

Corporate Governance and Nominating Committee

Corporate Governance and Nominating Committee Charter

The Corporate Governance and Nominating 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. All members of the Committee shall satisfy the independence requirements of the Nasdaq Stock Market, the Securities and Exchange Commission and applicable law. The Board may designate one member of the Committee as the Chair.

The Chair of the Corporate Governance and Nominating Committee shall be the presiding director for any executive session of outside directors that may be convened from time to time as contemplated in the Company's Statement of Corporate Governance Principles.

The purpose of the Committee shall be to assist the Board in developing and implementing the Company's corporate governance principles, determining the composition of the Board and its committees, identifying qualified individuals to become board members, and monitoring a process to assess Board effectiveness.

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

- Developing and recommending to the Board corporate governance principles for the Company, monitoring the Company's compliance with those principles and reviewing its recommendations annually, or more frequently as needed;
- Developing and recommending organizational principles for the Board, including with respect to the size, composition and compensation of the Board, and reviewing such principles annually, or more frequently as needed;
- Developing and recommending to the Board qualifications for Board membership; Monitoring the independence (within the meaning of the Nasdaq listing requirements) of Board members;
- Identifying and recommending to the Board qualified individuals for Board membership; Reviewing the functions, duties and composition of the Board's various standing committees and making recommendations to the Board with respect thereto;
- Recommending Board members to serve as members of each Committee subject to approval by the Board;
- Developing and recommending to the Board an annual self-evaluation process for the Board and its committees and overseeing the annual Board self-evaluation process; and Developing and maintaining an orientation program for new directors and coordinating continuing education for all Board members.
- The Committee shall have the authority to retain search firms to assist in identifying director candidates, and to retain outside counsel and any other advisors, as the Committee may deem appropriate. The Committee shall have sole authority to approve related fees and retention terms.

The Committee shall have the authority to delegate any of its responsibilities to individual members of the Committee to the extent deemed appropriate by the Committee in its sole discretion, but subject always to the general oversight of the Board.

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 review and reassess this charter and submit any recommended changes to the Board for its consideration.