

**ACORDA THERAPEUTICS, INC.  
CORPORATE GOVERNANCE GUIDELINES**

The board of directors (the “Board”) of Acorda Therapeutics, Inc. (the “Company”) has adopted the following Corporate Governance Guidelines (these “Guidelines”) to assist the Board in the exercise of its responsibilities. These Guidelines, together with the Company’s Certificate of Incorporation and Bylaws, and the charters of the Audit Committee, Compensation Committee, Nominations and Governance Committee and Compliance Committee of the Board, provide the framework for the governance of the Company. These Guidelines are not intended to change or interpret any Federal or state law or regulation, including the Delaware General Corporation Law, or the Company’s organizational documents. These Guidelines are subject to modification from time to time by the Board.

**I. Director Qualifications and Selection**

**1. Qualifications for Director Candidates.**

The Nominations and Governance Committee will be responsible for evaluating potential candidates for nomination to the Board. The Board will consider individuals who have distinguished records of leadership and success in their area of activity and who will make substantial contributions to the Board. The Company seeks director candidates who, in addition to general management experience and business knowledge, possess an expertise in one or more of the following areas: business, medicine, scientific research, drug discovery and development, healthcare, pharmaceuticals, finance, law, corporate governance, risk assessment, and investor relations.

There are no established rigid criteria for the selection of Board members. Rather, the Nominations and Governance Committee and the Board recognize that the challenges and needs the Company faces will change over time and, accordingly, believe that the selection of director candidates should be based on skill sets relevant to the issues the Company faces or is likely to face at the time of nomination and in the future. The Nominations and Governance Committee will consider the factors set forth in the Nominations and Governance Committee Charter, and believes that all prospective director candidates must possess the following attributes as well in order to be recommended to the Board:

- A commitment to professional integrity and ethics;
- Demonstrated leadership ability and the ability to exercise sound business judgment;
- Independence from conflict or direct economic relationship with the Company; and
- A willingness to devote the required amount of time to prepare for and attend Board and committee meetings and to otherwise carry out the duties and responsibilities of Board membership.

Also, the Nominations and Governance Committee and the Board strongly believe that the Company benefits from diversity in age, skills, background and experience. Diversity is one

of the factors that the Committee will consider in identifying director candidates. As part of this process, the Nominations and Governance Committee will evaluate how a particular candidate would strengthen and increase the diversity of the Board in terms of how that candidate may contribute to the Board's overall balance of perspectives, backgrounds, knowledge, experience, skill sets and expertise.

In considering re-nomination criteria, the Nominations and Governance Committee reviews each director's past attendance at meetings and participation in and contributions to the activities of the Board, as well as whether the director's qualifications and skills are consistent with the Company's current needs and whether the director is willing to continue in service.

## **2. Identification and Evaluation of Director Candidates**

The Nominations and Governance Committee uses a variety of methods for identifying director candidates. The Nominations and Governance Committee may receive suggestions for potential director candidates from current members of the Board, the Company's executive officers or other sources, which may be either unsolicited or in response to requests from the Nominations and Governance Committee for such candidates. The Nominations and Governance Committee may also, from time to time, engage firms that specialize in identifying and evaluating potential director candidates. As described below, the Nominations and Governance Committee will also consider candidates recommended by stockholders.

The Nominations and Governance Committee periodically assesses the appropriate size and composition of the Board as a whole, the needs of the Board and the respective committees of the Board, and the qualification of director candidates in light of these needs. Once an individual has been identified by the Nominations and Governance Committee as a potential director candidate, the Nominations and Governance Committee makes an initial determination as to whether to conduct a full evaluation of the prospective director candidate based upon various factors, including, but not limited to: the information submitted with the nomination, the Board's own knowledge of the prospective director candidate, and whether, based on the information then known, the prospective director candidate could satisfy the criteria established by the Nominations and Governance Committee. The Nominations and Governance Committee then decides whether to do a comprehensive evaluation of a prospective director candidate. After completing its evaluation, the Nominations and Governance Committee makes its recommendation to the full Board as to any person it determines should be considered by the Board. The Board then considers and designates its nominees.

