



Code of Conduct

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Acting with Integrity

Integrity is fundamental to Vertex's business. It means doing what is right and always striving to meet the highest ethical standards in all our affairs. By acting with integrity, we reflect positively on our image and the reputation of Vertex across the globe.

This Code of Conduct ("Code") sets out the ethical standards and principles of business conduct that govern all of us at Vertex – directors, officers and employees alike. The Code is not meant to describe every situation you may face, but to set forth the standards that all of us are expected to meet, and to point you in the right direction for more specific information when you need it.

WHAT IS EXPECTED OF EVERYONE

Comply with the Code

Everyone at Vertex Pharmaceuticals Incorporated ("Company") is expected to understand and abide by this Code. Using the Code as your foundation, you should apply the following broad principles in your day-to-day work:

- Be familiar with and comply with the laws, rules and regulations that apply to your job.
- Be honest, fair and accountable in all business dealings and obligations.
- Handle conflicts of interest between your personal and professional relationships ethically.

Comply with the Law

The Company is committed to following the law at all times. As an employee, you are expected to be familiar with and comply with all laws, rules and regulations applicable to your job and business dealings. Any violation of applicable law is a violation of this Code. If you have any questions about what laws, rules or regulations apply to your work, or what those laws, rules or regulations mean, consult your Manager, HR representative, the Vertex Legal Department ("Legal") or the Vertex Corporate Compliance Department ("Compliance") for clarification.

Even though the Company is based in the United States ("U.S."), we conduct business and have employees working in many countries around the world, and this Code applies to all employees in all countries where employees perform job functions. Some Company policies (e.g., those relating to discrimination in the workplace) impose standards under U.S. law on all employees, regardless of the country in which they work. In addition, because the Company is based in the U.S., U.S. law may apply even in some instances to conduct that may occur outside the U.S. All employees are also subject to the laws and regulations of the country where they work. If you believe there is a conflict between the U.S. and ex-U.S. laws, please consult your Manager, HR representative, Legal or Compliance.

Consider your Actions

Most issues relating to the Code are relatively straightforward and can be solved by reviewing the Code and exercising your good judgment. In all situations, consider the consequences for both yourself and the Company of acting or failing to act. When presented with a difficult ethical choice, first ask yourself the following questions before coming to a decision:

- Would my actions be legal?
- Would I be faithful to the principles in the Code?
- Would my actions be honest and fair?
- Would my actions reflect well on me and the Company?
- Would I feel comfortable if my actions were reported as a news headline?

If the answer is “no” to any of these questions, don’t take the action.

Ask for Guidance

If you are still uncertain, ask for guidance.

You can seek help from any of the following:

- ✓ Your Manager
- ✓ Your HR representative
- ✓ Legal
- ✓ Compliance
- ✓ The Vertex Compliance Hotline (1-888-507-5631)

WHAT IS EXPECTED OF MANAGERS

Model Appropriate Conduct

As a manager, you should:

- Ensure that the people you supervise understand their responsibilities under the Code and other Company policies.
- Take opportunities to discuss the Code and reinforce the importance of appropriate conduct with employees.
- Create an environment where employees are comfortable raising concerns.
- Consider conduct in relation to the Code and other Company policies when evaluating employees.

- Never encourage or direct employees to achieve business results at the expense of appropriate conduct or compliance with the Code or the law.
- Always act to stop violations of the Code or the law by those you supervise.
- Never retaliate against employees who raise concerns.

Respond to Questions and Concerns

If approached with a question or concern related to the Code, listen carefully and give the employee your complete attention. Ask for clarification and additional information. Answer any questions you can, but do not feel that you must give an immediate response. Seek help if you need it. If an employee raises a concern that may require an investigation under the Code, contact Legal or Compliance.

RAISING CONCERNS

It is our policy and goal to prevent the occurrence of illegal or unethical behavior, halt this behavior as soon as reasonably possible after discovery, and discipline those who engage in that behavior, as well as those who fail to exercise appropriate supervision or oversight in detecting and reporting any illegal or unethical behavior by their subordinates.

