

# CODE OF CONDUCT



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## MESSAGE FROM THE CEO

Dear Vertex Colleagues:

It's quite simple really. Our culture of high ethical standards and integrity is one of the key components to our success and each Vertexian is responsible for upholding and demonstrating ethics and integrity in our work every day.

Our Code of Conduct is based on that fundamental principle and defines our expectations of one another and governs our behavior. It is our pledge to one another, to our company and, most importantly, to patients that we will adhere to the highest standards of ethics and accountability. By doing so, we will maintain the trust patients place in us to discover and develop transformative new medicines.

As much as our Code is a reminder and a resource for all of us as we face tough decisions or ethical issues, it also contains a fair amount of common sense. There are simple things we can and should do to ensure we are living our values and making choices that reflect the kind of company we want to be: things like listening, speaking up and holding ourselves (and one another) accountable to the highest standards of personal integrity.

Please take some time to read the Code, and use it as a continuous resource whenever you and your teams face challenging decisions. Seek guidance from OBIE or your manager when you are unsure about the right course of action or if you have concerns related to actions or behaviors that are inconsistent with our Code or just don't seem right. You should always report concerns, which you can do appropriately and anonymously in a number of different ways. No matter how you report concerns, Vertex will not tolerate retaliation against anyone who raises them in good faith.

Your ongoing commitment to our Code is critical to ensure our culture remains exciting and innovative, so we can continue to bring transformative new medicines to patients around the world.

Best,

**Reshma Kewalramani, M.D.**  
CEO and President



**Reshma Kewalramani, M.D.**  
CEO and President  
Vertex Pharmaceuticals Incorporated

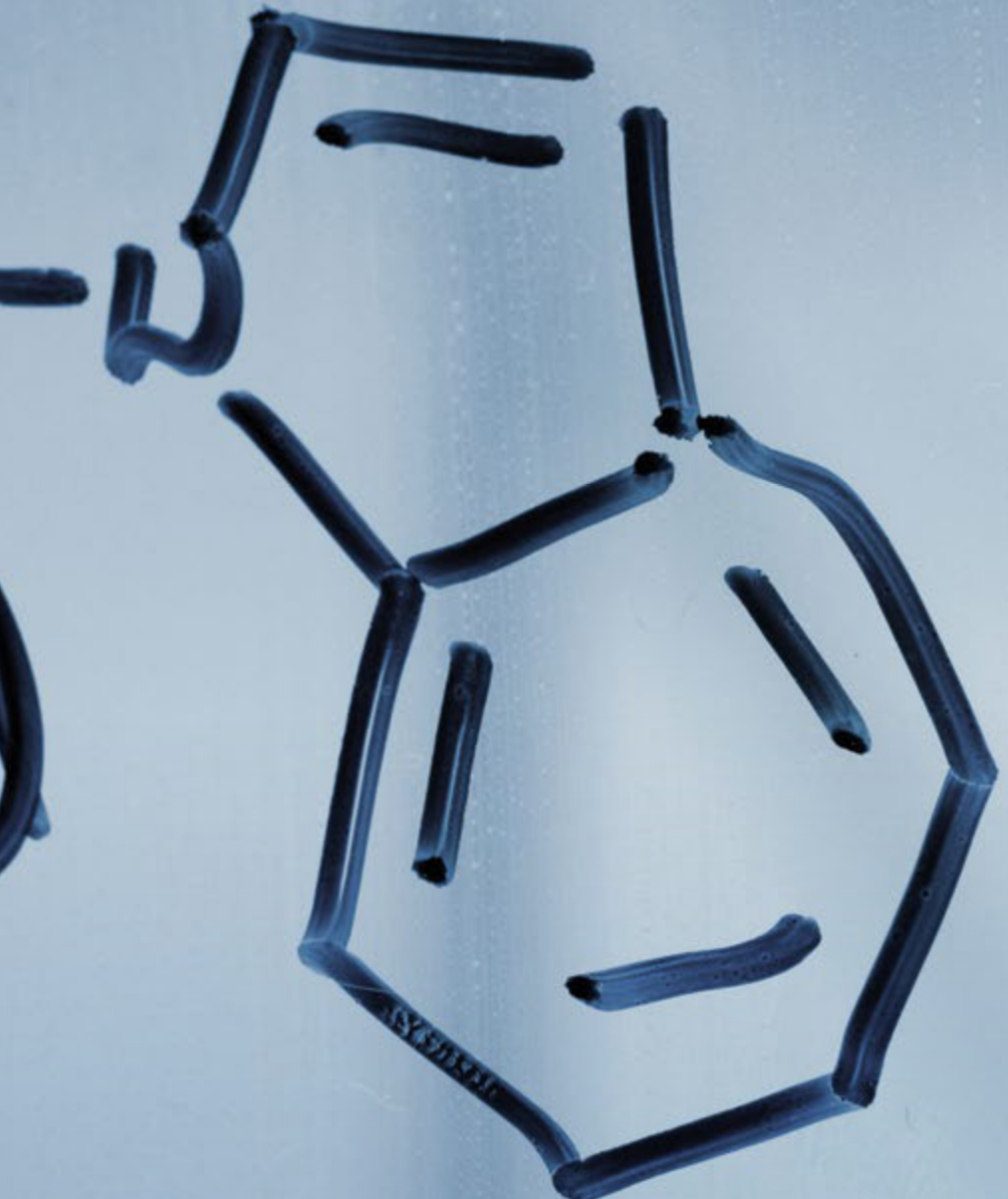
## OUR VALUES GUIDE OUR ACTIONS

**AT VERTEX,** no challenge should ever be considered too great. We create new possibilities in medicine to treat diseases and improve patients' lives – while making sure our actions and decisions always remain true to our Values and what we believe is ethical and right.

The Code of Conduct starts with our Values:



Staying true to our Values is **GOOD FOR PATIENTS, GOOD FOR BUSINESS** and protects **OUR FUTURE** as a company.



## THE CODE REPRESENTS **OUR VALUES IN ACTION**

It is crucial for us to demonstrate integrity in all aspects of our business. Good actions and decisions make it possible for us to continue our mission to help patients lead better lives.

## ABOUT THE CODE

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### Why We Have a Code

**Our Code of Conduct outlines the Values that guide our actions** as we work for and represent Vertex and its affiliates (“Vertex” or the “Company”). The Code applies to all directors, officers, employees and contractors of the Company.

### The Code starts with our Values.

Within each statement of our Values, the Code sets out specific guidelines in areas that can pose legal or ethical risks to the Company.

**The Code cannot provide guidelines for every possible situation, but it outlines the Company’s expectations for behavior in important areas.** It has references to Company resources, like policies and procedures, which can provide you with additional guidance, and directs you on where to seek further guidance if you need it.



## Our Responsibilities under the Code

With the Code as our foundation, we should each apply its principles and guidelines in our day-to-day work:

- ▼ Be familiar with and follow the laws, regulations and policies that apply to your job.
- ▼ Be honest and demonstrate integrity in all you do for or on behalf of Vertex.
- ▼ Listen, speak up and take accountability if something is wrong or you do not know how to handle a situation.

Managers should also:

- ▼ Make sure employees know how the Code and other Company policies apply to their jobs.
- ▼ Expect ethical conduct in line with the Code and other policies.
- ▼ Consider ethical and compliant conduct when evaluating employees annually and for promotions or recognition awards.

- ▼ Make it clear that employees must not violate the Code's standards – and never suggest that they must do so to achieve a business outcome.
- ▼ Watch for and stop any violations of the Code, law or other policies by employees you supervise. Managers must notify Human Resources, the Office of Business Integrity & Ethics ("OBIE") or the Legal Department ("Legal") in accordance with our escalation procedure.
- ▼ Never retaliate against an employee who raises a question or concern.

