

INTERCEPT PHARMACEUTICALS, INC.
CORPORATE GOVERNANCE GUIDELINES

(as adopted February 17, 2019)

The Board of Directors (the “Board”) of Intercept Pharmaceuticals, Inc. (the “Company”) has adopted the following Corporate Governance Guidelines (the “Guidelines”) to assist the Board in exercising its responsibilities. The Guidelines reflect the Board’s commitment to building long-term stockholder value with an emphasis on corporate governance. The Guidelines are statements of policy and are not intended to supersede any law, rule or regulation applicable to the Company, including any rule or regulation of any stock exchange, or the Company’s Restated Certificate of Incorporation or Restated Bylaws. The Guidelines may be modified by the Board from time to time in its sole discretion.

I. BOARD COMPOSITION

1. Chairperson of the Board; Lead Independent Director

The Board is free to choose its Chairperson in any manner that it determines to be in the best interests of the Company. The roles of the Chief Executive Officer and Chairperson may be, but are not required to be, separate. The Board recognizes the commitment required to serve as Chairperson, and accordingly, the Board may appoint an independent director to serve as Lead Independent Director, regardless of whether the Chairperson also is an independent director.

2. Size of the Board

The number of directors shall be fixed from time to time by the Board in accordance with the Company’s Restated Certificate of Incorporation and Restated Bylaws. The Nominating and Governance Committee shall periodically review and make recommendations to the Board regarding the size of the Board, which may vary from time to time to accommodate the availability of suitable candidates and the needs of the Company.

3. Selection of New Directors; Board Membership Criteria

The Nominating and Governance Committee is responsible for identifying, reviewing and evaluating candidates qualified to serve as directors, as well as determining and recommending to the Board desired Board member experience, qualifications, attributes and skills. At a minimum, nominees for service on the Board must meet the threshold requirements set forth in the *Policy Regarding Qualifications of Directors* attached as Appendix A hereto.

The Nominating and Governance Committee shall also consider bona fide candidates recommended by stockholders for nomination for election to the Board in accordance with the *Procedures for Stockholders Submitting Recommendations for Nominees for Election to the Board* attached hereto as Appendix B. The Nominating and Governance Committee shall consider such candidates in accordance with the policies set forth in the *Policy on Stockholder Recommendations of Nominees for Election to the Board* attached hereto as Appendix C.

4. Director Independence

At least a majority of the directors serving at any time on the Board shall be independent, as defined under the rules of The Nasdaq Stock Market LLC (“Nasdaq”). At least annually, the Board shall make an affirmative determination regarding the independence of each director.

5. Director Tenure

The Board has not established term limits or a fixed retirement age for Board members, nor does it believe in automatic re-nomination. The Board believes that 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 also believes that the director nomination process and procedures adopted by the Board and described herein will facilitate a rational evolution of the composition of the Board consistent with the best interests of the stockholders of the Company and expose the Board to valuable new ideas and viewpoints relevant to the exercise of the Board’s responsibilities.

6. Independent Director Compensation; Stock Ownership Guidelines

Company employees shall not receive additional compensation for service as directors of the Company. The form and amount of compensation paid to independent directors for Board and Board committee service shall be reviewed annually by the Compensation Committee in accordance with the Compensation Committee’s charter and any adjustments thereto shall be recommended to the Board for approval.

The Board has adopted stock ownership guidelines applicable to the Company’s independent directors, Chief Executive Officer and other executive officers. The Compensation Committee is responsible for periodically reviewing such stock ownership guidelines and recommending to the Board any changes.

7. Other Board Memberships; Changes in Job Responsibilities; Conflicts of Interest

In advance of accepting an invitation to serve on the board of another company, directors should advise the Chief Executive Officer and Secretary of the Company, who shall then notify the Chairperson of the Board and the Chairperson of the Nominating and Governance Committee. No director may serve on more than a total of five (5) boards of directors of U.S. public companies (including service on the Board) unless approved by the Board. A director who serves as a chief executive officer of a U.S. public company shall not serve on the boards of directors of more than three (3) U.S. public companies (including service on the Board) unless approved by the Board.

In addition, any director who retires from his or her present principal employment, or who substantially changes his or her principal position or professional responsibilities, should promptly notify the Chief Executive Officer and Secretary of the Company. While the Board generally seeks to avoid arbitrary limitations on other activities that directors may pursue, the Board expects each of its members to have and devote sufficient time and resources to ensure the diligent performance of his or her duties on the Company’s behalf, including attending Board and applicable Board committee meetings.

