

Vertex Pharmaceuticals Incorporated

Corporate Governance and Nominating Committee

Charter

The Corporate Governance and Nominating Committee (the “Committee”) of the Board of Directors (the “Board”) of Vertex Pharmaceuticals Incorporated (the “Company”) shall have the responsibilities, authorities and duties described in this Charter.

The Committee shall be comprised of at least three members of the Board, each of whom shall be appointed, and may be removed at any time with or without cause, by the Board. All members of the Committee shall qualify as independent directors as defined in applicable Securities and Exchange Commission (“SEC”) rules and the listing standards of the Nasdaq Stock Market. The Board may designate one member of the Committee as the Chair.

The purpose of the Committee shall be to assist the Board in developing and implementing the Company’s corporate governance principles, determining the composition of the Board and its committees, identifying qualified individuals to become Board members and/or Chief Executive Officer, and overseeing a process to assess Board effectiveness.

In furtherance of this purpose, the Committee shall be responsible for:

1. Developing and recommending to the Board corporate governance principles for the Company, monitoring the Company’s compliance with those principles and reviewing the principles as needed;
2. Developing and recommending organizational principles for the Board, including with respect to the size and composition of the Board, and reviewing such principles as needed;
3. Reviewing and making recommendations to the Board with respect to compensation for service on the Board;
4. Developing and recommending to the Board qualifications for Board membership;
5. Monitoring the independence (within the meaning of Nasdaq listing requirements and applicable law) of Board members;
6. Identifying and recommending to the Board qualified individuals for Board membership;
7. Recommending whether or not the Board should accept the resignation of a

director tendered in accordance with the Company's corporate governance principles;

8. Reviewing the functions, duties and composition of the Board's various standing committees, and reviewing and recommending the form and content of the charter for each such committee as needed;
9. Recommending Board members to serve as members of each committee subject to approval by the Board;
10. Developing and recommending to the Board an annual self-evaluation process for the Board and its committees and overseeing the annual Board self-evaluation process;
11. Developing and maintaining an orientation program for new directors and coordinating continuing education for all Board members; and
12. Assisting the Board in recruiting and evaluating potential candidates for the Chief Executive Officer position.

The Committee shall have the authority to retain search firms to assist in identifying candidates and to consult with and retain legal and other advisors, as the Committee may deem appropriate in connection with the performance of its duties and responsibilities as set forth in this Charter. The Committee shall have authority to determine compensation for such advisors.

The Committee shall meet as often as it deems necessary in order to perform its responsibilities. The Committee also may act by unanimous written consent in lieu of a meeting. The Committee shall keep such records of its meetings as it deems appropriate. The Committee may form and delegate authority to one or more subcommittees comprised of at least one member of the Committee. The Committee shall make regular reports of its actions and recommendations to the Board, as appropriate.

The Committee shall conduct or participate in an annual evaluation of the Committee's performance, including confirmation that all responsibilities outlined in this Charter have been carried out, and shall present that evaluation to the Board. The Committee shall review and reassess the adequacy of this Charter as needed and submit any recommended changes to the Board for its consideration.