## Relationship of the Code to Other Policies and Applicable Laws

Your actions reflect on Vertex. As a representative of the Company, a violation of the law is a violation of the Code.

Because Vertex is based in the United States ("US"), US law may also apply to business activities in other countries. If you encounter an area where the local law conflicts with our Values or other applicable laws, consult our Legal Department. Typically, we will follow the stricter standard. If you have a question about how the law applies where you do business, contact Legal.

## MAKING GOOD DECISIONS

**Business situations can be complex.** If you are in a situation where the right choice is not clear, ask yourself whether the action you are considering is...

- ▼ Legal
- ▼ Consistent with the Company's Values and the Code
- ▼ Honest and fair
- ▼ A good reflection on you and the Company
- ▼ Something you would happily tell someone you respected

# ASKING QUESTIONS AND RAISING CONCERNS

**Speak up** if you do not know how to handle a situation. Say something if you think something might be wrong. Seek advice from Human Resources, Legal or OBIE when you need it, or use the confidential and anonymous reporting line available to you.

## Our Compliance Resources

You can speak with:

- ▼ Your manager or a more senior manager
- ▼ Your Human Resources Business Partner
- ▼ Legal
- ▼ OBIE

It is their job to listen, treat the information as confidentially as possible, advise and act.

You can also call or email the Vertex Alert Line. The Vertex Alert Line is staffed by an independent organization to ensure objectivity. It is possible to use the Vertex Alert Line to make an anonymous report, where the law permits.

### VERTEX ALERT LINE

Contact the Vertex Alert Line at [vertexalertline.com](https://vertexalertline.com) or use the toll-free telephone numbers for our locations that are listed on that site.

- ▼ In the US, the telephone number is: 1-888-507-5631
- ▼ For all other countries, refer to the Vnet OBIE page to be directed to the anonymous hotline.

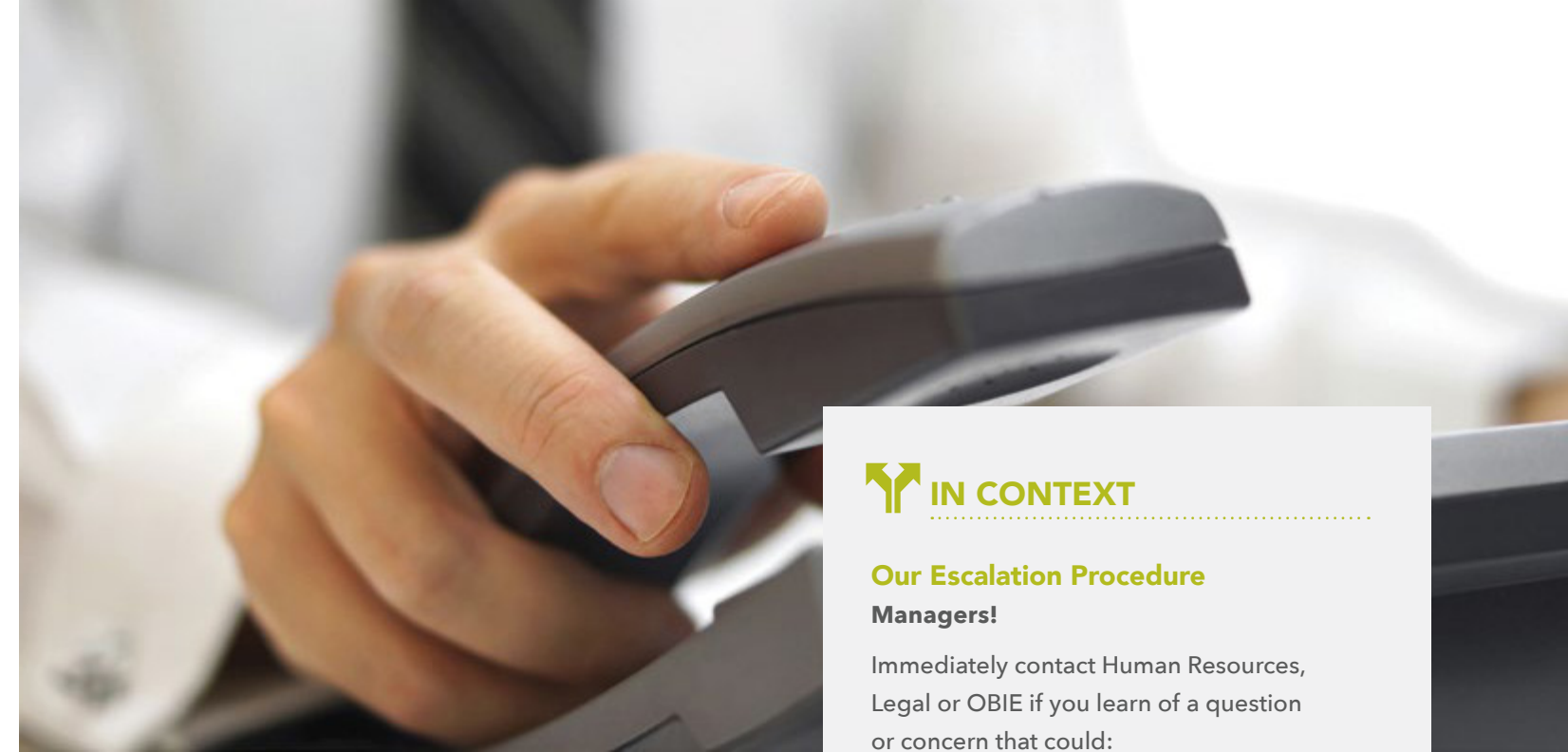
In some cases, the issue may involve your manager or a more senior manager, or you may not feel comfortable speaking with your manager. In these cases, you should reach out to your Human Resources Business Partner, Legal and/or OBIE. These employees will take action as needed. The Vertex Alert Line is also available to you in these circumstances.

You can find information about our compliance resources in the Resource Summary at the end of the Code.

## Our Commitment to No Retaliation

At Vertex, we do not tolerate retaliation against anyone who speaks up, in good faith, with concerns about a potential violation of the Code, Company policy or the law. You will not be fired, demoted or reprimanded for making a report.

If someone does retaliate against an employee for a report made in good faith, the Company will take appropriate disciplinary action up to, and including, termination of employment. The Company will also take appropriate disciplinary action against anyone who intentionally makes a false report relating to compliance at Vertex.



## IN CONTEXT

### Our Escalation Procedure Managers!

Immediately contact Human Resources, Legal or OBIE if you learn of a question or concern that could:

- Be potentially criminal in nature
- Become the subject of a government or regulatory agency inquiry
- Expose colleagues, patients or the public to dangerous health or safety risks or
- Potentially have financial, legal or reputational consequences or may require operational change

## Manager Responsibilities

We expect managers to take ALL employee concerns seriously and create an environment where employees feel comfortable raising issues. While managers may not be able to give an answer immediately, they are expected to listen carefully and take appropriate action following the report.

Managers are also required to follow the escalation procedure the Company has put in place for handling and responding to reports. This means that in some cases, managers are required to involve Human Resources, Legal and/or OBIE to help resolve an issue.

## Investigations, Cooperation and Confidentiality

The Company investigates all reports of potential violations of the Code, Company policy or the law.

All employees must cooperate with investigations if asked. This means providing full, complete and truthful information in a timely manner and never interfering with, or trying to influence, the investigation or its outcome.

Anyone involved in an investigation is also expected to keep the investigation and the discussions related to it confidential, unless the investigator specifically authorizes discussions about it.