The Board also expects that each director will avoid circumstances that create a conflict of interest that would materially impair his or her ability to (i) exercise independent judgment or (ii) otherwise discharge the fiduciary duties owed as a director to the Company and its stockholders. Any

potential conflict of interest should be promptly disclosed to the Chief Executive Officer and Secretary of the Company for review in accordance with the Company's Code of Conduct (as defined below).

II. FUNCTIONING OF THE BOARD

1. Frequency of and Participation at Meetings

The Board expects to have at least four (4) regularly scheduled meetings each year. Each director is expected to regularly attend meetings of Board and committees on which he or she serves and to fully prepare for, and actively participate in, all such meetings. As a general matter, directors are expected to arrange their business and professional commitments, including service on the boards of other companies and organizations, so that they are available to attend Board meetings and meetings of Board committees on which they serve.

2. Executive Sessions

Executive sessions of the independent directors, without employee directors or other members of management present, shall generally be held as part of each regularly scheduled Board meeting. Executive session discussions shall include such topics as the independent directors determine.

3. Selection of Agenda Items for Board Meetings; Meeting Materials

In advance of each Board meeting, to the extent reasonably practicable, an agenda for such meeting shall be reviewed with the Chairperson and/or Lead Independent Director and subsequently sent to each director together with any written materials pertaining to the matters to be presented for Board discussion at such meeting. Written materials should be designed to provide a foundation for the Board's discussion of key issues and allow the Board to make the most efficient use of its meeting time. Each director is expected to review the materials provided in advance of meetings, as well as any other materials provided to the Board from time to time. Each Board member shall be free to suggest additional agenda items for a Board meeting or to raise at any Board meeting subjects that are not specifically on the agenda for consideration at subsequent meetings.

4. Committee Reports

Each standing Board committee shall provide regular reports to the Board with respect to significant matters reviewed, and actions taken, by such committee, including any matters required to be reported to the Board under such Board committee's respective charter. In general, the Chairperson of the applicable Board committee shall present such report.

5. Board Evaluation

The Board shall conduct an annual evaluation of its performance. The Nominating and Governance Committee is responsible for establishing the evaluation criteria and administering such evaluations. The results of such evaluations shall be provided to the Board for further discussion as appropriate.

6. Board Contact with Senior Management

Board members shall have direct access to management. It is expected that Board members shall use sound business judgment to ensure that such contact does not distract management from performing

its duties and that such contact, to the extent reasonably practical or appropriate, shall be coordinated with the Chief Executive Officer.

Furthermore, the Board encourages the Chief Executive Officer, from time to time, to invite employees to attend Board meetings: (i) in order to provide additional insight concerning the items being discussed based upon their personal involvement in such areas and/or (ii) based upon their future potential and in order to provide such employees with exposure to the Board.

7. Board Access to Advisors

The Board shall have authority, in its sole discretion, to retain, obtain the advice of and terminate consultants, legal counsel and other advisors (collectively referred to as “advisors”), as the Board deems necessary or advisable. The Board shall be directly responsible for the oversight of the work of, and have authority, in its sole discretion, to determine appropriate compensation for, any such advisors retained by the Board. The Company shall be responsible for providing appropriate funding for the payment of reasonable compensation, as determined by the Board in its sole discretion, to any such advisor that is retained by the Board.

8. Attendance at Annual Meeting of Stockholders

Each director is strongly encouraged to attend the Company’s annual meetings of stockholders.

III. BOARD COMMITTEES

1. Number and Names of Board Committees

The Board currently has four standing committees: the Audit Committee, the Compensation Committee, the Nominating and Governance Committee and the Research and Development Committee. Each standing committee shall operate under a written charter adopted by the Board. Subject to applicable U.S. Securities and Exchange Commission (“SEC”) and Nasdaq rules, the Board may form, merge or dissolve standing committees as it deems appropriate from time to time. In addition, the Board may create special ad hoc committees from time to time to oversee special projects, financings and other matters.

2. Independence of Board Committees

Each of the Audit Committee, Compensation Committee, Nominating and Governance Committee and Research and Development Committee shall be composed entirely of independent directors. In addition, each member of the Audit Committee and Compensation Committee shall meet the additional eligibility requirements established by the SEC or Nasdaq for service on such committees.

