Corporate Governance Guidelines

Revised March 2011

AMAG PHARMACEUTICALS, INC.
CORPORATE GOVERNANCE GUIDELINES

The Board of Directors (the "Board") of AMAG Pharmaceuticals, Inc. (the "Company") has adopted the following Corporate Governance Guidelines (the "Guidelines") to assist the Board in the exercise of its duties and responsibilities and to serve the best interests of the Company and its stockholders. The Guidelines should be applied in a manner consistent with all applicable laws and the Company's charter and by-laws, each as amended and in effect from time to time. The Guidelines provide a framework for the conduct of the Board's business. The Board may modify or make exceptions to the Guidelines from time to time in its discretion and consistent with its duties and responsibilities to the Company and its stockholders.

A. Director Responsibilities

1. *Oversee Management of the Company. The principal responsibility of the directors is to oversee the management of the Company and, in so doing, serve the best interests of the Company and its stockholders. This responsibility includes:*
    - *Reviewing and approving fundamental operating, financial and other corporate plans, strategies and objectives.*
    - *Evaluating the performance of the Company and its senior executives and taking appropriate action, including removal, when warranted.*
    - *Evaluating the Company's compensation programs on a regular basis and determining the compensation of its senior executives.*
    - *Evaluating whether the Company has appropriate senior executive succession plans in place.*
    - *Evaluating whether corporate resources are used only for appropriate business purposes.*
    - *Establishing a corporate environment that promotes timely and effective disclosure (including robust and appropriate controls, procedures and incentives), fiscal accountability, high ethical standards and compliance with all applicable laws and regulations.*
    - *Reviewing and approving material transactions and commitments not entered into in the ordinary course of business.*
    - *Developing a corporate governance structure that allows and encourages the Board to fulfill its responsibilities.*
    - *Providing advice and assistance to the Company's senior executives.*
    - *Evaluating the overall effectiveness of the Board and its committees.*
2. *Exercise Business Judgment. In discharging their fiduciary duties of care and loyalty, directors are expected to exercise their business judgment to act in what they reasonably believe to be the best interests of the Company and its stockholders.*
3. *Understand the Company and its Business. Directors have an obligation to become and remain informed about the Company and its business, including the following:*
    - *The principal operational and financial objectives, strategies and plans of the Company.*
    - *The results of operations and financial condition of the Company and of significant subsidiaries and business segments.*
    - *The relative standing of the Company's business vis-a-vis its competitors and comparable businesses in the Company's sector.*
    - *The factors that determine the Company's success.*
    - *The risks and problems that affect the Company's business and prospects.*

4. *Establish Effective Systems.* Directors are responsible for determining that effective systems are in place for the periodic and timely reporting to the Board on important matters concerning the Company, including the following:
    - *Current business and financial performance, the degree of achievement of approved objectives and the need to address forward-planning issues.*
    - *Future business prospects and forecasts, including actions, facilities, personnel and financial resources required to achieve forecasted results.*
    - *Financial statements, with appropriate segment or divisional breakdowns.*
    - *Compliance programs to assure the Company's compliance with law and corporate policies.*
    - *Material litigation and governmental and regulatory matters.*
    - *Monitoring and, where appropriate, responding to communications from stockholders.*

   Directors should also periodically review the integrity of the Company's internal control over financial reporting and management information systems.

5. *Board, Stockholder and Committee Meetings.* Directors are responsible for attending Board meetings, meetings of committees on which they serve and the annual meeting of stockholders, and devoting the time needed, and meeting as frequently as necessary, to discharge their responsibilities properly.
6. *Reliance on Management and Advisors; Indemnification.* The directors are entitled to rely on the Company's senior executives and its outside advisors, auditors and legal counsel, except to the extent that any such person's integrity, honesty or competence is in doubt. The directors are also entitled to Company-provided indemnification, statutory exculpation and directors' and officers' liability insurance.
7. *Related Persons Transactions.* The Audit Committee shall oversee the adoption of a policy requiring approval of transactions with executive officers, directors, nominees to the Board, significant stockholders and their family members. Such policy shall be reviewed and, if appropriate, updated from time to time. All members of the Board must inform the Audit Committee of the Board of all types of transactions between them (directly or indirectly) and the Company as soon as reasonably practicable even if these transactions are in the ordinary course of business.