Each of us is responsible for raising concerns about inappropriate conduct, ideally before that conduct becomes an actual problem. If you know of, or believe there has been a violation of the Code, or you know of any kind of unlawful behavior by an employee or director of the Company in connection with the Company's business, raise the issue or concern promptly.

Resources

You have several options for raising issues and concerns.

You may contact any of the following:

- ✓ Your Manager or a more senior manager
- ✓ Your group's HR representative
- ✓ Legal
- ✓ The Chief Compliance Officer or Compliance

You can also report a violation or raise an issue or concern by calling the Vertex Compliance Hotline at 1-888-507-5631. The Compliance Hotline is staffed by an independent organization that will compile the reported information, and forward it anonymously to the Chief Compliance Officer and the Chair of the Corporate Governance and Nominating Committee of the Board of Directors.

Anonymity and Confidentiality

If you report a violation, the Company will endeavor to keep all proceedings and your identity as confidential as practicable under the circumstances. In some instances, however, it may be impossible to keep your identity confidential because of the demands of conducting a thorough investigation or because of legal concerns. If you are concerned about confidentiality, you are encouraged to submit reports via the Vertex Compliance Hotline, which allows you to make reports on an anonymous basis.

Non-retaliation

If you in good faith report a suspected violation under the Code by the Company, its employees or someone acting on behalf of the Company, you will not be fired, demoted, reprimanded or otherwise harmed for making that report regardless of whether the suspected violation involves your supervisor or senior management of Vertex.

In addition, if you in good faith report to a federal regulatory or law enforcement agency a suspected Code violation that you reasonably believe also constitutes a violation of a federal statute by the Company, its employees or someone acting on behalf of the Company, you will not be reprimanded, discharged, demoted, suspended, threatened, harassed, or in any manner discriminated against in the terms and conditions of your employment, regardless of whether the suspected violation involves your supervisor or senior management of Vertex. If an individual retaliates against an employee who has truthfully and in good faith reported a violation, the Company will take appropriate action even if it later turns out that the employee was mistaken in reporting the matter. Similarly, the Company will take appropriate action against any individual who has intentionally made a false report or violated the Code.

Code Violations

Violations of the Code can result in a variety of disciplinary actions up to, and including, termination.

Integrity in the Company

BUSINESS AND FINANCIAL RECORDS

Accurate Recordkeeping and Reporting

In accordance with generally accepted accounting principles and other applicable rules, regulations and criteria for preparing financial statements and periodic reports filed with the Securities and Exchange Commission (“SEC”), the Company is required to keep books, records and accounts that accurately and fairly reflect all transactions, dispositions of assets and other events that are the subject of specific regulatory recordkeeping requirements. All Company reports, accounting records, sales or royalty reports, expense accounts, invoices, purchase orders and other documents must accurately and clearly represent the relevant facts and the true nature of transactions that are the subject of the document. Reports and other documents should accurately set forth all material facts with respect to a transaction and not omit any information that would be relevant in interpreting the report or document. Under no circumstance may there be any unrecorded Company liability or fund, regardless of the purposes for which the liability or fund may have been intended, or any improper or inaccurate entry knowingly made on the books or records of the Company. No payment on behalf of the Company may be approved or made with the intention, understanding or awareness that any part of the payment is to be used for any purpose other than that described by the documentation supporting the payment. In addition, intentional accounting misclassifications (e.g., expense versus capital) and improper acceleration or deferral of expenses or revenues is unacceptable and expressly prohibited.

Ensuring accurate and complete business and financial records is everyone’s responsibility, not just a role for Accounting and Finance personnel. Accurate recordkeeping and reporting reflects on the Company’s reputation and credibility, and ensures that the Company meets its legal and regulatory obligations. Accordingly, you must adhere to the highest standards of care with respect to our recordkeeping and reporting. Specifically, you should:

- ✓ Never falsify any document.
- ✓ Always record and classify transactions in the proper accounting period and in the appropriate account and department. Do not delay or accelerate the recording of revenue or expenses to meet budgetary goals.
- ✓ Always represent the true nature of a transaction in accounting records, sales or royalty reports, expense accounts, invoices, purchase orders and other documents, and never mischaracterize or omit relevant information or facts material to a transaction.
- ✓ Ensure that all reports to regulatory authorities (e.g., the SEC) are full, fair, accurate, timely and understandable. The integrity of our external reports to shareholders and the SEC depends on the integrity of our internal reports and record-keeping.