3. Assignment of Committee Members

The Nominating and Governance Committee shall be responsible for making recommendations to the Board from time to time with respect to the assignment of Board members to each committee, as well as the appointment of committee chairpersons for each committee. The Nominating and Governance Committee shall also periodically consider the rotation of the chairperson and members of each committee with a view toward balancing the benefits derived from continuity against the benefits derived from the diversity of experience and viewpoints of the various directors. The Board shall be responsible for the appointment of committee chairpersons and committee members, taking into account such recommendations.

4. Committee Evaluations

Each standing committee shall conduct an annual evaluation of its performance. The Nominating and Governance Committee is responsible for establishing the evaluation criteria and administering such evaluations. The results of each committee's evaluation shall be provided to such committee for further discussion as appropriate.

IV. DIRECTOR ORIENTATION AND EDUCATION

Each new Board member shall be provided with various informational materials and participate in the Company's director orientation program to familiarize such director with the Company's business and policies. Directors are encouraged to participate in continuing educational programs in order to maintain the necessary level of expertise to perform his or her responsibilities as a director. The Company shall pay all reasonable expenses relating to continuing director education.

V. BOARD INTERACTION WITH STAKEHOLDERS

As a general matter, management shall speak for the Company and, accordingly, Board members should refer all inquiries from investors, analysts, the press or others to the Chief Executive Officer or his or her designees. Nevertheless, it is expected that independent directors, including the Chairperson of the Board or the Lead Independent Director, may from time to time meet or otherwise communicate with external constituencies, including stockholders. Typically, such meetings or communications should be coordinated through the Chief Executive Officer or his or her designees.

VI. LEADERSHIP DEVELOPMENT AND SUCCESSION PLANNING

1. Formal Evaluation of Chief Executive Officer

The Compensation Committee shall conduct an annual evaluation of the Chief Executive Officer's performance based on objective criteria established by the Compensation Committee or the Board, including the performance of the business, accomplishment of strategic objectives and development of senior management. Such evaluation shall be used by the Compensation Committee or the Board, as appropriate, in the course of its deliberations when considering the compensation of the Chief Executive Officer.

2. Succession Planning

The Nominating and Governance Committee shall be responsible for overseeing the succession planning process for the Chief Executive Officer and, as warranted, other executive officers of the Company. In the event of the retirement, resignation or termination of the Chief Executive Officer, the Board shall nominate and evaluate potential successors.

VII. GLOBAL CODE OF BUSINESS CONDUCT

Board members shall act at all times in accordance with the requirements of the Company's Global Code of Business Conduct (the "Code of Conduct"), which shall be applicable to each director in connection with his or her activities relating to the Company. Any waiver of the provisions of the Code of Conduct with respect to any individual director or any executive officer must be approved by the Audit Committee. The Audit Committee shall periodically review the adequacy and effectiveness of the Code of Conduct and recommend any proposed changes to the Board for approval.

VIII. REVIEW OF CORPORATE GOVERNANCE GUIDELINES

The Nominating and Governance Committee shall periodically review the adequacy and effectiveness of the Guidelines and recommend any proposed changes to the Board for approval.

Policy Regarding Qualifications of Directors

The Board of Directors (the “Board”) of Intercept Pharmaceuticals, Inc. (the “Company”) believes that members of the Board must possess certain personal and professional qualities in order to properly discharge their fiduciary duties to stockholders, provide effective oversight of the management of the Company and monitor the Company’s adherence to principles of sound corporate governance. It is therefore the policy of the Board that all persons nominated to serve as a director of the Company should possess at least the minimum qualifications described in this Policy. These are only threshold criteria, however, and in evaluating candidates the Nominating and Governance Committee of the Board will also consider the expected contributions of each candidate to the collective functioning of the Board based upon the totality of his or her credentials, experience and expertise, the composition of the Board at the time and other relevant circumstances, including the operating requirements of the Company and the long-term interests of stockholders. This Policy may be modified or revoked by the Board at any time.

1. Integrity and Ethical Values. Candidates should possess the highest personal and professional standards of integrity and ethical values.

2. Commitment. Candidates must be committed to promoting and enhancing the long-term value of the Company for its stockholders.