B. Director Qualification Standards

1. *Independence.* Except as may otherwise be permitted by rules applicable to the NASDAQ Global Market ("NASDAQ"), a majority of the members of the Board shall be independent directors. To be considered independent: (1) a director must be independent as determined under Rule 4200(a)(15) of the NASDAQ listing rules and (2) in the Board's judgment, the director must not have a relationship with the Company that would interfere with the exercise of independent judgment in carrying out the responsibilities of a director. The determination of whether a material relationship exists shall be made by the other members of the Board of Directors who are independent as defined above.
2. *Size of the Board.* The Board currently has seven (7) seats. The Board believes this is an appropriate size given the Company's present circumstances, but that a smaller or larger Board may be appropriate at any given time, depending on circumstances and changes in the Company's business.
3. *Other Directorships.* A director shall limit the number of other public company boards on which he or she serves so that he or she is able to devote adequate time to his or her duties to the Company, including preparing for and attending meetings. Directors should advise the Chairman and the Chairman of the Nominating and Corporate Governance Committee in advance of accepting an invitation to serve on another public company board. Service on boards and/or committees of other organizations shall comply with the Company's conflict of interest policies.
4. *Tenure.* The Board does not believe it should establish term limits. Term limits could result in the loss of directors who have been able to develop, over a period of time,

increasing insight into the Company and its operations and an institutional memory that benefit the entire membership of the Board as well as management. As an alternative to term limits, the Nominating and Corporate Governance Committee shall review each director's continuation on the Board at least once every three (3) years. This will allow each director the opportunity to conveniently confirm his or her desire to continue as a member of the Board and allow the Company to conveniently replace directors who are no longer interested or effective.

5. *<u>Retirement.</u> Any director who reaches the age of eighty (80) while serving as a director will retire from the Board effective at the end of his or her then current term.*
6. *<u>Lead Director.</u> In the event that the Chairman is not an independent director, the Nominating and Corporate Governance Committee may nominate an independent director to serve as "Lead Director," who shall be approved by a majority of the independent directors.*

The Lead Director, if one is appointed, shall:

- *Chair any meeting of the independent directors in executive session;*
- *Meet with any director who is not adequately performing his or her duties as a member of the Board or any committee;*
- *Facilitate communications between other members of the Board and the Chairman and/or the Chief Executive Officer; however, each director is free to communicate directly with the Chairman and with the Chief Executive Officer;*
- *Work with the Chairman in the preparation of the agenda for each Board meeting and in determining the need for special meetings of the Board; and*
- *Otherwise consult with the Chairman and/or the Chief Executive Officer on matters relating to corporate governance and Board performance.*

Unless the Board determines otherwise, an individual will serve as Lead Director for no more than three (3) consecutive years.

7. *<u>Separation of the Offices of Chairman and Chief Executive Officer.</u> The Board does not have a policy on whether the offices of Chairman of the Board and Chief Executive Officer should be separate and, if they are to be separate, whether the Chairman of the Board should be selected from among the independent directors or should be an employee of the Company.*
8. *<u>Selection of New Director Candidates.</u> Except where the Company is legally required by contract, by-law or otherwise to provide third parties with the right to nominate directors, the Nominating and Corporate Governance Committee shall responsible for (i) identifying individuals qualified to become Board members, consistent with criteria approved by the Board, and (ii) recommending to the Board the persons to be nominated for election as directors at any meeting of stockholders and the persons to be elected by the Board to fill any vacancies on the Board. Director nominees shall be considered for recommendation by the Nominating and Corporate Governance Committee in accordance with the criteria and principles in its charter, the criteria set forth in <u>Attachment A</u> hereto and other criteria to be adopted from time to time by the Board. It is expected that the Nominating and Corporate Governance Committee will have direct input from the Chairman, the Chief Executive Officer and, if one is appointed, the Lead Director.*
9. *<u>Former Chief Executive Officer's Board Membership.</u> The Board believes that the continuation of a former Chief Executive Officer of the Company on the Board is a matter to be decided in each individual instance by the Board.*

