

VERTEX PHARMACEUTICALS INCORPORATED
CORPORATE GOVERNANCE AND NOMINATING COMMITTEE
CHARTER

Amended May 19, 2021

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.

I. Purpose

The purpose of the Committee shall be to assist the Board in: (a) developing and implementing the Company’s corporate governance principles; (b) determining the composition of the Board and its committees; (c) identifying and recommending to the Board qualified individuals to serve as Board members; (d) overseeing the Chief Executive Officer (the “CEO”) succession process; (e) coordinating a process to assess the effectiveness of the Board and its committees; and (f) performing such other duties as may be assigned by the Board.

II. Composition

The Committee shall be composed of at least three independent directors, 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 be qualified to serve on the Committee under applicable listing standards of the Nasdaq Stock Market and any additional requirements that the Board deems appropriate. The Board shall designate one member of the Committee as the Chair.

III. Meetings

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 shall regularly report to the Board and make recommendations, as appropriate.

IV. Duties and Responsibilities

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

A. Corporate Governance

1. Reviewing and recommending to the Board any changes to the Company’s corporate governance framework, policies and procedures, including reviewing the corporate governance principles at least annually;
2. Reviewing shareholder proposals and discussing appropriate action on such proposals; and

3. Considering any other corporate governance issues that arise from time to time and developing appropriate recommendations for the Board.

B. Board Candidates and Nominations

1. Developing and recommending to the Board the criteria for Board and committee membership;
2. Identifying and recruiting potential candidates for Board membership, consistent with the criteria approved by the Board, and in collaboration with the Chair of the Board, the CEO and the lead independent director (the “Lead Independent Director”);
3. Assessing each candidate’s background and qualifications for Board membership and recommending to the Board qualified candidates for Board membership; and
4. Reviewing the suitability for continued service as a director of each Board member at least annually, as well as when a director has a change in status, including but not limited to an employment change. Based on this review, the Committee will recommend appropriate action to the Board.

C. Board Composition

1. Reviewing annually with the Board the composition of the Board as a whole, as well as the Board’s size and leadership structure, so that the Board reflects the appropriate balance of knowledge, experience, skills, expertise, tenure and diversity required for the Board as a whole;
2. Monitoring the independence (within the meaning of Nasdaq listing standards and applicable law) of Board members; and
3. Recommending whether the Board should accept the resignation of a director tendered in accordance with the Company’s corporate governance principles.

D. Board Committees

1. Reviewing the functions, duties and composition of each of the Board’s various standing committees, and reviewing and recommending the form and content of the charter for each such committee as needed with input from each committee; and
2. Recommending to the Board, in collaboration with the Chair of the Board and the Lead Independent Director, individual directors to serve as members and the chair of each committee.

E. Other Matters

1. In collaboration with the Chair of the Board and the Lead Independent Director, developing and recommending to the Board an annual self-evaluation process for the Board and its committees and coordinating the annual Board self-evaluation process;

2. Developing and maintaining an orientation program for new directors and coordinating continuing education for all Board members;
3. Overseeing the CEO succession planning process, in collaboration with the Chair of the Board and Lead Independent Director, and assisting the Board in recruiting and evaluating potential candidates for the CEO position;
4. Overseeing Board guidelines regarding director outside engagements and, in collaboration with the General Counsel, reviewing and approving outside engagements as needed.
5. Performing such other lawful activities and functions consistent with this Charter as delegated by the Board.

V. Delegation of Authority

The Committee may form and delegate authority to one or more subcommittees comprised of at least one member of the Committee. However, the Committee shall not delegate to a subcommittee any power or authority required by any law, regulation or listing standard to be exercised by the Committee as a whole. Actions taken by any subcommittee shall be presented to the full Committee at the next Committee meeting.

VI. Outside Advisors

The Committee shall have the authority to retain search firms to assist in identifying director candidates and to consult with and retain legal counsel 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 receive appropriate funding, as determined by the Committee, for the payment of reasonable compensation to any such advisors and ordinary administrative expenses that are necessary or appropriate in carrying out the Committee's duties.

VII. Annual Evaluation

The Committee shall conduct or participate in an annual evaluation of the Committee's performance and present the results of that evaluation to the Board. In addition, the Committee shall review and reassess this Charter on an annual basis and submit any recommended changes to the Board for approval.