VERTEX PHARMACEUTICALS INCORPORATED
CORPORATE GOVERNANCE PRINCIPLES

Amended March 2, 2025

The Board of Directors (the "Board") of Vertex Pharmaceuticals Incorporated (the "Company") has adopted these principles to provide the framework for the governance of the Company and to assist the Board in the exercise of its responsibilities.

I. Role of the Board

The Board is elected by shareholders to provide oversight of, and strategic guidance to, management of the Company. The core responsibility of a Board member is to fulfill his or her duties of care and loyalty and otherwise to exercise his or her business judgment in the best interests of the Company and its shareholders. The Board is responsible for electing and overseeing the Company's officers, including the Chief Executive Officer (the "CEO"), and for ensuring that management advances the interests of the shareholders through the conduct of the Company's business.

The Board is committed to legal and ethical conduct in fulfilling its responsibilities. The Board expects all directors, as well as officers and employees of the Company, to adhere to the Company's Code of Conduct.

II. Board Composition, Selection, and Leadership

A. Independence and Board Size

The Board shall consist of a substantial majority of independent directors as defined under the listing standards of the Nasdaq Stock Market and applicable Securities and Exchange Commission ("SEC") rules, and as further determined under director qualification standards recommended by the Corporate Governance and Nominating Committee (the "CGNC"). The size of the Board shall not exceed a number that can function efficiently as a body. The CGNC considers and makes recommendations to the Board concerning the appropriate size of the Board.

B. Board Membership Criteria and Selection

The Board is responsible for nominating individuals for election to the Board by the Company's shareholders and filling vacancies on the Board. The Board has delegated to the CGNC the responsibility of recommending director candidates to the Board, reviewing Board composition, and developing criteria for Board membership. The CGNC regularly reviews director competencies, qualities, skills, and experiences with the goal of ensuring that the Board reflects a diverse range of viewpoints, experiences, and specific expertise. In assessing the qualifications of a director candidate or nominee, the CGNC considers, among others: substantive knowledge of the Company's business and industry (or specific and valuable strategic or management capabilities acquired in other industries); demonstrated leadership; sound judgment; business, medical, or scientific expertise; the highest ethics and integrity; a

commitment to the Company's success; and personal qualities that foster a respectful environment for engaged and constructive discussions.

In connection with each incumbent director's nomination recommendation, the CGNC also considers the overall mix of tenures on the Board, a director's age and length of service on the Board, and each director's performance and suitability.

C. Change in Principle Position or Responsibility

Any director who experiences a material change in his or her principal employment or professional position during his or her tenure as a director shall notify the Chair of the Board and the CEO of such change and tender his or her resignation for consideration by the CGNC. A material change includes a change in employer or employment status as well as a material change in job responsibilities, such as taking on a chief executive officer role or other named executive officer role. The CGNC shall consider the impact on the director's continued service and recommend to the Board whether to accept or reject the resignation. Any director whose resignation is being considered under this policy shall not participate in the committee or Board considerations, recommendations or actions with respect to the tendered resignation.

D. Outside Engagements

Directors are expected to ensure that their other existing and planned future commitments do not interfere with their service as an effective board member. Unless otherwise reviewed and approved by CGNC, (i) any director who is an executive officer of a public company should not serve on the board of more than three public companies (including the Company) and (ii) a director should not undertake more than five board or executive positions at for-profit companies (including the Company).

Directors shall notify the Chair of the Board and the General Counsel in advance of accepting an invitation to serve on the board of another company so that the CGNC has an opportunity to consider whether such activities would conflict or otherwise interfere with a director's service as an effective board member.