B. Board Meetings

7. <u>Selection of Agenda Items.</u> *The Chairman shall approve the agenda for each Board meeting. Each Board member is free to suggest the inclusion of agenda items and is free to raise at any Board meeting subjects that are not on the agenda for that meeting.*
8. <u>Frequency and Length of Meetings.</u> *The Chairman, in consultation with the members of the Board, shall determine the frequency and length of the Board meetings. Meetings shall take place no less than four times per year. Special meetings may be called from time to time as determined by the needs of the business.*
9. <u>Advance Distribution of Materials.</u> *Information and data that are important to the Board's understanding of the business to be conducted at a Board or committee meeting should generally be distributed in writing to the directors before the meeting, and directors should review these materials in advance of the meeting. The Board acknowledges that certain items to be discussed at a Board or committee meeting maybe of an extremely confidential or time-sensitive nature and that the distribution of materials on these matters prior to meetings may not be appropriate or practicable. Presentations made at Board meetings should do more than summarize previously distributed Board meeting materials.*
10. <u>Executive Sessions.</u> *The independent directors shall meet in executive session periodically to discuss, among other matters, the performance of the Chief Executive Officer. The independent directors will meet in executive session at other times at the request of any independent director. Absent unusual circumstances, these sessions shall be held in conjunction with regular Board meetings. The director who presides at these meetings shall be the Lead Director if there is one, and if not, shall be chosen by the independent directors, and his or her name shall be disclosed in the annual meeting proxy statement.*
11. <u>Attendance of Non-Directors at Board Meetings.</u> *The Board shall encourage the senior executives of the Company to, from time to time, bring Company personnel into Board meetings who (i) can provide additional insight into the items being discussed because of personal involvement in these areas or (ii) appear to be persons with future potential who should be given exposure to the Board.*

C. Board Committees

0. <u>Key Committees.</u> *The Board shall have at all times an Audit Committee, a Compensation Committee and a Nominating and Corporate Governance Committee. Each such committee shall have a charter that has been approved by the Board. The Board may, from time to time, establish or maintain additional committees as necessary or appropriate.*
1. <u>Assignment and Rotation of Committee Members.</u> *The Nominating and Corporate Governance Committee shall be responsible for recommending to the Board the directors to be appointed to each committee of the Board. Except as otherwise permitted by the applicable NASDAQ rules, each member of the Audit Committee, the Compensation Committee and the Nominating and Corporate Governance Committee shall be an "independent director" as defined by such rules.*
2. <u>Committee Charters.</u> *In accordance with the applicable NASDAQ rules, the charters of the Audit Committee, the Compensation Committee and the Nominating and Corporate Governance Committee shall set forth the purposes, goals and responsibilities of the committees. The Board shall, from time to time as it deems appropriate, review and reassess the adequacy of each charter and make appropriate changes.*
3. <u>Selection of Agenda Items.</u> *The chairman of each committee, in consultation with the committee members, shall develop the committee's agenda. At the beginning of the year each committee shall establish a schedule of subjects to be discussed during the year (to the extent practicable). The schedule for each committee meeting shall be furnished to all directors.*
4. <u>Frequency and Length of Committee Meetings.</u> *The chairman of each committee, in consultation with the committee members, shall determine the frequency and length of the committee meetings consistent with any requirements set forth in the committee's charter. Special meetings may be called from time to time as determined by the needs of the business and the responsibilities of the committees.*

D. Director Access to Management and Independent Advisors

0. Access to Officers and Employees. Directors have full and free access to officers and employees of the Company. Any meetings or contacts that a director wishes to initiate may be arranged through the Chief Executive Officer or the Secretary or directly by the director. The directors shall use their judgment to ensure that any such contact is not disruptive to the business operations of the Company and shall, to the extent appropriate, copy the Chief Executive Officer on any written communications between a director and an officer or employee of the Company.
1. Access to Independent Advisors. The Board and each committee have the power to hire and consult with independent legal, financial or other advisors for the benefit of the Board or such committee, as they may deem necessary, without consulting or obtaining the approval of any officer of the Company in advance. Such independent advisors may be the regular advisors to the Company. The Board or any such committee is empowered, without further action by the Company, to cause the Company to pay the compensation of such advisors as established by the Board or any such committee.