## **3. Stockholder Recommendations of Director Candidates**

The Nominations and Governance Committee will consider director candidates suggested by stockholders, provided that the recommendations are made in accordance with the procedures required under the Company's Bylaws and meet applicable legal and regulatory requirements. Stockholder nominees whose nominations comply with these procedures and who meet these criteria will be evaluated by the Nominations and Governance Committee in the same manner as the Nominations and Governance Committee's nominees.

## **II. Roles and Responsibilities of the Board**

The Board establishes broad corporate policies, sets strategic direction and oversees management, which is responsible for the Company's day-to-day operations. Directors are expected to exercise their business judgment to act in good faith, on an informed basis and in what they reasonably believe to be in the best long-term interest of the Company and its stockholders. Directors are expected to assess major risks facing the Company and review options for their mitigation.

### **1. Decision-Making/Supervision**

The Board, which is elected by the stockholders, will have responsibility to exercise all powers specifically conferred upon the Board by the Certificate of Incorporation and Bylaws of the Company, as either may be amended from time to time, or by virtue of any applicable law or regulation. The Board shall select the Chief Executive Officer of the Company (the "CEO"), who in turn selects the Company's senior management team, subject to Board approval. The Board will appoint all officers of the Company. Together, the CEO and senior management shall be charged with the conduct of the Company's business. The Board acts as an advisor and counselor to the CEO and senior management and ultimately monitors their activities and their performance.

### **2. Chair of the Board; Lead Independent Director**

The Company's CEO does not have the title of Chair of the Board, but he generally serves as acting chair of the Board at its meetings. Individual independent directors may lead sections of Board meetings, for example, the Chair of the Compensation Committee typically leads Board discussions of compensation issues. The Board will periodically evaluate whether it would be beneficial to appoint a director other than the CEO to serve as Chair of the Board or as lead independent director. It has addressed this important question frequently, and has not done so yet, as it believes that its current leadership structure is the most appropriate for the Board and the Company, and does not believe that it would be enhanced by appointing a Chair of the Board or by calling upon a director other than the CEO to act as primary chair of its meetings. This structure allows the Board to act efficiently and effectively to best serve the interests of the Company's stockholders and the Company as a whole, allowing all independent directors direct access to the CEO, providing the Board with a thorough understanding of the Company and its business, and fostering an open dialogue between the Board and senior management.

At the same time, our processes as described in these Guidelines are intended to ensure that our independent directors retain significant control over Board matters, including with regard to meeting schedules and meeting agendas. As further described below, in advance of Board meetings, independent directors will be consulted regarding Board agendas and will be given an opportunity to take active role in setting these agendas. Also, as further described below, the non-management directors meet in regularly scheduled executive sessions without the CEO present. These sessions are chaired by different independent directors, depending on the nature of the issues discussed. Lastly, each of the Board's committees is and will be composed entirely of independent directors, which means that oversight of critical issues such as integrity of the Company's financial statements, CEO and senior management compensation, and Board evaluation and selection of directors is entrusted to independent directors.

With the goal of optimizing Board performance and following sound corporate governance practices, the Board and the Nominations and Governance Committee are responsible for periodically evaluating, based on then-current facts and circumstances, whether to select an independent director to serve as Chair; if there is a Chair, whether the positions of Chair of the Board and CEO should be held by the same person or by different persons; and, in the absence of an independent director serving as Chair, whether an independent lead director should be appointed.

### **3. Director Orientation and Continuing Director Education**

The Nominations and Governance Committee provide (or oversee the provision of) an orientation for new directors, and periodically provide for continuing education opportunities for directors. Orientation for new directors may, among other things, include information to familiarize new directors with the following matters pertinent to the Company: historic business performance, product development, and strategic plans; significant financial and accounting and risk management issues, if any; compliance programs; governance practices including these Guidelines and the materials referenced in these Guidelines; and corporate policies and codes of conduct. Directors also are encouraged to participate in internal and external continuing educational opportunities that will enhance their ability to fulfill their duties and remain informed about industry conditions affecting the Company, and the Company will pay the reasonable costs of attendance by a director at external programs.