E. Director Resignation

Any nominee for director who receives a greater number of votes "against" his or her election than votes "for" his or her election in an uncontested election at a shareholders' meeting shall promptly tender his or her resignation to the Chair of the Board following certification of the shareholder vote. The CGNC shall promptly consider the tendered resignation and recommend appropriate action, including accepting or rejecting the resignation, to the Board. In making this determination, the CGNC shall consider all factors it deems in its discretion to be relevant. The Board shall promptly act on the CGNC's recommendation. Such action shall include the acceptance or rejection of the tendered resignation as well as adoption of measures designed to address perceived issues underlying the election results. Following the Board's decision on the CGNC's recommendation, the Company promptly shall disclose the Board's decision, including, if applicable, the reasons for rejecting the tendered resignation, in any manner that complies with applicable disclosure requirements under law. Any director whose resignation is being considered under this policy shall not participate in the CGNC or Board considerations, recommendations, or actions with respect to the tendered resignation.

G. Board Leadership

The Chair of the Board is elected from time to time by majority vote of the directors then in office. Any member of the Board, including executive officers of the Company, may serve as the Chair of the Board. If the Chair of the Board is not an independent director, the independent directors of the Company shall elect a Lead Independent Director.

The specific duties and responsibilities of an independent Chair of the Board or the Lead Independent Director, if applicable, include the following:

- Serves as a liaison between the Company's management and independent directors.
- Facilitates discussion and open dialogue among the independent directors during Board meetings, executive sessions and outside of Board meetings.
- Presides at executive sessions of the independent directors.
- Has discretion to call meetings of the independent directors.
- Works with the CEO to develop and approve Board meeting agendas, materials and schedules, including to ensure that there is sufficient time for discussion of all agenda items.
- In collaboration with the CGNC, oversees the CEO succession planning process.

III. Board Meetings

A. Frequency, Attendance, and Materials

The Board meets at least quarterly, with additional meetings as needed. Directors are expected to attend each Board and applicable committee meeting and actively participate in the discussion of the matters presented at the meeting.

The Chair of the Board, in consultation with the CEO and the Lead Independent Director, sets the agenda and length of Board meetings. Any member of the Board may request that an item be included on the agenda.

Board materials related to agenda items are provided to Board members sufficiently in advance of Board meetings to allow the directors to prepare for discussion of the items at the meeting. Board members are expected to thoroughly review these materials in advance of the meeting.

B. Executive Sessions

Executive sessions or meetings of independent directors are generally held as part of each regularly scheduled meeting of the Board to review any matters that the independent directors deem appropriate for executive session. The Chair of the Board (or the Lead Independent Director, if one has been appointed) presides at meetings or executive sessions of independent directors and may, at his or her discretion, call for a meeting of the independent directors.

C. Management Involvement in Board Meetings; Director Access to Officers, Employees, and Information

At the invitation of the Board, members of management attend Board meetings or portions thereof for the purpose of participating in discussions. Generally, presentations of matters to be considered by the Board are made by the officer responsible for that area of the Company's operations. In addition, Board members have access to all members of management and employees of the Company. Any meetings or contact that a director wishes to initiate can be arranged through the Chief Executive Officer or the General Counsel. The Board and its committees shall have the authority to retain outside counsel, financial advisors, accountants and other advisors, as the Board or committee may deem appropriate at the Company's expense.

IV. Board Committees

A. Standing Committees; Independence

The Board has established the following standing committees to assist in its oversight responsibilities: the Audit and Finance Committee, the Management Development and Compensation Committee (the "MDCC"), the CGNC, and the Science and Technology Committee. The members and chairs of these committees are appointed by the Board, upon recommendation by the CGNC. The membership of each committee may change from time to time. The Board may establish other committees from time to time as it deems appropriate.

The CGNC, the Audit and Finance Committee, and the MDCC each shall consist only of independent directors as defined in the applicable SEC rules and the listing standards of the Nasdaq Stock Market.

B. Committee Meetings

The frequency, length, and agenda of meetings of each of the committees are determined by the chair of the committee, or in the absence of a chair by any process approved by the committee. Materials related to the agenda items are provided to the committee members sufficiently in advance of the meeting to allow the members to prepare for discussion of the items at the meeting.