## Consequences for Violations

Violations of the Code, Company policies or the law may result in disciplinary actions up to and including termination of employment (subject to applicable law). Some violations of law may also result in civil or criminal actions and liabilities for the Company and for the individuals involved.

## FEARLESS PURSUIT OF **EXCELLENCE**

- **Be courageous and take calculated risks.**
- **Take ownership and be decisive.** Anticipate problems and drive proactive solutions.
- **Move with urgency and execute at the highest level.** Learn from both success and failure and **continuously improve.**
- **Demonstrate the highest level of personal integrity and ethics.**

## WE DO NOT BRIBE

**Vertex absolutely prohibits bribery, including tax evasion and its facilitation, in our business operations**—everywhere we do business and regardless of local practice or custom. We do not offer or give anything of value to anyone, including vendors, suppliers, healthcare professionals, government representatives or patients, to improperly influence their decisions. We must avoid actions that could even suggest improper influence and never try to do anything through a third party that we cannot do ourselves.

### CALL TO ACTION

#### Zero Tolerance for Bribery

- ▼ Understand and follow Vertex's Anti-Bribery/Anti-Corruption Policy and all relevant anti-bribery and anti-corruption laws that apply to your work at Vertex, including the US Foreign Corrupt Practices Act, the UK Bribery Act and the US Federal Anti-Kickback Statute.
- ▼ Never offer or give anything of value (no matter how small) to anyone – private citizens, companies or organizations, or government officials – to influence a decision, get or keep business or gain an advantage for Vertex.
- ▼ Never ask for or accept a bribe.
- ▼ Recognize situations where the corruption risks are high and manage those situations appropriately.
- ▼ Remember that strict anti-bribery laws apply to our interactions with government officials – including healthcare providers who work for governmental healthcare systems or at state-owned institutions.
- ▼ Walk away from any opportunity where we cannot win business without paying a bribe.
- ▼ Document all payments and expenses properly. Never try to conceal or misrepresent the true nature of a payment or expense.
- ▼ Obtain review and approval from Legal before giving any gifts or donations of scientific equipment or free Vertex medicines.
- ▼ If you face a situation involving bribery or corruption risk and you are not sure what to do, promptly seek guidance from Legal or OBIE.

### ? WHAT IS A BRIBE?

Bribery is offering, giving, requesting or accepting money or anything of value in exchange for an advantage to which the person receiving the bribe is not entitled.

Bribes are not just payments of cash. They can also include:

- Cash equivalents, like gift cards
- Expensive gifts
- Lavish or excessive entertainment or hospitality
- Travel arrangements or offers to arrange and pay for travel or accommodations where there is no legitimate business purpose
- Offers of employment – to an individual or a family member

### KEEP IN MIND

Vertex absolutely prohibits tax evasion and its criminal facilitation everywhere we do business. We must all act in an ethical and honest manner and follow Vertex's policies and procedures to prevent the facilitation of tax evasion.

- Never knowingly facilitate the criminal evasion of tax by anyone, ensure that any potential risks are managed, and any concerns reported to OBIE.

## ? WHO IS CONSIDERED A GOVERNMENT OFFICIAL?

In addition to elected representatives, the term "government official" includes:

- Anyone who works for a government, government agency, department or regulatory authority
- Anyone who works for a government-owned business, including state-owned healthcare institutions and government-run healthcare systems
- Candidates for political office
- Political party representatives
- Anyone who works for an international organization, such as the United Nations or the Red Cross

In many countries, people associated with research, clinical development, prescribing medicines and reimbursement of products are government officials. If you are unsure whether the person with whom you are working is a government official, contact Legal or OBIE for guidance.

## IN CONTEXT

### He'll Help You Get It Done

**A government official tells you that he needs a small payment before he will complete the registration or customs form or perform another routine administrative action. He tells you that this is just how it is done in his country.**

You must not make this kind of payment – which is sometimes called a "facilitation payment" – regardless of local custom or practice. If someone asks for this type of payment, report it promptly to OBIE.

## Oversight Responsibilities: Agents, Vendors and Other Third Parties

- ▼ Review potential agents, vendors and consultants carefully, and coordinate with OBIE in accordance with our procedures.
- ▼ Do not hire anyone who is known to have paid a bribe or engaged in other misconduct.
- ▼ Never engage a third party if you even suspect that bribery may be attempted.
- ▼ Carefully supervise the activities of our agents and consultants to make sure they follow our rules.
- ▼ Do not accept an explanation that bribery or another improper payment is a local custom – bribery is a violation of Vertex policy, and we will not allow it.
- ▼ If a business partner feels pressure to bribe someone, work with OBIE or Legal to find a solution – if the situation cannot be resolved, Vertex is prepared to lose the opportunity rather than pay a bribe.
- ▼ If you discover any misconduct – including improper payments – promptly report the situation to OBIE or Legal.

## IN CONTEXT

### Scientific Incentive Payments

**You work with a healthcare professional who prescribes our products and says that she expects a "scientific incentive payment" for agreeing to use Vertex products.**

Our policy and anti-corruption laws prohibit this kind of payment. Healthcare professionals in many countries are government officials. These types of incentive payments may violate the US Foreign Corrupt Practices Act, the local antibribery and anti-corruption laws that apply and the US Anti-Kickback Statute.

## IN CONTEXT

### Watch Out!

People find a variety of excuses to justify bribes. None of these represent good business practice or provide any defense under the law.

Be alert for warning signs that something may be wrong, such as:

- **PRECEDENCE:** "It's always been done this way..."
- **DENIAL:** "He is wealthy so I do not think that it will influence his decision..."
- **IGNORANCE:** "It's not my fault - I had no idea..."
- **ALARMISM:** "We have to do it this way or we'll lose the business..."
- **INATTENTIVENESS:** "I had no idea that our agent was paying..."
- **CUSTOM:** "This is just how things work here..."
- **PREVALENCE:** "It's how everyone else is doing this..."

## KEEP IN MIND

Vertex can be held responsible for bribes made by third parties acting on our behalf, even if we were not aware that bribery was taking place.

If you work with agents or third parties – especially those who will interact with government officials – select them carefully and provide proper oversight:

- Expect honesty, transparency and high standards in all aspects of the business relationship
- Select those with a reputation for being ethical and transparent and
- Monitor their business operations for consistency with our expectations and Values

## ADDITIONAL REQUIREMENTS

Refer to our [Global Anti-Bribery/ Anti-Corruption Policy](#) in the Vertex Policy Portal for additional guidance.



# WE AVOID INAPPROPRIATE BUSINESS COURTESIES

**Gifts, entertainment and hospitality** can foster business relationships and celebrate joint achievements. But improper use of these business courtesies can damage our reputation and violate the law. We only offer and accept gifts, entertainment and hospitality when it is appropriate, does not violate any law or policy and does not affect or appear to affect the judgment of anyone involved.

## CALL TO ACTION

### Best Practices for Gifts, Entertainment and Hospitality

- ▼ Never accept gifts, entertainment or hospitality that may affect your judgment, actions or a business decision – or even appear to do so. This is particularly important when interacting with a vendor or potential vendor.
- ▼ Make sure that any gift, entertainment or hospitality you offer or accept is NOT:
  - Cash or a cash equivalent, such as a gift card
  - Excessive or expensive in the context involved
  - Asked for or solicited
  - Provided during the course of negotiating a business deal
  - Offered or received for the purpose of influencing a business outcome or
  - A potential embarrassment to you, Vertex or anyone else

**Note:** You and suppliers, as well as anyone acting on their behalf in connection with their work for Vertex, are prohibited from giving, offering, requesting or accepting any gift or entertainment from any individual or entity with the ability to influence a clinical or reimbursement decision concerning a Vertex marketed or investigational product, even if the gift or entertainment is modest and reasonable in value and includes a bona fide business purpose. This includes government officials and anyone in a position to exercise influence over government officials' decision making, such as government officials' family members, as well as other individuals and entities.