### **4. Meeting Attendance**

Meetings of the Board will be held a minimum of four times a year. Except in extenuating circumstances, each director will be expected to attend all meetings of the Board and of committees to which he or she is appointed, and all annual meetings of stockholders. Directors should carefully review Board and committee meeting agendas and related materials in advance of meetings to enable them to participate in an informed manner. Attendance in person is preferable, particularly for regularly scheduled meetings, but attendance via communications equipment is acceptable when needed due to individual circumstances.

### **5. Review of Financial and Other Information**

Each director will be sent certain financial and other information on a regular basis, including quarterly and annual reports, proxy statements and press releases. The CEO also regularly sends the Board written updates on the Company's business, including status of commercial operations, pipeline development and risk management activities. Each director should review this information carefully, note any questions and ask them at the appropriate Board or committee meeting, with a view toward developing and maintaining an understanding of the Company's financial condition. A director should not hesitate to ask questions, to request additional information (including from management and from the Company's auditors) and, in particular, to ask for the facts and any assumptions underlying conclusions and opinions presented to the Board.

## **6. Operating Plans**

The Board will review the Company's annual operating plan and will review the Company's performance relative to that plan on a regular basis. The Board will also review long-term strategic planning annually.

## **7. Board Ability to Retain Advisors**

The Board or any of its committees, as appropriate, at any time may retain and terminate advisors, including lawyers, accountants and financial experts, in order to assist the Board or any such committee in carrying out its duties. The Board and its committees will comply with any legal, regulatory, or NASDAQ requirements applicable to their retention of such advisors and any other requirements set forth in the relevant committee charter. The Company will pay the reasonable expenses of any such advisors.

## **8. Board Interaction with Institutional Investors, the Press, Customers, Etc.**

Generally, the Company's management should speak for the Company and coordinate communications with outsiders, including, for example, the general public, institutional investors, analysts, stockholders and the press. Directors should be familiar with and comply with the Company's Disclosure Policy, which does not authorize directors to speak on behalf of the Company. Each director should refer all inquiries from outsiders to the CEO or the other authorized spokespersons under the Disclosure Policy.

Stockholders and other interested parties may communicate with the Board by sending a letter to the Board c/o the Corporate Secretary at the Company's headquarters. The Corporate Secretary will receive and review all correspondence and forward it to the President and Chief Executive Officer, the Chair of the Audit Committee, or to any individual director or directors to whom the communication is directed, as appropriate. However, the Corporate Secretary has the authority to discard or disregard any communication that is unduly hostile, threatening, illegal or otherwise inappropriate, or to take any other appropriate actions with respect to such communications.

## **9. Confidentiality**

Information learned during the course of service on the Board is to be held confidential and used solely in furtherance of the Company's business. Maintaining confidentiality of such information is imperative to protecting the Company's interests, and it also promotes for open and effective communications among Board members and between the Board and members of management.

# **III. Board Composition and Performance**

## **1. Size of the Board**

The Nominations and Governance Committee will periodically assess the appropriate size of the Board and make any recommendations for changing the number of directors serving on the Board in accordance with the Company's Bylaws.

## 2. Board and Committee Independence

A majority of the Board will be comprised of independent directors who meet the criteria for independence required by The NASDAQ Stock Market, the U.S. Securities and Exchange Commission (“SEC”) and any other applicable governmental and regulatory bodies. Also, the Board committees will be comprised of directors who meet any further independence criteria established for members of those committees as required by The NASDAQ Stock Market, the SEC, or any other applicable governmental and regulatory bodies. To assist it in determining each director’s independence in accordance with NASDAQ listing rules, the Board has established guidelines, which provide that a director will be presumed to be independent, except that the following persons will not be considered independent:

- a director who is, or within the preceding three years was, an employee of the Company;
- a director who accepted or who has a Family Member who accepted any compensation from the Company totaling more than \$120,000 during any period of 12 consecutive months within the three years preceding the determination of independence, other than compensation for board or board committee service; compensation paid to a Family Member who is an employee (other than an Executive Officer) of the Company; or benefits under a tax-qualified retirement plan, or non-discretionary compensation;
- a director who is a Family Member of an individual who is, or at any time during the past three years was, employed by the company as an Executive Officer;
- a director who is, or has a Family Member who is, a partner in, or a controlling shareholder or an Executive Officer of, any organization to which the Company made, or from which the Company received, payments for property or services in the current or any of the past three fiscal years that exceed 5% of the recipient’s consolidated gross revenues for that year, or \$200,000, whichever is more, other than payments arising solely from investments in the Company’s securities or payments under non-discretionary charitable contribution matching programs;
- a director of the Company who is, or has a Family Member who is, employed as an Executive Officer of another entity where at any time during the past three years any of the Executive Officers of the Company serve on the compensation committee of such other entity; and
- a director who is, or has a Family Member who is, a current partner of the Company’s outside auditor, or was a partner or employee of the Company’s outside auditor who worked on the Company’s audit at any time during any of the past three years.

For purposes of these guidelines, a “Family Member” means a person’s spouse, parents, children and siblings, whether by blood, marriage or adoption, or anyone residing in such person’s home. An “Executive Officer” means those officers covered in Rule 16a-1(f) under the Securities Exchange Act of 1934, as amended. References to the Company in the above independence guidelines include any parent or subsidiary of the Company.

The Board annually will review all commercial and charitable relationships between the directors and the Company (as required by the Company's Related Party Transactions Policy) to determine whether the directors meet these independence tests. If a director has a relationship with the Company that is not covered by these independence guidelines, those Company directors who satisfy such guidelines will consider the relevant circumstances and make an affirmative determination regarding whether such relationship is material or immaterial, and whether the director would therefore be considered independent under applicable legal and regulatory requirements.

The Company will disclose annually in its proxy statement or annual report on Form 10-K those directors the Board has determined to be independent under applicable legal and regulatory requirements.

### **3. Assessing the Board's Performance**

The Nominations and Governance Committee will be responsible for managing an annual process for assessing the performance of the Board and each Board committee, as further specified in the Nominations and Governance Committee Charter. Such assessments will be discussed with the full Board.

### **4. Executive Sessions of Non-Management Directors**

The non-management directors will meet regularly in executive session, at least four times each year, without management. At least one of the meetings of non-management directors will be attended exclusively by independent directors. Executive sessions will be chaired by an independent director(s), as chosen by all of the independent directors present at such meetings based on the nature of the matters being discussed.

### **5. Term Limits and Retirement Age**

The Board does not believe that it is advisable to establish arbitrary term limits or a mandatory retirement age for directors. While term limits and a mandatory retirement age might help ensure that there are new ideas and viewpoints available to the Board, they may deprive the Company and its stockholders of the contribution of directors who have been able to develop valuable insights into the Company, its business, and its operations over time and therefore provide a valuable contribution to the Board as a whole. As an alternative to term limits and a mandatory retirement age, the Board believes that it can ensure that it continues to evolve and adopt new ideas and viewpoints through the director nomination and evaluation processes described in these Guidelines. The Nominations and Corporate Governance Committee reviews the effectiveness of each director in deciding whom to nominate for election by the stockholders.

### **6. Directors Who Change Their Job Responsibilities**

Management directors will offer to resign from the Board upon their resignation, removal or retirement as officers of the Company. When a non-management director's principal occupation or business association changes substantially during the director's tenure on the Board, the director will promptly notify the Nominations and Governance Committee, who will evaluate the propriety of continued service on the Board and recommend to the Board whether it

should take action with respect to the director (and the director will be expected to act in accordance with any request made by the Board).

## **7. Directors Who Serve on Multiple Boards of Directors and Committees**

The Board does not believe that its members should be prohibited from serving on the boards of other companies, or as members of the committees of those boards, so long as the commitments to those other companies do not create material actual or potential conflicts and do not interfere with the director's ability to fulfill his or her duties as a member of the Board and any committees of which he or she is a member.

