

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

SCHEDULE 14A

Proxy Statement Pursuant to Section 14(a) of the Securities Exchange Act of 1934

Filed by the Registrant Filed by a Party other than the Registrant

Check the appropriate box:

- | |
|--|
| <input type="checkbox"/> Preliminary Proxy Statement |
| <input type="checkbox"/> Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2)) |
| <input type="checkbox"/> Definitive Proxy Statement |
| <input checked="" type="checkbox"/> Definitive Additional Materials |
| <input type="checkbox"/> Soliciting Material under §240.14a-12 |



Vertex Pharmaceuticals Incorporated

(Name of Registrant as Specified In Its Charter)

Payment of Filing Fee (Check all boxes that apply):

- | |
|---|
| <input checked="" type="checkbox"/> No fee required. |
| <input type="checkbox"/> Fee paid previously with preliminary materials. |
| <input type="checkbox"/> Fee computed on table in exhibit required by Item 25(b) per Exchange Act Rules 14a-6(i)(1) and 0-11. |



ONLINE

Go to www.envisionreports.com/VRTX or scan the QR code – login details are located in the shaded bar below.



AT THE VIRTUAL MEETING

To access the virtual Annual Meeting, please visit <https://meetnow.global/MXD5MZM>

Annual Meeting of Shareholders Notice

Important Notice Regarding the Availability of Proxy Materials for the Vertex Pharmaceuticals Incorporated Annual Meeting of Shareholders to be Held Virtually on Wednesday, May 14, 2025 at 9:00 A.M. Eastern Time

Under Securities and Exchange Commission rules, you are receiving this notice that the proxy materials for the annual meeting of shareholders are available on the Internet. Follow the instructions below to view the materials and vote online or request a copy. The items to be voted on and location of the annual meeting are on the reverse side. Your vote is important!

This communication presents only an overview of the more complete proxy materials that are available to you on the Internet. We encourage you to access and review all of the important information contained in the proxy materials before voting. The Vertex Pharmaceuticals Incorporated Annual Report on Form 10-K, Notice of Annual Meeting and 2025 Proxy Statement are available at:

www.envisionreports.com/VRTX



Easy Online Access – View your proxy materials and vote.

- Step 1: Go to www.envisionreports.com/VRTX.
- Step 2: Click on Cast Your Vote or Request Materials.
- Step 3: Follow the instructions on the screen to log in.
- Step 4: Make your selections as instructed on each screen for your delivery preferences.
- Step 5: Vote your shares.

When you go online, you can also help the environment by consenting to receive electronic delivery of future materials.



Obtaining a Copy of the Proxy Materials – If you want to receive a copy of the proxy materials, you must request one. There is no charge to you for requesting a copy. Please make your request as instructed on the reverse side on or before May 2, 2025 to facilitate timely delivery.



2 N O T



Annual Meeting of Shareholders Notice

The Vertex Pharmaceuticals Incorporated Annual Meeting of Shareholders will be held on Wednesday, May 14, 2025 at 9:00 A.M., Eastern Time, via live webcast at <https://meetnow.global/MXD5MZM>. To access the meeting and vote online during the meeting, you will need the 15-digit control number that is printed in the shaded bar located on the reverse side of this form.

Proposals to be voted on at the meeting are listed below along with the Board of Directors' recommendations.

The Board of Directors recommends a vote **FOR** each Director Nominee in Proposal 1, **FOR** Proposals 2 and 3, and **AGAINST** Proposal 4:

1. Election of Directors:
 - 01 - Sangeeta Bhatia
 - 02 - Lloyd Carney
 - 03 - Alan Garber
 - 04 - Reshma Kewalramani
 - 05 - Michel Lagarde
 - 06 - Jeffrey Leiden
 - 07 - Diana McKenzie
 - 08 - Bruce Sachs
 - 09 - Jennifer Schneider
 - 10 - Nancy Thornberry
 - 11 - Suketu Upadhyay
2. Ratification of Ernst & Young LLP as independent Registered Public Accounting firm for the year ending December 31, 2025.
3. Advisory vote to approve named executive officer compensation.
4. Shareholder proposal, if properly presented at the meeting, regarding excessive golden parachutes.

PLEASE NOTE - YOU CANNOT VOTE BY RETURNING THIS NOTICE. To vote your shares you must go online or request a paper copy of the proxy materials to receive a proxy card. If you wish to attend and vote at the meeting, please bring this notice with you.



Here's how to order a copy of the proxy materials and select delivery preferences:

Current and future delivery requests can be submitted using the options below.

If you request an email copy, you will receive an email with a link to the current meeting materials.

PLEASE NOTE: You must use the number in the shaded bar on the reverse side when requesting a copy of the proxy materials.

- **Internet** - Go to www.envisionreports.com/VRTX. Click Cast Your Vote or Request Materials.
- **Phone** - Call us free of charge at 1-866-641-4276.
- **Email** - Send an email to investorvote@computershare.com with "Proxy Materials Vertex Pharmaceuticals Incorporated" in the subject line. Include your full name and address, plus the number located in the shaded bar on the reverse side, and state that you want a paper copy of the meeting materials.

To facilitate timely delivery, all requests for a paper copy of proxy materials must be received by May 2, 2025.