Internal Controls and Disclosure Controls and Procedures

The Company has developed and maintains a system of internal controls designed to provide reasonable assurance that transactions are executed in accordance with management's authorization, properly recorded and posted and in compliance with regulatory requirements. The system of internal controls includes written policies and procedures, budgetary controls, supervisory review and monitoring, and various other safeguards and checks and balances.

The Company has also developed and maintains a set of disclosure controls and procedures to ensure that all of the information required to be disclosed by the Company in the reports that it files or submits under federal securities laws, is recorded, processed, summarized and reported within the time periods specified by the SEC's rules and forms.

If you are involved with our financial systems and reporting processes, you are expected to be familiar with, and to adhere strictly to, these internal controls and disclosure controls and procedures. Responsibility for compliance with these internal controls and disclosure controls and procedures rests not just with the Company's accounting personnel, but also with all employees involved in approving transactions, supplying documentation for transactions and recording, processing, summarizing and reporting transactions and other information required by periodic reports filed with the SEC.

Any employee who believes our books and records are not in accord with these requirements should immediately report the matter as set forth in this Code.

COMPANY ASSETS

It is our policy that the proper protection and use of Company assets and the assets entrusted to us by others, including proprietary and confidential information, is a fundamental responsibility of each employee. We expect you to comply with all Company security programs designed to safeguard those assets against unauthorized use or removal, as well as against loss by criminal act or breach of trust.

You should not use Company assets for your personal benefit or the benefit of anyone other than the Company. Any theft or misuse of Company assets may result in disciplinary actions, up to and including termination of employment and/or legal action. The Company treats workplace theft of assets belonging to other employees the same way it treats theft of Company assets.

Use of Company Time and Property

- You should not engage in personal activities during work hours that interfere with or prevent you from fulfilling your job responsibilities.
- You should not use Company computers and equipment for outside businesses or unethical activities. In addition, any activities or information that involve Company systems or computers may be viewed, monitored, inspected and shared by the Company at any time – you should not expect any personal activity conducted or information contained on a Company computer to remain private or confidential.

- You should not remove Company property from our facilities unless authorized to do so by your immediate Manager. This policy applies to furnishings, equipment and supplies, as well as property created or obtained by the Company for its exclusive use – i.e., databases and lists, files, personnel information, reference materials and reports, computer software, data processing programs and data. Neither originals nor copies of these materials may be used except in the course of Company business.

Confidential Information

The Company's confidential information, which includes everything from intellectual property about our drug compounds to contracts with our vendors to marketing plans for our products, must be safeguarded at all times. You should never disclose the Company's confidential information to an unauthorized third-party or use the Company's confidential information for your personal benefit. Moreover, you should not disclose confidential information to others inside the Company unless they have a business reason to know.

All employees must enter into and comply with an agreement governing their obligations to the Company regarding non-disclosure, assignment of inventions and non-competition as a condition of employment.

Corporate Advances

The Company may not loan money to employees except in limited circumstances. It is a violation of the Code for you to advance Company funds to any other employee or to yourself, except for usual and customary business advances for legitimate corporate purposes that are approved by your Manager or pursuant to a corporate credit card for usual and customary, legitimate business purposes.

Insider Trading Policy

The Company expressly forbids any employee from trading on material non-public information about the Company or about a third-party if material non-public information about that third-party is obtained in the course of your work at the Company, and from communicating material non-public information about the Company or a third-party to others in violation of the law. This policy applies to every employee and director of the Company and extends to activities both within and outside their duties to the Company, including trading for a personal account.

