

Company No. 10147996

THE COMPANIES ACT 2006

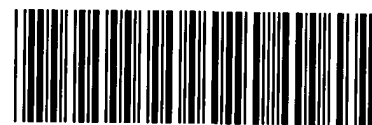
WRITTEN RESOLUTIONS

of

AMICUS THERAPEUTICS INTERNATIONAL HOLDING LTD

(the "Company")

SATURDAY



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25/07/2020

#131

COMPANIES HOUSE

On the 15<sup>th</sup> day of July 2020 the following written resolutions were agreed and passed by the members of the Company by way of special resolutions in accordance with Chapter 2 of Part 13 of the Companies Act 2006 (the "Act") which have effect as if agreed by the Company in a general meeting:

THAT:

1. Pursuant to section 21(1) of the Act, the Articles be and are hereby amended to insert a new Article 16 and Article 16.1 as follows:

16 "SHARE TRANSFERS

- 16.1 Notwithstanding anything contained in these articles and the Model Articles, the directors shall not decline to register any transfer of shares, nor may they suspend registration thereof where such transfer:

16.1.1 is to any bank or institution to which such shares have been charged or on whose behalf such shares were charged, by way of security (whether as a Lender, or agent and trustee for a group of banks or institutions or otherwise), or to any nominee of such a bank or institution (a "Secured Institution");

16.1.2 is delivered to the Company for registration by a Secured Institution or its nominee in order to perfect its security over the shares;

16.1.3 is expected by a receiver or manager appointed by or on behalf of a Secured Institution or its nominee under any such security; or

16.1.4 is executed by a Secured Institution or its nominee pursuant to the power of sale or other power under such security,

and furthermore notwithstanding anything to the contrary contained in these articles no transferor of any shares in the Company or proposed transferor of such shares to a Secured Institution or its nominee and no Secured Institution or its nominee and no receiver or manager appointed by or on behalf of a Secured Institution or its nominee shall be required to offer the shares which are or are to be the subject of any transfer aforesaid to the shareholders for the time being of the Company or any of them, and no such shareholder shall have any right under the articles or otherwise howsoever to require such shares to be transferred to them whether for consideration or not."

2. Pursuant to section 21(1) of the Act, the Articles be and are hereby amended to insert a new Article 17 as follows:

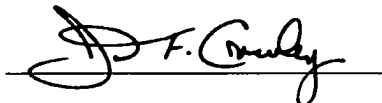
17 "LIENS

Any present or future lien over the shares howsoever arising (whether expressly or impliedly) which the Company has shall not apply in respect of any shares which

have been charged by way of security to, or otherwise in favour of, a Secured Institution or which are transferred in accordance with the provisions of Article 16.1.”

*[REMAINDER OF PAGE INTENTIONALLY LEFT BLANK]*

**Execution Copy**

  
AMICUS THERAPEUTICS, INC.

15 July 2020  
Date