3. Absence of Conflicts of Interest. Candidates should not have any interests that would materially impair his or her ability to (i) exercise independent judgment or (ii) otherwise discharge the fiduciary duties owed as a director to the Company and its stockholders.

4. Fair and Equal Representation. Candidates must be able to represent fairly and equally all stockholders of the Company without favoring or advancing any particular stockholder or other constituency of the Company.

5. Achievement. Candidates must have demonstrated achievement in one or more business, professional, governmental, community, scientific or educational fields, and possess mature and objective business judgment and expertise.

6. Oversight. Candidates are expected to have sound judgment, derived from management or policy-making experience (which may be as an advisor or consultant), that demonstrates an ability to function effectively in an oversight role.

7. Diversity. The Nominating and Governance Committee shall consider the diversity of the Board and its committees when identifying and considering nominees for director and directors for service on Board committees, and shall strive where appropriate to achieve a diverse balance of backgrounds, perspectives, experiences, ages, genders and ethnicities on the Board and its committees.

8. Business Understanding. Candidates must have a general appreciation of the operational challenges and complexities faced by public pharmaceutical companies of a size and operational scope similar to that of the Company. These challenges and complexities may relate to, among other matters:

- governance matters;
- regulatory obligations;

- strategic business development and planning matters;
- competition; and
- corporate accounting and finance matters.

9. Available Time. Candidates must have, and be prepared to devote, sufficient time and resources to ensure the diligent performance of his or her duties on the Company's behalf, including attending Board and applicable Board committee meetings. It is expected that candidates will be able to arrange their business and professional commitments, including service on the boards of other companies and organizations, so that they are available to attend the meetings of the Company's Board and any Board committees on which they serve, as well as the Company's annual meeting of stockholders.

10. Director Tenure. The Board has not established term limits or a fixed retirement age for Board members, nor does it believe in automatic re-nomination.

11. Limited Exceptions. Under exceptional and limited circumstances, the Nominating and Governance Committee may approve the candidacy of a nominee who does not satisfy all of these requirements if it believes the service of such nominee is in the best interests of the Company and its stockholders.

12. Additional Qualifications. In approving candidates to be recommended for election as a director, the Nominating and Governance Committee will also ensure that:

- at least a majority of the directors serving at any time on the Board are independent, as defined under the rules of The Nasdaq Stock Market LLC ("Nasdaq");
- at least three of the directors satisfy the additional eligibility requirements established by the U.S. Securities and Exchange Commission ("SEC") and Nasdaq for service on the Audit Committee, including the financial literacy requirements required for service on the Audit Committee under Nasdaq rules;
- at least one of the directors qualifies as an audit committee financial expert under the rules of the SEC;
- at least two of the directors satisfy the additional eligibility requirements established by the SEC and Nasdaq for service on the Compensation Committee; and
- the independent directors have general familiarity with an industry or industries in which the Company conducts a substantial portion of its business or in related industries.

APPENDIX B

Procedures for Stockholders Submitting Recommendations for Nominees for Election to the Board

The Board of Directors (the “Board”) of Intercept Pharmaceuticals, Inc. (the “Company”) has adopted the following procedures for Company stockholders to submit to the Nominating and Governance Committee of the Board recommendations for the nomination of candidates for election to the Board. These procedures may be modified or revoked by the Board at any time.

1. Stockholders Entitled to Make Submissions. The Nominating and Governance Committee shall accept for consideration submissions of recommendations for the nomination of candidates for election to the Board from stockholders. Submissions of such recommendations must comply with the requirements set forth below. Acceptance of a recommendation for consideration does not imply that the Nominating and Governance Committee will nominate the recommended candidate.

2. Manner and Address for Submission. All stockholder nominating recommendations must be in writing, addressed to the Nominating and Governance Committee care of the Secretary of the Company at the Company’s principal offices. Submissions must be made by mail, courier or personal delivery. E-mailed submissions will not be considered.

3. Information Concerning the Recommending Stockholder. A nominating recommendation must be accompanied by the following information concerning each recommending stockholder:

- The name and address, including telephone number, of the recommending stockholder;
- If the recommending stockholder is a stockholder of record, the number of the Company’s shares owned by the recommending stockholder and the time period for which such shares have been held;
- If the recommending stockholder is not a stockholder of record, a statement from the record holder of the shares (usually a broker or bank) verifying the holdings of the recommending stockholder and a statement from the recommending stockholder of the length of time that the shares have been held; and
- A statement from the recommending stockholder as to whether the recommending stockholder has a good faith intention to continue to hold the reported shares through the date of the Company’s next annual meeting of stockholders.