You are required to be familiar with and abide by the Vertex Statement of Company Policy regarding Securities Trades by Company Personnel ("Insider Trading Policy"). Each new employee of the Company is given a copy of the Insider Trading Policy and required to certify in writing compliance with this policy in writing. It is also available from the HR department or Legal, and is prominently displayed on both the Vertex intranet home page and the Vertex Company Policies intranet site. Certain employees are also subject to stock trading pre-approval requirements that will be provided to you by Legal in the event they apply. The Company conducts periodic training for all new employees on insider trading and completion is mandatory.

EQUAL EMPLOYMENT OPPORTUNITY

Ensuring respect for each other, fair treatment and embracing people of all kinds are central to what we stand for as a company. One area of clear focus for us is related to discrimination and harassment in our workplace. It's important for all of us to understand the following:

The Company is an equal opportunity employer and continues to maintain a policy of nondiscrimination in employment. We are committed to equal employment opportunity and non-discrimination for all employees and qualified applicants without regard to a person's race, color, gender, age, religion, national origin, ancestry, disability, veteran status, sexual orientation or any characteristic protected under applicable law. The Company will make reasonable accommodations for qualified individuals with known disabilities, in accordance with applicable law.

It is our policy to provide equal opportunity in all phases of the employment process and in compliance with all applicable federal, state and local laws and regulations. This policy of nondiscrimination includes, but is not be limited to: hiring; upgrading; promotions; demotions or transfers; layoffs; recalls; terminations; rates of pay and other forms of compensation; selection for training, including apprenticeship; and recruitment or recruitment advertising.

Employees and applicants of the Company will not be subjected to any form of harassment, discrimination or retaliation for exercising rights protected by, or because of their participation in an investigation or compliance review related to, Executive Order 11246, Section 503 of the Rehabilitation Act of 1973, or the Vietnam Era Veterans' Readjustment Assistance Act of 1974, the Veterans Employment Opportunities Act of 1998, or any other federal or state non-discrimination law, rule, or regulation.

If you believe that you have been discriminated against in any manner as described above or know of others who have been discriminated against, you should notify your immediate Manager, your HR representative or Lisa Kelly-Croswell at (617) 444-7434 or Lisa_Kelly-Croswell@vrtx.com.

We will continue to direct managers to take any actions that may be required to prevent behavior prohibited by this policy. All matters will be investigated and appropriate disciplinary action will be taken, up to and including termination of employment, if necessary. Retaliation against anyone who in good faith complains of or witnesses behavior contrary to this policy also is prohibited and can result in disciplinary action up to and including termination of employment.

The Company maintains affirmative action programs to implement our EEO policy. Employees or applicants who wish to review appropriate portions of these programs or discuss any aspect of the Company's EEO or anti-harassment policies may schedule an appointment to do so by contacting Human Resources.

SEXUAL AND OTHER HARASSMENT POLICY

In order to provide a productive and professional working environment, it is important that the Company maintain an atmosphere characterized by mutual respect. The Company is committed to providing a workplace that is free from all forms of discrimination and conduct that is, or can be considered, harassing, coercive or disruptive, including sexual harassment.

Therefore, the Company prohibits sexual harassment and discrimination and harassment based on a person's protected class, and any conduct of this type will not be tolerated. The Company will not tolerate unlawful discrimination and harassment regardless of whether the person engaged in said conduct is an employee of the Company, an independent contractor, or an employee or contractor of an organization with which the Company does business. Anyone may raise any concerns and make reports about discrimination and/or harassment without fear of reprisal or retaliation.

You should be familiar with and abide by the Vertex Sexual and Other Harassment Policy ("Harassment Policy") related to your site, which includes information on reporting conduct that may violate this policy. A copy of this policy is given to all Company employees and is available from the HR department or on the Vertex Company Policies intranet site. This policy applies to all Company employees in all countries in which the Company does business, regardless of differences in local law.

NEW ! USE OF SOCIAL MEDIA

Any time you contribute to social media sites (i.e., Facebook and Twitter, internet bulletin boards, chat rooms or blogs), you must remember your confidentiality obligations to the Company. Even if done anonymously, using the internet to post information about the Company that is confidential, proprietary or disparaging can only harm the Company, its shareholders and your fellow employees.