Directors must advise the Chair of the Board, if one has been appointed, and the Chair of the Nominations and Governance Committee in the absence of a Chair of the Board, in advance of accepting an invitation to serve on another company's board or an appointment to serve as a member of a committee of such a board. The Nominations and Governance Committee will then determine whether an actual or potential conflict of interest would exist by such director serving on the board of another company, or whether such service would interfere with the director's ability to fulfill her or her duties as a member of the Board. If the Nominations and Governance Committee determines that a conflict would exist or that such service would so interfere, it will recommend either that the director decline such proposed invitation or appointment, or else resign from the Board. Directors are expected to act in accordance with the Nominations and Governance Committee's recommendations in such circumstances.

It is the Company's expectation that a director will serve on no more than five (5) other public company boards of directors, not including the Board. The Board encourages the CEO to serve on the board of directors of another public company, with service on an additional public company board subject to the Board's discretion.

## **IV. Director Access and Meeting Procedures**

### **1. Board and Committee Meetings**

The Corporate Secretary will maintain a calendar of the dates of all Board and committee meetings. Committee meeting schedules will be determined by committee chairs, as described below in these Guidelines.

### **2. Board Access to Senior Management**

Directors will have full and free access to any member of management for the purpose of understanding issues facing the Company. Any meetings or contacts that a director wishes to initiate may be arranged through the CEO or the Corporate Secretary or directly by the director. It is the expectation of the Board to keep the CEO informed of communications between a director and a member of management, as appropriate. The directors will use their judgment to ensure that any such contact is not disruptive to the business operations of the Company.

### **3. Selection of Agenda Items for Board Meetings**

The Corporate Secretary, in consultation with the Chief Executive Officer, shall develop the draft agenda for each Board meeting. The draft agenda will be circulated to the independent



directors for their review and comment. Any director may request that an item be included on the agenda, and each director is free to raise at any Board meeting subjects that are not on the agenda for that meeting.

#### **4. Materials Distributed to the Board**

The preliminary agenda for each Board meeting and supporting materials of matters to be acted upon by the Board will generally be made available to each director sufficiently in advance of such meeting to allow the directors to prepare for discussions of the items at the meeting. Directors are expected to review these materials in advance of the meeting.

#### **5. Attendance of Guests at Board Meetings**

Corporate officers, consultants, outside counsel or representatives of the Company's outside auditors who are to make presentations to the Board, or are to be available to respond to inquiries, may be invited to attend the segment of the Board meeting that relates to their participation, at the discretion of the Board. Officers and other members of management may be invited to attend all or portions of Board meetings, at the discretion of the Board. Generally, presentations of matters to be considered by the Board will be made by the officer or manager responsible for that area of the Company's operations or administration.

### **V. Compensation and Stock Ownership**

#### **1. Board Compensation**

The Compensation Committee will review compensation for the Company directors (including for membership on the Board and any of its committees) at least biannually. Supporting materials comparing the Company's director compensation with that of other corporations of comparable size and operating in similar industries and information from the Compensation Committee's independent compensation consultant will be reviewed and discussed. The Compensation Committee will recommend any changes in director compensation to the full Board for its consideration and approval. As part of a director's total compensation and to more closely link compensation with corporate performance, the Board believes that a meaningful portion of a director's compensation should be provided in the form of Company stock or stock-based awards. Independent directors will not receive any additional compensation, in the form of consulting fees or other specific benefits, beyond that provided for service on the Board or its committees.

#### **2. Stock Ownership Guidelines**

To further align the interests of the Company's directors and senior management with stockholders, the Board has established a Stock Ownership Guidelines policy that applies to all non-employee directors and designated members of senior management. The Compensation Committee will periodically review the policy and will report to the full Board for its consideration and adoption any recommendations for additions or amendments to such policy.

## **VI. Leadership Development**

### **1. Evaluation of the CEO**

The Compensation Committee and/or the non-management directors will undertake a formal evaluation of the CEO annually, as more particularly specified in the Compensation Committee charter.

