



## Commercial Strategy Committee

The Commercial Strategy 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. The Board may designate one member of the Committee as the Chair.

The Chair of the Commercial Strategy Committee shall be the presiding director for the meetings, be responsible for recording minutes, and verbally reporting resulting activities and recommendations to the Board.

The purpose of the Committee shall be to review and advise regarding the Company's commercialization strategy and resulting marketing plans that will be needed as Vertex transitions from an exclusively R&D focus to commercial operations, with a particular focus on planning for the potential launch of telaprevir. The Board will from time to time review and determine whether the Committee's mission has been achieved and whether the Committee should continue its activities or be dissolved.

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

Reviewing:

- marketing strategy and the Company's marketing plan for its initial product;
- the overall marketing and sales objectives which are components of the marketing plan;
- the overall franchise strategy for the company's areas of commercial interest, and related investment; and
- the Company's commercial organization design, and related investment.

Assessing:

- the adequacy of resources to achieve the desired objectives;
- the quality of commercial leadership and providing feedback to Company management;
- issues on a strategic level relating to the appropriate coordination of commercial and R&D activities; and
- strategic implications of proposed commercial activity and investment.

In addition:

- providing the Board with periodic assessments of the status of the Company's commercialization efforts.

The Committee shall report its actions and recommendations to the Board after each Committee meeting and shall conduct and present to the Board an annual performance evaluation of the Committee. The Committee shall periodically review and reassess this charter and submit any recommended changes to the Board for its consideration.