

VERTEX PHARMACEUTICALS INCORPORATED
SCIENCE AND TECHNOLOGY COMMITTEE
CHARTER

Amended May 19, 2021

The Science and Technology 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 its responsibilities relating to oversight of the Company’s pharmaceutical research and development.

II. Composition

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 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 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 make regular reports of its actions and recommendations to the Board, as appropriate.

IV. Duties and Responsibilities

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

1. Reviewing and assessing current and planned research and development programs and technology initiatives from a scientific perspective, and from time to time providing observations and strategic recommendations to the Board;
2. Assessing the depth and breadth of the Company’s scientific personnel and resources;
3. Monitoring and identifying emerging science and technology issues and trends, including through presentations from external scientific experts, and providing strategic advice to the Board; and

4. 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 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 and after consultation with the Chairman of the Board. The Committee shall have authority to determine compensation for such advisors. The Committee shall receive appropriate funding, as determined by the Committee, from the Company for payment of reasonable compensation to any such advisors and for the payment of 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 in coordination with the Corporate Governance and Nominating Committee 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 Corporate Governance and Nominating Committee for its consideration and potential recommendation to the full Board for approval.