### IN CONTEXT

#### What Is Allowed?

You can usually offer or accept:

- Lunch or dinner with a business associate during which business is discussed
- Tickets to a local sporting event, where the ticket cost is reasonable and the vendor will be there too
- A holiday fruit basket or a modest bottle of wine

Some examples of items that you may never offer or accept:

- Cash or gift certificates for lunch or dinner
- An expensive bottle of wine
- A prepaid trip to attend a conference in a distant city

## High Risk Recipients

### Healthcare Professionals

- ▼ Remember that our interactions with healthcare professionals are subject to special legal requirements and strict oversight and must comply with Vertex's policies.
- ▼ Never give any type of personal gift or entertainment to a healthcare professional.
- ▼ Make sure that any hospitality we provide is associated with a legitimate business discussion and strictly in accordance with Company policy.

### Government Officials

- ▼ Never offer or 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.

### KEEP IN MIND

When considering providing or accepting gifts, entertainment or hospitality, ask yourself if it is:

- **Consistent** with generally acceptable business practices
- **Infrequent**, nominal in value (generally, less than US \$150) and not a bribe or pay-off
- **Permissible** under applicable law and ethical standards and
- **Consistent** with the policies and in accordance with the procedures of everyone involved

If you have reservations about a gift or hospitality someone is offering you, it is best to be cautious and respectfully decline. Whether you are giving or accepting a gift or hospitality, contact the Chief Compliance Officer if you are unsure about the Company's expectations and requirements.

- ▼ Always ensure that any gift or hospitality we provide or offer to a government official is consistent with our Anti-Bribery/Anti-Corruption Policy and is capable of passing strict scrutiny by regulators.

### IN CONTEXT

#### A Vendor Offers You Tickets

**You are approached by a vendor who offers you four tickets to a professional sporting event to use with your family, saying he cannot use the tickets himself.**

You need to politely turn down the offer since the multiple tickets are for your family's use, and you will not be able to discuss business since the vendor is not able to attend the event with you. You must use special care in accepting gifts from our vendors as well as companies that want to be our vendors.

#### Small but Frequent Gifts

**You notice that a business partner is sending you small but frequent gifts that, taken together, are more than nominal in value.**

You need to politely decline these gifts since our policies do not permit accepting repetitive or frequent gifts.

### ADDITIONAL REQUIREMENTS

Refer to our [Global Anti-Bribery/Anti-Corruption Policy](#), [Global Policy on Interactions with External Stakeholders](#) and associated local procedures in the Vertex Policy Portal for additional guidance.

# WE USE GOOD PROFESSIONAL JUDGMENT

We make business decisions objectively, free from outside interests. We avoid situations where our personal relationships, activities or financial interests conflict – or may appear to conflict – with the interests of the Company.

## CALL TO ACTION

### Recognizing and Avoiding Conflicts of Interest

- ▼ A “Conflict of Interest” is when an employee may be unable to perform his or her work consistent with the best interests of Vertex because of personal, business, social, or financial activities or interests. Conflicts can harm your reputation, harm the reputation of Vertex or create disruption in our workplace.
- ▼ Watch for any relationship, activity or financial interest that might interfere – or even appear to interfere – with your independent exercise of sound judgment in the Company’s best interests.
- ▼ Know that having a possible conflict of interest may not be inconsistent with our Values or the Code. Refer to the Company’s [Global Conflict of Interest Policy](#) for information on how to properly disclose any potential conflicts to allow Vertex to help resolve the issue

### Romantic and Family Relationships

- ▼ Do not hire a relative, close friend or romantic partner as an employee or to provide services for Vertex without first consulting with Legal and Human Resources.
- ▼ Close or intimate personal relationships among employees in the same reporting line, as well as between Senior Leaders and other employees (regardless of whether they are in the Senior Leader’s reporting line), are prohibited. Senior Leaders are Vice Presidents and above at the Company. Such relationships may present a conflict of interest, especially where one of you has the ability to supervise or influence the assignments or performance reviews of the other or has access to sensitive confidential information about the other, such as salary or health information.

- ▼ Colleagues who are not in the same reporting line may date and develop consensual relationships with other colleagues as long as the relationships do not interfere with or have a negative impact on their work, the work of others or the work environment. A romantic relationship between a manager and someone outside his or her direct reporting line can nonetheless create the appearance of a conflict of interest. If a manager or colleague becomes involved in a relationship that may create or give the appearance of a conflict of interest, he or she must promptly notify his or her Human Resource Business Partner or Legal, so that the Company can evaluate the circumstances and take any action it believes may be needed to remove any actual or perceived conflict of interest (e.g., change assignments or reporting relationships). Failure to promptly notify Human Resources or Legal of the relationship can result in disciplinary action up to and including termination of employment.

### Outside Activities

- ▼ Ensure that your outside activities – including outside employment, speaking engagements, consulting arrangements and service on a board of directors – do not divide your loyalties or conflict with your job responsibilities at Vertex. For more information on what is permissible and the appropriate process for review and approval, refer to the Company’s [Global Conflict of Interest Policy](#).
- ▼ Prior approval must be obtained before communicating externally in your capacity as a Vertex employee or in any situation where you could be perceived to be speaking as a Vertex employee. For more information, refer to the Company’s [External Communications and Publications Policy](#).

## KEEP IN MIND

**Be alert** for relationships, activities and financial interests that may create a conflict of interest.

**Promptly disclose** any conflict or potential conflict to your manager and the Chief Compliance Officer for review and handling.

**Step aside.** Do not participate in selecting suppliers or business partners or in any other business decision that affects or involves a member of your family or household or a close personal friend.

**Check first.** Discuss the facts with your manager and obtain any other necessary approvals before you pursue work or board service outside of Vertex.

### Company Opportunities

- ▼ Never use your position within Vertex for personal gain at the expense of the Company or to obtain a personal interest in any transaction in which Vertex is or may be interested.
- ▼ Do not use any knowledge, resources or information belonging to Vertex or take advantage of actual or potential Company business opportunities for your personal benefit or the benefit of anyone outside the Company.

### Financial Conflicts

- ▼ Avoid financial interests that might conflict with your responsibilities to the Company or make it difficult for you to make objective decisions in your work.
- ▼ Be aware of your obligations regarding personal financial interests. Financial interests exceeding 5% or more in a publicly held company or financial interests and active involvement in a privately held/non-public company that is a competitor or potential competitor of Vertex must be disclosed in accordance with the Company’s [Global Conflict of Interest Policy](#), even if the investment was made prior to your working at Vertex. Owning less than 5%

## IN CONTEXT

### A Family Member Wants To Do Business with Vertex

**You work in purchasing and your brother-in-law owns a company that would like to be a supplier for Vertex.**

Since you have a conflict of interest, you must not try to influence the decision making process. You must disclose your relationship to your manager before any decisions are made regarding your brother-in-law’s company and recuse yourself from participating in the decision making process. Your manager can work with OBIE and Legal to determine the best way to handle this situation.

of the stock in a publicly traded company generally does not create a conflict of interest.

- ▼ If you, a family member or a member of your household is employed by a supplier, competitor or anyone who does or wants to do business with Vertex, or wants to apply for a grant from Vertex through its grants program, then do not participate in any decisions or actions on behalf of Vertex that could appear to benefit that supplier, competitor, customer or applicant.
- ▼ If a close personal friend is employed by a supplier, competitor or anyone who wants to do business with Vertex in your functional area, ensure that the decision makers are aware of that relationship. If you are one of the decision makers, let your manager know and do not participate in the decision-making process.