4. Information Concerning the Proposed Nominee. A nominating recommendation must be accompanied by the information concerning the proposed nominee required by the following:

- Item 401 of Regulation S-K (generally providing for disclosure of the name, address, and business experience for the past five years of the proposed nominee, as well as information regarding certain types of legal proceedings within the past ten years involving the proposed nominee);
- Item 403 of Regulation S-K (generally providing for disclosure regarding the proposed nominee’s ownership of securities of the Company); and

- Item 404 of Regulation S-K (generally providing for disclosure of transactions between the Company and the proposed nominee valued in excess of \$120,000 and certain other types of business relationships with the Company).

The proposed nominee must also submit to the Company a completed and signed questionnaire with respect to the background and qualification of the proposed nominee and the background of any other person or entity on whose behalf the nomination is being made (which questionnaire shall be provided by the Secretary of the Company upon written request) and a written representation and agreement (in the form provided by the Secretary of the Company upon written request), in accordance with the Restated Bylaws of the Company.

5. Relationships Between the Proposed Nominee and the Recommending Stockholder. The nominating recommendation must describe all relationships between the proposed nominee and the recommending stockholder, and any agreements or understandings regarding the nomination, including those between the recommending stockholder and the proposed nominee.

6. Other Relationships of the Proposed Nominee. The nominating recommendation shall describe all relationships between the proposed nominee and any of the Company's competitors, customers, suppliers, labor unions or other persons with special interests regarding the Company.

7. Qualifications of the Proposed Nominee. The recommending stockholder must furnish a statement supporting its view that the proposed nominee possesses the minimum qualifications prescribed by the Nominating and Governance Committee for nominees, and briefly describing the contributions that the proposed nominee would be expected to make to the Board and to the governance of the Company.

8. Ability to Represent All Stockholders. The recommending stockholder must state whether, in the view of such stockholder, the proposed nominee, if elected, would represent all stockholders and not serve for the purpose of advancing or favoring any particular stockholder, group of stockholders or other constituency.

9. Consent to be Interviewed by the Nominating and Governance Committee and, if Nominated and Elected, to Serve. The nominating recommendation must be accompanied by the written consent of the proposed nominee to: (i) be considered by the Nominating and Governance Committee and interviewed if the Nominating and Governance Committee chooses to do so in its discretion and (ii) if nominated and elected, to serve as a director of the Company. The recommending stockholder must furnish the proposed nominee's contact information for this purpose.

10. Timing for Submissions Regarding Nominees for Election at Annual Meetings. A stockholder (or group of stockholders) wishing to submit a nominating recommendation for an annual meeting of stockholders must ensure that it is received by the Company, as provided above, within the time period for director nominations set forth in the Company's Restated Bylaws.

11. Stockholder Groups. If a nominating recommendation is submitted by a group of two or more recommending stockholders, the information regarding recommending stockholders set forth in paragraph 3 above must be submitted with respect to each recommending stockholder in the group.

**Policy on Stockholder Recommendations
of Nominees for Election to the Board**

1. It is the policy of Intercept Pharmaceuticals, Inc. (the “Company”) that the Nominating and Governance Committee of the Board of Directors (the “Board”) consider recommendations for the nomination of directors submitted by holders of the Company’s shares entitled to vote generally in the election of directors.

2. The Nominating and Governance Committee will consider the extent to which the stockholder making the nominating recommendation has and intends to maintain an ownership interest in the Company.

3. The Nominating and Governance Committee will only consider recommendations of proposed nominees who satisfy the minimum qualifications prescribed by the Board for Board candidates, including that each director must represent the interests of all stockholders and not serve for the purpose of favoring or advancing the interests of any particular stockholder, group of stockholders or other constituency.

4. Only those nominating recommendations whose submission complies with the procedural requirements adopted by the Board will be considered by the Nominating and Governance Committee.

5. All nominating recommendations submitted by stockholders will be considered in the same manner and under the same process as any other nominating recommendations submitted from other sources.

6. The Nominating and Governance Committee is under no obligation to recommend to the Board a proposed nominee submitted by a recommending stockholder for election to the Board.

7. This Policy may be modified or revoked by the Board at any time.