E. Director Compensation

0. Role of Board and Compensation Committee. The form and amount of director compensation shall be determined by the Board or the Compensation Committee in accordance with the policies and principles set forth below.
1. Form of Compensation. The Board believes that directors should be incentivized to focus on long-term stockholder value. Including equity as part of director compensation helps align the interest of directors with those of the Company's stockholders.
2. Amount of Consideration. The Company seeks to attract exceptional talent to its Board. Therefore, the Company's policy is to compensate directors at least competitively relative to comparable companies. The Company's management and/or the Compensation Committee of the Board shall, from time to time, present a comparison report to the Board, comparing the Company's director compensation with that of comparable companies. The Board believes that it is appropriate for the Chair of the Board and the chair and members of the committees to receive additional compensation for their services in those positions.
3. Stock Ownership Guidelines. Each non-employee director on the Board shall comply with the stock ownership guidelines adopted by the Board and set forth on Attachment Bhereto.
4. Employee Directors. Directors who are also employees of the Company shall receive no additional compensation for Board or committee service.

F. Continuing Education

0. Continuing Education. Each director is encouraged to be involved in continuing director education on an ongoing basis to enable him or her to better perform his or her duties and to recognize and deal appropriately with issues that arise. Continuing education may take any number of different forms, including but not limited to attendance at seminars sponsored by the Company or third parties or the review of educational/informational materials provided to the directors from time to time by management and/or the Nominating and Corporate Governance Committee. The Company shall pay all reasonable expenses related to continuing director education.
1. Director Orientation. The Board and the Company's management shall conduct a mandatory orientation program for new directors. The orientation program shall include presentations by management to familiarize new directors with the Company's strategic plans, its significant financial, accounting and risk management issues, its compliance programs, its code of ethics and other key Company policies, its principal officers, its independent auditors and its General Counsel and outside legal advisors. In addition, the orientation program shall include a review of the Company's expectations of its directors in terms of time and effort, a review of the directors' fiduciary duties and visits to Company headquarters and, to the extent practical, certain of the Company's significant facilities. All other directors are also invited to attend the orientation program.

G. Management Evaluation and Succession

0. *<u>Selection of Chief Executive Officer.</u> The Board selects the Company's Chief Executive Officer in the manner that it determines to be in the best interests of the Company's stockholders.*
1. *<u>Evaluation of Senior Executives.</u> The Compensation Committee shall be responsible for overseeing the evaluation of the Company's senior executives and making appropriate recommendations to the Board regarding executive compensation.*
2. *<u>Succession of Senior Executives.</u> The Board shall be responsible for overseeing an annual evaluation of succession planning.*

H. Periodic Performance Self-Evaluations.

From time to time, the Committee shall consider whether a self-evaluation by Board members and by members of the Committee is necessary to determine whether they are functioning effectively. The assessment, if any, could include an evaluation of the Board's and Committee's contribution as a whole and a review of any specific areas in which the Committee believes it or the Board can make a better contribution to the governance of the Corporation. The purpose of any review should be to improve the performance of the Board and/or Committee as a whole and not to target the performance of any individual Board or Committee member. The results of any self-evaluation shall be provided to the Board.

I. Board Interaction with Stockholders, Institutional Investors, the Press, Customers, Etc.

The Board believes that the Chief Executive Officer and his or her designees speak for the Company. Individual Board members may, from time to time, meet or otherwise communicate with various constituencies that are involved with the Company. It is, however, expected that Board members would do so with the knowledge of the Company's senior executives.

The Board will give appropriate attention to written communications that are submitted by stockholders and other interested parties, and will respond if and as appropriate. Absent unusual circumstances or as contemplated by the committee charters, the Chairman (if an independent director) or the Lead Director (if one is appointed) shall, subject to advice and assistance from the General Counsel or outside legal counsel, (1) be primarily responsible for monitoring communications from shareholders and other interested parties, and (2) provide copies or summaries of such communications to the other directors as he or she considers appropriate.

J. Periodic Review of the Corporate Governance Guidelines

The Nominating and Corporate Governance Committee shall, from time to time as it deems appropriate, review and reassess the adequacy of these Guidelines and recommend any proposed changes to the Board for approval.