# WE COMPETE FAIRLY AND ETHICALLY

**Fair competition benefits patients and society.** At Vertex, we earn business on the merits of our science and our products. We never abuse or appear to abuse our market position, and we avoid illegal activities and practices that unreasonably restrict or appear to restrict competition. We do not put information in the public domain that is not accurate to give ourselves a competitive advantage. We collect, share and use information about our competitors and our markets legally and ethically.

## CALL TO ACTION

### Fair Dealing and Fair Competition

- ▼ Never try to stop a competitor from entering our markets.
- ▼ Contact Legal for guidance before you speak with competitors. For example, seek advice before you begin to discuss or plan joint behavior with competitors or suppliers (such as agreements not to do business with certain healthcare providers or suppliers).
- ▼ Do not manipulate a competitive bidding process.
- ▼ Do not speak about any of the following with competitors or potential competitors:
  - Pricing, terms and conditions of sale, sales plans, volumes, costs or other information about our clients or our business
  - Dividing production, customers, markets or territories
  - Limiting sales or production
- ▼ If you think that your actions might be seen as an abuse of our market position, or you think someone else is abusing their position in the market, contact Legal for guidance.

## KEEP IN MIND

Violations of the competition laws can lead to severe civil penalties, damage awards, fines and even jail sentences for the individuals involved. Keep the following in mind as you conduct Vertex business:

- **Seek Legal advice early:** Competition laws are complex. Understand how competition laws apply to your activities and follow those rules.
- **Be fair:** Compete vigorously but fairly.
- **Our merits matter:** Win business solely on our merits.
- **Do not inhibit competition:** Stay away from practices that unreasonably restrict or inhibit competition or may be seen as an abuse of our market position.
- **Due diligence:** Use lawful channels to collect information about competitors.
- **Speak up:** When in doubt, ask Legal for guidance.

## IN CONTEXT

### Healthcare Meetings or Conferences

**You are in a conversation at an industry or trade meeting where potential competitors are present. They start to discuss strategy, pricing, compensation levels, costs or new business.**

You know that competitors should not be discussing this type of information. You should respectfully remove yourself from the situation – in a way that the others present will remember – and promptly report the incident to Legal.

### We Are Just Friends

**A friend in the healthcare industry asks you about your work.**

Always use care when you talk with friends or family about your work or our business to avoid unintentionally disclosing our confidential information. Be especially careful when you interact with friends in the healthcare industry and avoid any situations or any actions that might even appear to restrict competition.

## Competitive Information

- ▼ Only collect competitive information from lawful channels, such as public sources.
- ▼ Do not engage in deception or espionage to get information about competitors or our markets.
- ▼ Never accept or attempt to obtain confidential competitive information if it was or will be disclosed illegally or in violation of a confidentiality agreement.

## Past and Future Employment

- ▼ Vertex does not solicit and will not accept the confidential information of others. Accordingly, do not use confidential information about business partners and markets that you learned in a former job to obtain business for Vertex, even if your intention is to help Vertex. Misusing another company's confidential information is against our Values and violates our Code and, under certain situations, could violate the law.
- ▼ Honor any non-disclosure, non-solicit or other continuing contractual obligations you may have with a former employer.

- ▼ Vertex views its own confidential information as an important company asset. Employees without proper authorization may not disclose confidential information outside of Vertex, even after departing from the company. If you have questions regarding the appropriateness of revealing or using a piece of information, during the course of your employment or any post-Vertex employment or activity, contact Legal for clarification prior to any disclosure or use. Refer to the "We Safeguard Confidential Information and Intellectual Property" section in this Code for additional guidance.
- ▼ If you are exploring an opportunity with a new employer, it is best to confidentially notify OBIE if that employer is a competitor to Vertex and particularly if you work on confidential matters. The disclosure of certain Vertex information could be detrimental to Vertex or improperly advantageous to your potential new employer. OBIE can help you sort through such issues and will take all reasonable steps to maintain your confidentiality.
- ▼ When departing from Vertex, ensure that you have returned all Vertex confidential or proprietary information or trade secrets in your possession. Downloading or copying Vertex documents when leaving Vertex is a violation of our Code and your contractual obligations to Vertex, and may also be a violation of the law.

## WE FOLLOW ALL TRADE CONTROLS

**We respect the rights of governments** to regulate the flow of goods, information and services across national borders. We comply with applicable trade controls and customs requirements as well as the laws that apply to boycotts and other restrictions on our trade with certain countries, organizations and individuals.

### CALL TO ACTION

#### Required Licenses and Approvals

- ▼ Follow Company policies and procedures and all applicable laws that cover the exports and imports related to our products and services. If you have questions or need more information, contact Legal or OBIE.
- ▼ Collect all required information about proposed export transactions, including what is being transferred, how it can be used, where it is being transferred to or through and the identity of the ultimate buyer.
- ▼ Obtain all required licenses and approvals.
- ▼ Accurately record all exporting and importing activities.
- ▼ Be alert for warning signs such as:
  - Customers who do not provide open and transparent information about end use, end user or delivery locations or
  - Invoices where details about price and the description of the goods, the country of origin or the delivery destination are not complete or clear.

#### ? WHAT IS AN "EXPORT"?

Shipping physical products is not the only form of an export. Exports can also include:

- Emailing information or technology across national borders
- Traveling outside of the country with products or technology, like a laptop, that contains operating software or technical data
- Sharing information with someone who is not a citizen or permanent resident of your country – even another Vertex employee



#### Trade and Travel Restrictions

- ▼ Know the current restrictions on our trade and financial dealings with specific countries, individuals, groups and organizations, including the US laws that apply to our activities worldwide. Keep in mind that the rules are complex and can change over time.
- ▼ Follow the procedures put in place to make sure we comply with these restrictions.
- ▼ Avoid travel to, through and from sanctioned countries.

#### Illegal Trade Boycotts

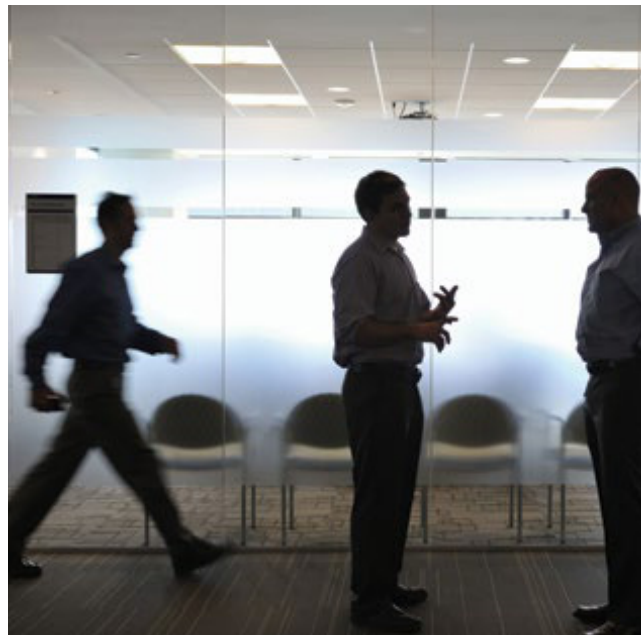
- ▼ Do not cooperate in illegal trade boycotts.
- ▼ Be alert for language relating to illegal boycotts in emails from customers, requests for proposals, purchase orders, contracts, letters of credit and shipping and other trade documents.
- ▼ Contact Legal immediately if you receive anything with a request for information about a boycotted country or a "blacklisted" company.
- ▼ Contact Legal or OBIE if you have questions to ensure you understand and can follow all legal requirements.