The Company understands that employees may wish to create and maintain a personal presence online using various forms of social media. While we respect employees' rights to personal expression and view your social media presence as your personal business, you should also understand that a social media presence can impact the Company.

You should follow these guidelines when using social media:

- ✓ Postings in social media contain the views of a particular employee and not the Company; however, readers may not immediately appreciate this concept. If you identify yourself as an employee and comment on your employment, the pharmaceutical industry or the Company, you should include a disclaimer that the views expressed do not necessarily reflect the views of the Company.
- ✓ You are prohibited from using or disclosing confidential, proprietary, sensitive or trade secret information of the Company, its partners, vendors, consultants or other third-parties with which we do business.
- ✓ Harassment of other employees will not be tolerated. Your postings in social media may not violate the Company's conduct-related policies, including the Code, Equal Employment Opportunity and Sexual and Other Harassment Policies. You must be respectful of others when posting to social media and should assume that people, including co-workers, partners, scientists, competitors, physicians, patients and others, can access and read a posting. You should know that even after a posting is deleted, certain technology may still make that content available to readers.
- ✓ The Company maintains corporate social media sites and all post and information on those sites must adhere to our rules and regulations for Company external communications. To ensure that all posts from Company employees are within those guidelines, you should not comment on or respond to any posts or re-post or re-tweet any posts made by the official Company communications team or by anyone else who responds to our posts/tweets.
- ✓ You may not provide any content to Company social media sites that may be construed as political lobbying or solicitation of contributions, or use the sites to link to any sites sponsored by or endorsing political candidates or parties, or to discuss political campaigns, political issues or positions on any legislation or law.

The Company will determine whether a particular social media presence or posting violates its policies and reserves the right to request that you refrain from comments, or remove comments, on topics related to the Company (or, if necessary, suspend your social media presence altogether), if advisable to comply with applicable law. Should you have any questions about this policy, contact Compliance.

NEW ! **PRIVACY**

The Company respects the privacy of all its employees, business partners and consumers. We must handle personal data responsibly and in compliance with all applicable privacy laws. Employees who handle the personal data of others must:

- ✓ Act in accordance with applicable law;
- ✓ Act in accordance with relevant contractual obligations;
- ✓ Collect, use and process personal data only for legitimate business purposes;
- ✓ Limit access to the information to those who have a legitimate business purpose for seeing the information; and
- ✓ Take care to prevent unauthorized disclosure.

Refer to our Massachusetts Privacy Policy, a copy of which is available on both the Vertex Corporate Compliance intranet site and the Vertex Company Policies intranet site, for additional guidance on the handling of personal information related to a Massachusetts resident. You should recognize that other legal standards or policies may also apply (i.e., the Health Insurance Portability and Accountability Act (“HIPAA”), United Kingdom Privacy Policy, or state laws). Consult Legal if you have questions about the application of those laws to your professional activities.

HEALTH, SAFETY AND ENVIRONMENTAL RESPONSIBILITIES

Health, safety and environmental responsibilities are fundamental to the Company’s mission. We owe each other and those visiting our facilities a safe and healthy workplace. All employees are responsible for ensuring that the Company complies with all applicable provisions of the health, safety and environmental laws of the United States and of other countries where the Company does business. Refer to the relevant contact information and policies located on the Risk Management & Global Securities and Vertex Company Policies intranet pages.

Conflicts of Interest

We believe that all job-related decisions should be based on an objective consideration of facts free from any conflict of interest. Your first business loyalty should be to the Company and you should avoid any interest, investment or association that could interfere, or even appear to interfere, with your independent exercise of sound judgment in the Company's best interests.

In any potential conflict of interest situation, ask yourself:

- ✓ Could my personal interests interfere with those of the Company?
- ✓ Might it appear that way to others, either inside or outside the Company?

When unsure, seek guidance.