### **2. Succession Planning**

The Board, through its Compensation Committee, will from time to time plan for succession to the position of CEO as well as certain other senior management positions. To assist the Board and Compensation Committee, the CEO will, at the Board/Compensation Committee's request, provide the Board with an assessment of executive officers and of their potential to succeed him or her. The CEO also will provide the Board with an assessment of persons considered potential successors to other executive officers.

### **3. Management Development**

A comprehensive presentation on management development programs and the identification of high potential or experienced managerial candidates to succeed present senior officers will be discussed annually by the Board. The CEO will review senior management succession with the Board without the presence of employee directors, the Corporate Secretary and other corporate officers (except as deemed appropriate by the Board).

## **VII. Committee Matters**

### **1. Number of Committees**

The standing committees of the Board are the Audit Committee (chaired by a director who the Board determines has the requisite accounting or related financial management expertise to effectively carry out the responsibilities of such position), the Compensation Committee, the Nominations and Governance Committee and the Compliance Committee. The Board may, from time to time, establish or maintain additional committees as it deems necessary or appropriate, which may include ad hoc committees having such purpose, composition and competencies as the Board determines.

### **2. Assignment and Rotation of Committee Members**

The Nominations and Governance Committee, after consultation with the Chair of the Board (if one has been appointed) and the CEO, will recommend committee assignments to the full Board for its approval. Committee assignments should reflect the expertise and interests of Board members, with the goal of ensuring that committee members have the requisite background and expertise to participate fully on the committees to which they are appointed. The Nominations and Governance Committee also will be responsible for developing and overseeing policies with respect to committee terms and rotations. The Board believes that consideration should be given to rotating committee members periodically, but does not believe that rotation should be mandated as a policy.

### **3. Committee Meetings and Agendas**

Each committee chair, in consultation with other committee members, the appropriate corporate officer responsible for the subject matters covered by the committee, and/or the Corporate Secretary, will determine the frequency of committee meetings and the agenda for, and length of, each committee meeting. Any committee member may request that an item be included on the agenda. The chair of each committee will report regularly to the Board on the substance of committee meetings.

### **4. Committee Materials Distributed in Advance**

The preliminary agenda for each meeting and supporting materials of matters to be acted upon by the committee will generally be sent to each member sufficiently in advance of such meeting to allow the members to prepare for discussions of the items at the meeting.

### **5. Committee Charters**

Each standing Board committee has a committee charter that sets forth the requirements for membership on such committee and the purpose, duties and responsibilities of the committee and its members. Other committees will have a charter if deemed necessary or appropriate by the Board on the recommendation of the Nominations and Governance Committee, provided that, if a charter is not adopted for a particular committee then the membership, purpose, duties and responsibilities of that committee shall be as set forth in a resolution adopted by the Board.

## **VIII. Confidential Voting by Stockholders**

All proxies, ballots and votes tabulated at a meeting of stockholders will be confidential, and the votes will not be revealed to any Company employee or anyone else, other than to the non-employee tabulator of votes or an independent election inspector, except (a) as necessary to meet applicable legal requirements, or (b) in the event a proxy solicitation in opposition to the election of the Board is filed with the SEC.

## **IX. Evaluation and Implementation of Corporate Governance Guidelines**

The Nominations and Governance Committee will review these Guidelines periodically or as developments or circumstances make review of particular guidelines appropriate. The Nominations and Governance Committee will report to the full Board for its consideration and adoption any recommendations for additions or amendments to these Guidelines, as well as the process and results of the full review of these Guidelines. These Guidelines are intended as a component of the flexible framework within which the Board, assisted by its committees, directs the affairs of the Company, and may be modified from time to time consistent with the fiduciary duties of the Board. While these Guidelines should be interpreted in the context of applicable laws, regulations and listing requirements, as well as in the context of the Company's Certificate of Incorporation and Bylaws, they are not intended to establish by their own force any legally binding obligations.

**X. Disclosure of Guidelines**

A copy of the current version of these guidelines shall be posted on the Company's website.

Effective March 6, 2014