## WE PARTICIPATE IN THE POLITICAL PROCESS LAWFULLY AND ETHICALLY

**At times,** Vertex may become involved in the political process to protect and advance our interests and goals in the various locations in which we operate. When we do so, our participation in the political process is always lawful and ethical.

### CALL TO ACTION

- ▼ Comply with applicable law and Company policies when you participate in approved activities in the political process on behalf of Vertex.
- ▼ Know that national, state and local lobbying regulations are complicated and could apply in a number of different contexts, including meetings with government-run agencies. Contact Government Affairs and Public Policy to ensure that you are in compliance with the applicable regulations and for approval of the activity.
- ▼ Make sure that your personal political activities are done on your own time, with your own resources. Do not use Company resources, such as email, to conduct your personal political activities.
- ▼ Never suggest that you speak for Vertex or that Vertex supports your personal political views.
- ▼ In those locations where corporate political contributions are legal, ensure that any contributions are reviewed and approved in advance by compliance and ethics counsel.
- ▼ If your location has created a political action committee consistent with local law, follow the committee guidelines when you make a contribution to help ensure the donation complies with the law. Never pressure other employees to participate in political activities.



### "WE" WINS

- Create **outstanding diverse and inclusive teams** to make the best decisions for the **enterprise**.
- Increase efficiency and effectiveness by **empowering the right people** to make decisions and be **accountable**.
- **Debate hard, listen hard** and challenge each other with respect. Then move forward as one.
- Cross-functional **collaboration** and **communication** are essential – both internally and externally.

# WE DEMONSTRATE RESPECT FOR ONE ANOTHER

## We are committed to building an outstanding and passionate team at Vertex.

We do our best work for patients when we foster a culture and environment where all points of view are respected and can be heard. At Vertex, we embrace the diversity of our employees and celebrate the creative value that individuals with different backgrounds and talents bring to our Company. We expect the people we work with to help us foster a diverse and inclusive culture and environment. We expect managers to escalate reports of harassment, bullying or discrimination to Human Resources, Legal or OBIE.

### CALL TO ACTION

#### Diversity and Inclusion

- ▼ Embrace a diverse and inclusive workforce.
- ▼ Treat colleagues, business partners and others with respect, consistent with the applicable equal employment opportunity and harassment laws and policies. This requirement applies to all of our work, including work that takes place at off-site meetings, work-related social events, on Vertex property or while on business travel.
- ▼ Make sure that our employment decisions are based on ability, skills, knowledge, experience and job performance. Vertex is an equal opportunity and affirmative action employer under the laws of the US.
- ▼ Always work with Human Resources and Legal to understand the impact local labor and employment laws may have in the locations where you conduct business.
- ▼ Notify your manager, your Human Resources Business Partner, the head of Human Resources or the Vertex Alert Line if you believe you have been discriminated against or have seen others be treated unfairly.

### ? WHAT IS A LEGALLY PROTECTED CHARACTERISTIC?

These bases, or as otherwise governed by the applicable law in your job location, may be legally protected characteristics that may not be used as the basis of a job-related decision:

- Race
- Gender
- Ethnic origin or ancestry
- Age
- Sexual orientation or gender identity
- Military or veteran status in the US
- Marital, familial or civil status
- Disability
- Pregnancy
- Nationality

### No Harassment

- ▼ Never treat anyone in a manner that is insulting, demeaning, hostile or in a manner that unreasonably interferes with their work.
- ▼ Conversations and comments in work settings, including work-related social events, that are sexual in nature are strictly prohibited.
- ▼ Conversations and comments in work settings, including work-related social events, that target someone due any legally protected category are strictly prohibited.
- ▼ Notify your manager, Human Resources Business Partner, the Chief Human Resources Officer or the Vertex Alert Line if you witness behavior that could constitute harassment. We take very seriously all reports of behavior that would constitute harassment and will promptly investigate such concerns and take appropriate disciplinary action against anyone found to have engaged in harassing behavior.
- ▼ Refer to our sexual harassment policies in the Vertex Policy Portal for additional guidance.

### ? WHAT IS HARASSMENT?

Harassment comes in many forms and is more fully defined in your site's policy.

- It can involve a wide range of behavior – including comments, jokes, images or other interactions that denigrate or show hostility or aversion toward a person or group because of a legally protected characteristic. Harassment is not just limited to actions or comments that are sexual in nature.
- It can happen almost anywhere – including over email or through unwanted physical contact.
- Bullying and intimidation are also forms of harassment that we do not tolerate at Vertex.

Our harassment policies prohibit actions that could be considered harassment, even if the actions are meant as a joke. Remember that what you find acceptable or funny may be offensive to others or in other cultures.

### IN CONTEXT

#### The Bully

**You feel that someone you work with at Vertex tries to get her way by intimidating others.**

We are committed to providing a productive and professional workplace that is free from all forms of harassment and bullying. While frank feedback and free exchange of ideas are critical to our business success, we should expect to be treated with respect at all times. If you feel that you or one of your colleagues is being bullied, speak up.

# WE KEEP OUR WORK ENVIRONMENT HEALTHY, SAFE AND SECURE

**Delivering transformative new medicines to patients requires a workplace that respects the health and safety of all employees and visitors.** We are committed to limiting our environmental impacts and to operating in a sustainable manner. Our workplace is drug-free and alcohol-free, and we maintain a secure workplace that is free from violence and threatening behavior.

## CALL TO ACTION

### Workplace Environmental Health and Safety

- ▼ Do your part to ensure that the Company complies with all applicable health, safety and environmental laws as well as all related Company policies and procedures.
- ▼ Promptly report any accidents, incidents and unsafe practices or working conditions to your site's Environmental Health and Safety department.
- ▼ Dispose of waste materials left over from our operations legally and in a way that meets our environmental standards.
- ▼ Support initiatives and behavior that reinforce our environmental sustainability initiatives.
- ▼ If you have any questions about the Company's requirements or expectations, talk with your manager or refer to the information located on the Vnet Safety page.

### IN CONTEXT

#### Spills and Releases

**You become aware of a chemical or biological spill or a release to the environment at your facility.**

You must notify both your manager and the site's Environmental Health and Safety department immediately so the appropriate spill response activities can be initiated. You need to do this even if you do not think the spill or release is significant or if you think someone else might be taking care of it.

## Drug- and Alcohol-Free Workplace

- ▼ Help ensure our workplace is free from the influence of any substance that could impair our ability to work safely and professionally.
- ▼ Always report to work free from the influence of alcohol or illegal drugs. Being impaired on the job has negative consequences on our productivity and could put employees, visitors and patients at risk.
- ▼ Never bring illegal drugs or medications that have not been properly prescribed to work, use them at work or give them to others.
- ▼ Promptly report any suspicions that a colleague or business partner may have illegal drugs or be under the influence of drugs or alcohol at work to your manager, a more senior manager, Human Resources, Legal, OBIE or the Vertex Alert Line.
- ▼ Contact Human Resources for more information regarding support options available to employees who may be struggling with substance abuse.

### IN CONTEXT

#### Authorized and Responsible Use of Alcohol

**Vertex may authorize the consumption of alcoholic beverages during a business related social activity, or you may attend a business meeting or conference on behalf of Vertex where alcohol is served.**

You are never required to drink alcohol at these events. If you do choose to consume alcohol, always use good judgment and consume moderate amounts. Even at off-site events, you are still a representative of the Company.