If a situation is unavoidable, you should promptly disclose all relevant information to your Manager and the Chief Compliance Officer. The Chief Compliance Officer and, in some circumstances, the Board of Directors, will determine the likelihood that the conflict of interest will result in harm to the Company and will work with your Manager to take action to mitigate the risk of harm. If your Manager or the Chief Compliance Officer determines that the conflict of interest presents an unacceptable risk to the Company, you may be required to take actions necessary to resolve the conflict of interest.

OUTSIDE INVESTMENTS OR INTERESTS

If you or a member of your family has a financial or other substantial interest in a supplier, competitor or customer of the Company, you must not participate in any decisions or actions on behalf of the Company that could benefit, or appear to benefit, that supplier, competitor or customer. You must immediately make any interest known to your Manager. Similarly, you cannot have an interest in a transaction in which you know that the Company is, or may be, interested, nor can you use any knowledge, resources or information belonging to the Company for your personal benefit or take advantage of actual or potential Company business opportunities for your personal benefit.

Many employees have relatives who are employed by, or invest in, suppliers or customers of the Company. These financial interests do not create a conflict under the Code unless:

- You have discretionary authority in dealing with any of these companies as part of your job with the Company; or
- Your relative deals with the Company on behalf of the other company.

In either of these situations, you must have written approval from your Manager and Compliance and renew it annually.

You may have friends who are employed by, or have investments in, suppliers or customers of the Company. If you deal with a supplier or customer of the Company, take care to ensure that your friendship does not affect, or appear to affect, your ability to act in the best interests of the Company.

In no way should personal relationships at work influence your ability to act in the best interests of the Company or affect any employment relationship. Employment-related decisions must be based on qualifications, performance, skills and experience.

NEW ! OUTSIDE SERVICE AS A BOARD MEMBER OR CONFERENCE SPEAKER

You may participate in industry activities in your individual capacity and outside your job responsibilities at the Company (i.e., serving on boards of directors, scientific advisory boards or speaking at conferences), if those activities do not interfere with your time commitment and duties to the Company, as determined by your Manager, and if the activity does not conflict with the Company's interests. It is permissible to keep any remuneration from these activities so long as it is clear that the amounts are reasonably related to the services that you are providing and are not intended to affect your judgment or actions in the performance of your duties to the Company (see below for further information on the acceptance of gifts or gratuities). **If you wish to engage in any of these activities, you should confirm with your Manager that it is permissible, and then seek approval from the Chief Compliance Officer.** If you are required to enter into a legal agreement as part of the activity, you should submit the agreement to the Legal department for review to ensure that it does not impose any obligations that conflict with your duties and responsibilities to the Company.

RECEIVING GIFTS, MEALS AND GRATUITIES

You should never accept gifts, services, travel or entertainment that may either affect or appear to affect your judgment or actions in the performance of your duties, particularly if the gift is from a vendor or potential vendor.

If you are offered a gift, meal or gratuity, consider the following:

- This policy applies to all employees, without reference to title, compensation level, scope of responsibilities or position with the Company.
- In cases of uncertainty in a particular case, the presumption should be against the acceptance of the gratuity. Put another way, the Company will broadly interpret limitations on the acceptance of gratuities.
- Neither you nor any of your immediate family members should accept gifts, favors, entertainment or other benefits from any person or organization that does, or seeks to do, business with, or is a competitor of, the Company, except if it is clear that the gift is a common courtesy and part of generally acceptable customary business practice that is consistent with all other Company policies.
- You may accept occasional local entertainment by a customer or supplier, or an occasional non-monetary gift, provided that the value of the gift is nominal (generally not to exceed \$150.00) and the gift is not being provided or received in the course of negotiation of a business decision to utilize a supplier or vendor. If the gift involves a meal or entertainment, the customer or vendor must be present with you at the event.
- A gift of cash or a cash equivalent is never acceptable.

- The fact that an otherwise prohibited gratuity may also involve a benefit to the Company does not per se make receipt of the gratuity acceptable: if there is, in fact, a material benefit to the Company, then the Company should be willing to pay for that benefit.
- As a final test, if the recipient would be uncomfortable with full public disclosure of the gratuity, receipt of the gratuity is probably inappropriate.

