

## **Vertex Pharmaceuticals Incorporated**

### **Science and Technology Committee**

#### *Charter*

The Science and Technology Committee of the Board of Directors (the “Board”) of Vertex Pharmaceuticals Incorporated (the “Company”) shall have the responsibility, authority 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. At least one member of the Committee shall qualify as an independent director as defined in applicable Securities and Exchange Commission rules and the listing standards of the Nasdaq Stock Market, and at least one member shall, in the judgment of the Board, have scientific expertise relevant to pharmaceutical research and development. The Board may designate one member of the Committee as the Chair.

The purpose of the Committee shall be to discharge the Board’s responsibilities relating to oversight of the Company’s investment in pharmaceutical research and development.

In furtherance of this purpose, the Committee shall periodically:

1. review and assess current and planned research and development programs and technology initiatives from a scientific perspective, and from time to time provide observations and strategic recommendations to the Board;
2. assess the capabilities of the Company’s key scientific personnel, and the depth and breadth of the Company’s scientific resources; and
3. provide strategic advice to the Board regarding emerging science and technology issues and trends.

The Committee shall have the authority to retain consultants, outside counsel, and other advisors, as the Committee may deem appropriate after consultation with the Chairman of the Board. 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 action in lieu of a meeting. 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 Corporate Governance and Nominating Committee for its consideration and potential recommendation to the full board.