trading Plan, and the aggregate number of shares involved, shall be publicly disclosed for Section 16 officers;

(c) Trading Plans shall only be adopted during "open window" periods; and

(d) All Trading Plans shall be approved by the Company's General Counsel or designee.

10. DIRECTOR EDUCATION

BioMarin shall require that every three years, each member of the Board shall receive director training and that training may be conducted either at an outside entity or internally by the Company's General Counsel or outside counsel. Any such programs or training may concern, for example, compliance with laws and regulations, disclosures to stockholders, and fiduciary duties in the context of a regulated public company, including compliance with

GAAP, the Sarbanes- Oxley Act, corporate governance, assessment of risk, compliance auditing, and reporting requirements for publicly-traded corporations.

All new Board members shall receive such training within six (6) months of election or appointment to the Board.

11. EMPLOYEE TRAINING

The Company shall provide all new hires and appropriate employee populations with training on expectations with respect to integrity and compliance and the Code of Conduct. The Company shall require the appropriate employee populations to attest on an annual basis that they have read, understand, and will comply with the Code of Conduct.

12. WHISTLEBLOWER POLICY

The Company shall adopt and implement a written policy (the “Whistleblower Policy”) to protect employees, contractors, vendors and other individuals from retaliation for reporting misconduct, non-compliance with applicable laws and regulations or violations of the Company’s Corporate Governance Principles, Global Code of Conduct and Business Ethics, Corporate Compliance and Ethics Program, and Environmental, Social and Governance (ESG) Practices.

The Whistleblower Policy will adequately notify employees of the following: (i) complaints may be directed to an employee’s manager, any member of Human Resources, that employee’s designated officer, or via a whistleblower phone number (the “Reporting Hotline”); (ii) reports made through the Reporting Hotline made be made anonymously (unless prohibited by local law); (iii) information gathered during investigations into reports will be kept confidential to the extent possible; and (iv) BioMarin strictly prohibits retaliation against any individual who raises complaints in good faith.

The Company shall post information regarding the Reporting Hotline phone number on the Company website and make clear that it is available to assist on matters pertaining to a potential violation of the Code of Conduct. The Reporting Hotline shall be confidential, and reports made to the Reporting Hotline relating to accounting, auditing, or embezzlement matters shall be directed to the Chairperson of the Audit Committee.

13. NOTICE COSTS

Defendants must pay for and administer notice of any settlement in a form and manner mutually acceptable to the parties.

Multi-Case Filing Detail: The document above has been filed and/or served into multiple cases, see the details below including the case number and name.

Transaction Details

Court: DE Court of Chancery Civil Action **Document Type:** Exhibits

Transaction ID: 72616079

Document Title: Exhibit A to Stipulation of Compromise and Settlement

Submitted Date & Time: Mar 27 2024 12:01PM

Case Details

Case Number	Case Name
2023-0058-NAC	Elaine Wang vs. Jean-Jacques Bienaimé, et. al.
2023-0569-NAC	Bill Tsantes v. Jean-Jacques Bienaimé et al