<u>*Attachment A to Corporate Governance Guidelines*</u>

CRITERIA FOR NOMINATION AS A DIRECTOR

General Criteria

1. *Nominees should have a reputation for integrity, honesty and adherence to high ethical standards.*
2. *Nominees should have demonstrated business acumen, experience and ability to exercise sound judgment in matters that relate to the current and long-term objectives of the Company and*

should be willing and able to contribute positively to the decision-making process of the Company.

3. *Nominees should have a commitment to understand the Company and its industry and to regularly attend and participate in meetings of the Board and its committees.*
4. *Nominees should have the interest and ability to understand the sometimes conflicting interests of the various constituencies of the Company, which include stockholders, employees, customers, governmental units, creditors and the general public, and to act in the interests of all stockholders.*
5. *Nominees should not have, nor appear to have, a conflict of interest that would impair the nominee's ability to represent the interests of all the Company's stockholders and to fulfill the responsibilities of a director.*
6. *Nominees shall not be discriminated against on the basis of race, religion, national origin, sex, sexual orientation, disability or any other basis proscribed by law. The value of diversity on the Board should be considered.*
7. *Nominees should normally be able to serve for at least five (5) years before reaching the age of eighty (80).*

Application of Criteria to Existing Directors

The renomination of existing directors should not be viewed as automatic, but should be based on continuing qualification under the criteria set forth above. In addition, the Nominating and Corporate Governance Committee shall consider the existing directors' performance on the Board and any committee.

Criteria for Composition of the Board

The backgrounds and qualifications of the directors considered as a group should provide a significant breadth of experience, knowledge and abilities that shall assist the Board in fulfilling its responsibilities.

Attachment B to Corporate Governance Guidelines

NON-EMPLOYEE DIRECTOR STOCK OWNERSHIP GUIDELINES

Adopted August 5, 2010

Applicable Persons

These guidelines apply to all non-employee members of the Board. Once a person has become a non-employee director, the person will be subject to these guidelines until he or she is no longer a director of the Company.

Stock Ownership Guidelines

Non-employee directors are required to hold shares of the Company's common stock with a value equal to three (3) times the amount of the annual retainer fee paid to non-employee directors for service on the Board (excluding additional committee retainer fees, if any). This ownership guideline is initially calculated using the annual cash retainer fee for service as a non-employee director (but not including additional retainers associated with committee or Chairman service) as of the date the person first became subject to these guidelines as a non-employee director. These ownership guidelines will be re-calculated based on applicable annual non-employee director retainer fees as of the date of the Company's 2013 Annual Meeting of Stockholders and on the date of the Annual Meeting of Stockholders each third year thereafter, and will be based on applicable annual Board retainer fee in effect on such calculation date.

Non-employee directors are required to achieve applicable level of ownership within five (5) years of the later of the date these guidelines were adopted and the date the person first became a non-employee member of the Board. In the event that a non-employee director does not meet the foregoing stock ownership guidelines, such non-employee director (i) is prohibited from selling any stock acquired through vesting of RSUs or similar full-value awards or upon the exercise of stock options, except to pay for applicable taxes or the exercise price and (ii) must use the entire net after tax amount of his or her annual retainer fee (excluding additional committee retainer fees, if any) to purchase shares of Company common stock until the director satisfies the requirements.

Determining Shares Owned and Valuation

Shares that count towards satisfaction of the guidelines include: (i) shares owned outright by the director or his or her immediate family members residing in the same household, and (ii) shares held in trust for the benefit of the director or his or her family. Unexercised and/or unvested equity awards do not count towards satisfaction of these guidelines.

The value of a share shall be measured on the date of the Company's Annual Meeting of Stockholders each year as the greater of (i) the average closing price over the 12 months preceding the date of calculation or (ii) the purchase price actually paid by the person for such share of the Company's stock (for the avoidance of doubt the purchase price for shares acquired pursuant to RSUs and other similar full value awards is zero).

Exceptions

These guidelines may be waived, at the discretion of the Board's Nominating and Corporate Governance Committee, for directors joining the Board from government, academia, or similar professions. These guidelines may also be waived at the discretion of the Nominating and Corporate Governance Committee if compliance would create undue hardship or prevent a director from complying with a court order, as in the case of a divorce settlement. It is expected that these instances will be rare.