The following examples may help to distinguish further between permissible and impermissible gratuities:

<u>Acceptable</u>	<u>Not Acceptable [Reason]</u>
(a) lunch or dinner with business associates at which business is discussed	(a) gift certificate for lunch or dinner [cash equivalent]
(b) attendance at local sporting event with business associate or gift of tickets to a local sporting event [in each case, admission price should be of a nominal value, generally not to exceed \$150.00]	(b) gift of tickets or attendance at sporting event of extraordinary value [greater than nominal value]
(c) gift of holiday fruit basket	(c) gift of case of expensive wine [greater than nominal value], or periodic nominal gifts from same customer or supplier that aggregate to more than nominal value [greater than nominal value; not a common courtesy within customary practice]
(d) attendance at sponsored local conference [even if the participation fee may exceed \$150.00]	(d) prepaid trip to attend conference in distant city [greater than nominal value]

Any questions about whether receipt of a gratuity in a particular case is permitted under the policy should be referred to the Compliance Chief Officer, which will review the matter and determine whether acceptance of the gratuity is permitted. The Chief Compliance Officer may seek guidance in questionable cases from the Chair of the Governance Committee of the Company's Board of Directors.

Integrity in Dealing with Others

Our external relationships are critical to our success and we must deal fairly and lawfully with everyone we encounter. We count on you to exercise good judgment to avoid any possible misinterpretation of your actions by third-parties and the adverse effect that those actions could have on the reputation of the Company or its employees. For example, you should not seek to gain any advantage for the Company or yourself through the improper use of favors or other inducements. Offering, giving, soliciting or receiving any form of bribe or other type of payment (cash or otherwise) to or from anyone is strictly prohibited.

DEALING WITH GOVERNMENTS

The global nature of our business often requires that we interact with officials of various governments around the world. Transactions with governments are covered by special legal rules, and are not the same as conducting business with private parties. You should consult with Legal to be certain that you are aware of, understand and abide by these rules.

Anti-bribery

Many countries, including the U.S., have passed legislation criminalizing bribery of government officials or others. Remember, in many countries outside of the U.S., healthcare providers and those associated with research, clinical development and reimbursement of products are frequently also foreign officials. A bribe in this context is giving, or offering to give, anything of value to a government official to influence a discretionary decision. You should never make payments or gifts directly or indirectly to any government official or employee to secure an improper advantage, or to obtain, retain or direct business to the Company. Under no circumstances should you give a gift on behalf of the Company to an employee or employees of the U.S. government or any state within the U.S.

Improper Payments by Third-parties

The Company may be held liable for bribes paid by a third-party agent or consultant acting on the Company's behalf. Take particular care when evaluating a prospective third-party who might interact with the government on behalf of the Company. You must not engage a third-party agent or consultant if there is reason to believe that the agent or consultant may attempt to bribe a government official. If you discover that a payment has been made, you must promptly report it to your Manager, HR representative, Legal or Compliance.

Political Contributions

The Company does not contribute Company funds, property or services to any political party or committee, or to any candidate for, or holder of, any office of any government. This policy does not preclude, where lawful, Company expenditures to support or oppose public referendum or separate ballot issues or, where lawful and when reviewed and approved in advance by Legal, the formation and operation or support of a political action committee.

DEALING WITH CUSTOMERS, SUPPLIERS AND CONSUMERS

Giving Gifts

You may give gifts, favors and entertainment (other than cash or cash equivalents) on behalf of the Company to non-governmental employees only if what is given:

- is consistent with generally acceptable customary business practice that is consistent with all other Company policies;
- is not excessive in value and cannot be construed as a bribe or pay-off;
- is not in violation of applicable law or ethical standards;
- will not embarrass the Company or you if publicly disclosed; and
- is consistent with the Vertex Travel and Expense Policy which is available on the Vertex Company Policies intranet site.