C. Committee Reports

Oral reports of committee meetings are provided to the full Board subsequent to each committee meeting.

D. Committee Charters

The responsibilities of each of the committees are set forth in the committee charters, which are adopted by the Board upon the recommendations of the CGNC with input from the relevant committee.

V. Other Matters

A. Board Evaluations

The CGNC shall coordinate annual self-evaluations of the Board and its committees in collaboration with the Chair of the Board and the Lead Independent Director. The full Board shall discuss the self-evaluation results to determine what, if any, action should be undertaken to enhance Board and committee performance and effectiveness.

B. Director Compensation

The MDCC reviews director compensation and makes recommendations to the Board for approval. Stock-based compensation is an important part of the director compensation program. Board members who are also employees of the Company are not compensated separately for their service on the Board.

C. Management Evaluation and Compensation

The MDCC is responsible for overseeing the design, development, and implementation of the compensation program for the CEO, other executive officers, and senior leaders, including reviewing and approving corporate goals and objectives, and evaluating and approving the Company's performance against such goals and objectives. The MDCC reviews the performance of the CEO and other executive officers and, based on this review and its subsequent evaluation, recommends to the Board the compensation levels of the CEO for approval and approves the compensation of the other executive officers.

D. Compensation Recoupment

The MDCC is responsible for overseeing and administering any recoupment policy of the Company, including any such recoupment policy that may be required by, or in addition to, the Nasdaq Stock Market listing standards from time to time, and approving the adoption, amendment, administration, or termination of any such recoupment policy or policies.

E. Management Succession Planning

The Board plans for succession to the position of CEO as well as certain other executive officer positions. At least annually, the Board receives an assessment of members of management and of their potential to succeed the Company's executive officers, including the CEO. Additionally, the Board receives periodic updates regarding talent development, leadership, and culture.

F. Stock Ownership Guidelines

The Board has adopted stock ownership guidelines for executive officers and nonemployee directors. The MDCC oversees and periodically reviews and approves any changes to these guidelines to the Board.

G. Director Orientation

Newly appointed Board members shall receive orientation and education about the Company, its business, and its financial operations and about the functioning of the Board. Opportunities for continuing education are provided to all members of the Board and include opportunities to explore critical issues affecting the Company and its industry overall, and directors' roles and responsibilities.

H. Communications with Shareholders

It is the policy of the Company that, as a general matter, management speaks for the Company and, accordingly, directors should refer all inquiries from investors, analysts, the press or others to the CEO (or his/her designee).

I. Corporate Responsibility

The Board acknowledges that a long-term view is required to realize the Company's core mission of creating transformative medicines for people with serious diseases. Accordingly, the Board recognizes the long-term interests of shareholders are advanced by responsibly addressing the concerns of other stakeholders, including patients, the medical community, regulators, employees, suppliers and other partners. The Board is responsible for overseeing the Company's key environmental, social, and governance matters. In addition, the CGNC is responsible for overseeing the Company's environmental, social, and governance strategy, including identifying current and emerging trends that are expected to have a significant impact on the Company's ability to deliver sustained growth.

J. Compliance Program Oversight

The Board is responsible for overseeing management's development, review and implementation of the Company's compliance program, including the Code of Conduct, and ensuring its effectiveness in fostering an ethical corporate culture. To assist the Board in its oversight responsibilities, the Audit and Finance Committee shall periodically review and discuss updates from management regarding the Company's Code of Conduct and related policies and procedures and ongoing compliance matters, as appropriate.

K. Conflicts of Interest

If an actual or potential conflict of interest arises for a director, the director shall promptly notify the Chair of the Board of such conflict. All directors shall recuse themselves from any discussion or decision affecting their personal, business, or professional interests.

VI. Amendments

The Board may amend these principles from time to time. The CGNC considers and makes recommendations to the Board regarding amendments to these principles.