## Secure Workplace

- ▼ Follow all security rules and procedures at Vertex work sites, including those related to reporting potential security breaches.
- ▼ Never bring a weapon to work.
- ▼ Never say or do anything that would make someone feel threatened.
- ▼ Report any suspicious persons, threats of violence or any other safety or security concerns to Security or, in the absence of Security, your manager.
- ▼ In the event of an emergency, the Company may need to contact you. Keep your phone number and email on file with the Company up-to-date so you can be reached if necessary.



### ADDITIONAL REQUIREMENTS

Refer to the [Vnet Facilities Safety page](#) for additional guidance.

# WE PROTECT PERSONAL DATA

**Employee Data.** We respect our employees and the personal data they entrust to us. To that end, we only use employee data for legitimate business purposes and comply with all applicable laws and policies in our use, storage and sharing of such information. We view our employee data as highly confidential and safeguard it from improper use or transfer to unauthorized parties. We have a global Privacy Office that is dedicated to protecting personal data across the company, including employee personal data.

**Other Personal Data.** The personal data we hold extends beyond that of our employees – in fact, many aspects of our business, including our clinical trials and interactions with healthcare professionals, involve the collection and use of information that is uniquely personal. Any time we have data about an individual that could be linked back to that individual by us or others, we are committed to handling this data in a thoughtful way. When we use (or process) this personal data, we must comply with applicable laws as well as with our Global Privacy Policy.

## CALL TO ACTION

- ▼ Understand and follow all laws, policies and procedures that apply when you collect, use, store, share, delete or otherwise dispose of personal data. Remember, even data that has been stripped of direct identifiers, such as clinical trial data, is still considered personal data under many local laws and our Global Privacy Policy.
- ▼ Only access personal data for appropriate business purposes. If you need to share it, only share it with people who are authorized and if the recipient is external to Vertex, make sure you have appropriate contracts in place requiring the third party to protect the data and that you have reached out to GIS if security diligence is required.
- ▼ If you accidentally disclose personal data to an unauthorized person or entity, promptly report it to your manager, a more senior manager, Human Resources, Legal, OBIE or the Privacy Office ([privacy@vrtx.com](mailto:privacy@vrtx.com)). If you receive this type of report, you must promptly notify the Privacy Office. Failure to promptly report such a disclosure can itself be a violation of Vertex policy.
- ▼ If you become aware of an information security breach or an event that could lead to an information security breach that may make it possible for someone to gain unauthorized access to personal data, for example, a stolen laptop, report it to GIS, Legal or the Privacy Office ([privacy@vrtx.com](mailto:privacy@vrtx.com)) promptly.
- ▼ Understand that employees who intentionally disclose or misuse personal data will be held responsible and may face disciplinary action, civil penalties and criminal penalties.



## ? WHAT IS PERSONAL DATA?

It is any information that relates to an identified or identifiable individual, such as:

- First name or initial and last name
- Home, other physical address, telephone number
- Personal email address or online identifier associated with the individual
- Driver's license number, social security number or other government issued identifiers
- Employment, financial or health information
- A characteristic that is associated with the individual
- Any other information relating to an individual that is combined with any of the types of information listed above

**Note:** information can be identifiable even if not associated with a person's name (e.g., where the person has been assigned an ID number such as employee ID or clinical trial ID).

## ↑↑ IN CONTEXT

### "Identifiable" Data

**As part of your job, you maintain a spreadsheet that contains information about various individuals, including their ethnicity, age (including date of birth), income, city and gender. This information could be used to identify an individual, even without knowing the individual's name – either on its own or in combination with other information held by the Company.**

If the information COULD be used to identify a specific person, you need to treat it as personal data and protect it in accordance with our Global Privacy Policy. Your main concern should always be to protect the privacy of all personal data in your care – whether it is verbal, recorded, electronic or on paper.

## 📌 ADDITIONAL REQUIREMENTS

Different countries have different definitions of personal data and different expectations of how such information should be protected. Refer to the Company's [Global Privacy Policy](#) in the Vertex Policy Portal for additional guidance.



## WE ARE AN ETHICAL BUSINESS PARTNER

**We treat all of our suppliers and other business partners responsibly, ethically and respectfully.** We award business based on Vertex's best interests and promote diversity among our supplier base. In interacting with suppliers, we honor all confidentiality agreements and always strive to meet our contractual obligations.

### CALL TO ACTION

- ▼ Always follow Company policy and procurement procedures when selecting and working with our suppliers and business partners.
- ▼ Only award business and select suppliers based on Vertex's business needs.
- ▼ Never accept special favors or treatment from suppliers, other business partners or anyone who wants to do business with the Company.
- ▼ Never knowingly use a supplier that sells unsafe products or services, uses illegal child or forced labor, engages in tax evasion or does not operate in full compliance with the law and in a socially and environmentally responsible manner.
- ▼ Never intentionally mislead a supplier or make promises we know we cannot keep.
- ▼ Never share supplier prices, terms or other confidential information with competitors.
- ▼ Always protect the proprietary and personal data of our suppliers and business partners, and ensure our suppliers and business partners protect Vertex's proprietary information.

### IN CONTEXT

#### Supplier Negotiations

**You are evaluating proposals from several suppliers and the current supplier, whom you have known for many years, asks you what the lowest offer is so he can beat it to maintain the business. You know the supplier can perform the work based on past history and recognize that if this supplier provides the lowest price, it will be good for the Company.**

Since you have a working relationship with the supplier, you may feel it is acceptable to share pricing information. However, you must not divulge any specific pricing information. This is sensitive information that may only be shared after discussion with and approval from Legal.

## WE SUPPORT HUMAN RIGHTS

**Vertex respects and believes in the inherent rights and dignity of every person.** Vertex supports the principles established under the United Nations Universal Declaration of Human Rights which addresses equality of all human beings; right to life, liberty and security; personal freedom; and economic, social and cultural freedoms. We expect every employee to respect human rights in all countries where we do business.

### CALL TO ACTION

- ▼ Comply with laws and practices that prohibit illegal child labor; forced, bonded or indentured labor; involuntary prison labor; human trafficking and unfair wages and benefits.
- ▼ Promote the health, safety and equitable and respectful treatment of employees, without discrimination or harassment.
- ▼ Respect fundamental human rights and the dignity of every person.



## INNOVATION IS OUR LIFEblood

- **Innovate** in all aspects of our business. **Challenge the status quo.**
- **Find** new paths to **solve** difficult and important problems – both internally and externally.
- **Ask what's possible.** View challenges as opportunities.

## WE TRADE SECURITIES LAWFULLY

**At Vertex, we may know important Company information that the Company has not yet disclosed to the public.** We may also hear or see confidential information about another company in connection with our work at Vertex, even in the kitchen, the hallway or on someone's desk. Confidential information that reasonable investors would consider important in buying and selling securities is material non-public information. Using material non-public information for your personal benefit or passing it on ("tipping" it) to others who might use it to trade is illegal and violates the Company's Insider Trading Policy.

### CALL TO ACTION

- ▼ Comply with the Insider Trading Policy and consult with Legal if you have any questions about that Policy.
- ▼ Do not buy or sell securities of Vertex, or any other company, while in possession of material non-public information.
- ▼ Do not share material non-public information with anyone else, including colleagues, family members or friends. Do not even suggest a trade if you might have material non-public information.
- ▼ Follow any formal blackout restrictions and guidelines that apply to your transactions in Vertex securities.

### ? WHAT IS "MATERIAL NON-PUBLIC INFORMATION?"

Information about a company is considered material if there is a substantial likelihood that a reasonable shareholder would consider the information important in making a decision to buy or sell that company's securities.