Healthcare Professionals

Interactions between representatives of the Company and healthcare professionals are subject to special legal rules and stringent oversight in the U.S. and most foreign countries. Interactions with healthcare professionals on behalf of the Company, whether by Company employees or third-party agents or consultants of the Company, must comply with our healthcare policies, which can be found on the Vertex Corporate Compliance intranet site.

NEW ! DEALING WITH COMPETITORS

Competitive Intelligence

Employees are encouraged to collect, share and use information about our competitors, but to do so only in a legal and ethical manner. Just as the Company values and protects our own confidential information, we respect the confidential information of other companies.

It is acceptable to collect competitive intelligence through publicly available information or ethical inquiries. For example, you may gather and use information from the following sources:

- Publicly available filings with governmental agencies
- Public speeches of company executives
- Annual reports
- News and trade journal articles and publications

You also may ask third parties about our competitors, or accept competitive intelligence offered by a third-party, as long as there is no reason to believe the third-party is either under a contractual or legal obligation not to reveal that information, or acquired information in violation of law or Company ethical standards.

Neither you nor a vendor acting on the Company's behalf should:

- Engage in any illegal or illicit activity to obtain competitive intelligence.
- Accept, disclose or use competitive information that you know or have reason to believe was disclosed to you through the breach of a confidentiality agreement between a third-party and one of our competitors or in violation of law or Company ethical standards.
- Disclose or use competitive information that is, or you believe should have been, marked "proprietary" or "confidential" without consulting Legal.
- Misrepresent yourself or your role to obtain competitive information.

For more information, please review the Competitive Intelligence Guideline, available on the Vertex Corporate Compliance intranet site.

Code Administration

OVERSIGHT AND ADMINISTRATION

The responsibility for administering the Code generally rests with the functions represented on the Compliance Committee, a cross-functional group made up of senior leaders from the HR, Legal, Regulatory, Finance/Accounting, Medical Affairs, GAPP, Quality, G&A, R&D, Corporate Communications, Commercial, and Compliance departments, with oversight provided by the Chief Compliance Officer, together with our General Counsel and the Chair of the Corporate Governance and Nominating Committee of the Board of Directors. The Chief Compliance Officer provides regular updates to the Board of Directors regarding Code matters.

You can find the contact information of the Chief Compliance Officer on the Vertex Corporate Compliance intranet site.

WAIVERS AND AMENDMENTS

It is the Company's policy to grant waivers from the Code only in limited and compelling circumstances.

You may seek a waiver in advance of taking actions that might result in a Code violation. All waiver requests should be submitted to the Chief Compliance Officer, and any waiver must be obtained prior to taking the action. The Chief Compliance Officer, in coordination with the General Counsel, will ultimately decide if the waiver should be granted.

Waiver requests made by an executive officer or member of the Board of Directors may only be granted by a majority of the independent directors on our Board of Directors. Any waiver granted to the Company's officers or directors must be reported to the SEC.

NEW ! Resources

The Code does not address all workplace conduct. The Company maintains additional policies, SOPs, and guidelines, as well as training materials and other resources, that may provide further guidance on matters in the Code and address conduct not covered by the Code on the Vertex intranet. If you do not have access to the Vertex intranet, ask your Manager, HR representative, Legal or Compliance for more information.

CORPORATE COMPLIANCE INTRANET SITE

Compliance maintains an intranet site with additional information about the Code, other policies and guidelines, training, and other ethics and compliance matters.

VERTEX COMPANY POLICIES INTRANET SITE

The Company maintains an intranet site that houses enterprise-wide policies to make policies easily accessible to Company employees.

COMPLIANCE CONTACT INFORMATION

Compliance is available to answer any questions about the Code or Company compliance policies, or to discuss any concerns you may have about potential Code violations.

To contact Compliance:

- ✓ E-mail: complianceoffice@vrtx.com
- ✓ Mail: Vertex Pharmaceuticals, Inc.
Corporate Compliance Department
130 Waverly Street
Cambridge, MA 02139
- ✓ Toll-free Vertex Compliance Hotline at 1-888-507-5631