Here are some examples of subjects, or Vertex's plans with respect to any of these subjects, that would generally be considered material to Vertex:

- Vertex's quarterly revenues, earnings or financial performance
- Significant information concerning the development of drug candidates, including clinical trial results and information
- regarding Company interactions with regulatory authorities, such as the US Food and Drug Administration or the European Medicines Agency
- A significant merger, acquisition, collaboration or other strategic transaction that involves Vertex
- A stock or debt offering, the establishment of a stock repurchase program, a decision to commence or terminate the payment of dividends, or other similar activities

# WE SAFEGUARD CONFIDENTIAL INFORMATION AND INTELLECTUAL PROPERTY

**The services and medicines created at Vertex are what drive our business forward.** If our confidential and proprietary information were to fall into the wrong hands, it could potentially do substantial damage to our business. We must all help to safeguard our information and protect Vertex's intellectual property, which embodies the innovation behind our services and medicines. Similarly, we should also protect and respect intellectual property that belongs to others.

## CALL TO ACTION

### Confidential and Proprietary Information

- ▼ Comply fully with the requirements of any agreement you signed with Vertex related to confidential and proprietary information or intellectual property.
- ▼ Share confidential information only with colleagues who need to know the information to perform their jobs.
- ▼ Do not discuss or work with confidential information where others might overhear or see it, for example, on airplanes or in elevators, taxi cabs or hotel lobbies.
- ▼ While there are many good reasons to exchange information with outsiders, before you share confidential information with them, check with your manager or Legal to make sure you are authorized to do so and that any agreement we need is in place and followed.
- ▼ Respect the confidential information of others, including competitors and business partners – this includes honoring any confidentiality agreements we sign.
- ▼ Remember that your confidentiality obligations continue even if you leave the Company. Return all Vertex information and records in any form to the Company before you leave and avoid inappropriately disclosing or sharing Vertex's confidential information or intellectual property, including with your new employer.
- ▼ Take care when using electronic means for processing, storing and sending information.
- ▼ Dispose of confidential or proprietary information properly when it is no longer needed.
- ▼ Be cautious of telephone or email requests from third parties or unknown persons seeking information (e.g., "phishing" or "spear phishing").

## ? WHAT IS CONFIDENTIAL AND PROPRIETARY INFORMATION?

Confidential and proprietary information can come in many forms, including pricing, strategies, employee information, formulas, data or patterns. It can be on paper or in electronic format. Anything we use in our business that gives Vertex a business advantage should be considered confidential.

## IN CONTEXT

### The Hot Tip

**A former co-worker tells you about recent successes in a clinical trial at her company. She says this is big news and that patients and the stock market will be very excited about it.**

This is material non-public information. Since you know it, you must not trade in the stock of the company that is conducting the clinical trial until the information has been released to the public.

## ADDITIONAL REQUIREMENTS

Refer to our [Insider Trading Policy](#) in the Vertex Policy Portal for additional guidance.



## IN CONTEXT

### Inside the Office

**You have just completed a meeting in a Company conference room where your team discussed a new research project. Your team has used the whiteboard to work through the project plan. You also notice that some confidential reports have been left on the table.**

We often work with confidential information that is only shared with colleagues who need to know the information for their own work. We need to protect the confidentiality of this information even inside the Company. For example, remember to clean boards in conference rooms when you are done, secure lab notebooks during tours and use our shredding bins to dispose of confidential information.

### Out of the Office with Colleagues

**From time to time you may find yourself in public places with people from Vertex, such as restaurants and conference centers.**

We encourage good working relationships among colleagues. However, never discuss Vertex's confidential information in places where you could be overheard by others. If you must discuss confidential information, choose a suitable location where the conversations cannot be overheard and make sure your colleagues have a business need to know the information. Follow the same general guidelines when you are working in public places so that you protect the information in papers or on your computer screen from those who are not authorized to see it.

## Intellectual Property

- ▼ Seek guidance from Legal on the proper use of intellectual property. Intellectual property includes patents, trademarks, service marks, copyrighted material and trade secrets.
- ▼ Protect our intellectual property from misuse and respect the intellectual property of others.
- ▼ Consistent with your obligations to the Company, if you create or invent things as part of your job, understand and help Vertex follow the steps required to protect the intellectual property that results from your work.
- ▼ Contact Legal if you believe that someone is copying or misusing our intellectual property.

## WE KEEP ACCURATE BOOKS AND RECORDS

**Accurate records are critical to making sound business decisions.** Similarly, investors, government agencies and the broader public rely on the accuracy and transparency of our statements, including our financial disclosures. Vertex's records are also critical in protecting and defending our intellectual property. Recognizing this, our books, records and accounts must correctly reflect all transactions and activities in accordance with applicable laws, regulations, standards, policies and procedures. Each of us must create, maintain and dispose of Company records in a way that protects the integrity of the information.

## CALL TO ACTION

### Honesty and Transparency

- ▼ We provide full, fair, accurate, timely and understandable disclosure in reports and documents that we disclose to our investors. The same is true of any information we file with, or submit to, regulatory agencies, such as food and drug regulators and securities regulators, or publicly disclose in other communications.
- ▼ Be sure that all information and documents you prepare, process or approve are accurate, complete and on time and comply with applicable laws, standards and procedures.
- ▼ Think before you speak or write, always being careful to be accurate and transparent in what you say or write in your job. Remember that what you say electronically may continue to exist, even if you think it is deleted.
- ▼ Never falsify a record, or conceal or state something that you know is not true.
- ▼ Never falsify data or data research reports.
- ▼ Never provide false quality or safety reporting information.

## ? WHAT ARE SOME TYPES OF BUSINESS RECORDS?

- Test results
- Laboratory reports and notebooks
- Manufacturing records
- Safety records
- Contracts
- Financial reports
- Expense reports
- Invoices
- Time records
- Business plans
- Reports for regulatory agencies
- Invention disclosure forms
- Employee records

## Financial Integrity

- ▼ Never fail to record or disclose funds or assets that should be recorded.
- ▼ Do not make a false claim or entry on an expense report, time sheet or any other report.
- ▼ Always record sales accurately and in the correct period.
- ▼ Never understate or overstate known assets and liabilities.
- ▼ Ensure accurate and truthful tax obligations and payments to all jurisdictions as required by law.
- ▼ Make sure that the information regarding Company transactions that you use or provide in your job is accurate and not misleading.

## Internal Controls

- ▼ Never attempt to bypass the internal controls and procedures we have in place to ensure our records are accurate and complete, even if you think it would be harmless or time saving.
- ▼ Cooperate with any investigations undertaken by internal or external auditors and be truthful in any discussions you have with them.

## Information Management

- ▼ Be familiar with the record management policies that apply to your job and remember that they apply to records and information in any format, including electronic and hard copies.
- ▼ Keep documents and records you create or receive in accordance with our document retention program.
- ▼ Follow instructions you receive from Legal to retain documents, such as required holds in ongoing or anticipated litigation and government investigations or audits.
- ▼ Delete or dispose of business records that do not have a useful business purpose when and how our policies require you to do so.
- ▼ Never hide or destroy records to avoid disclosure in legal or government proceedings.

## IN CONTEXT

### Crunch Time

**Your department has been extremely busy and you are short staffed. You are approaching the end of the quarter and you are afraid that you simply do not have time to gather the support needed to determine your expenses and liabilities for the quarter.**

It is essential that the information we provide the Accounting department is complete and accurate. The Company requires accurate records to document the basis for the numbers in our quarterly financial statements. Explain the situation to your manager and, if necessary, senior management within the Company to ensure that you have the resources required to finish the financial period with accurate records.

### It Will Help Us Meet Our Numbers

**Your colleague tells you that she plans to engage a vendor to provide services without receiving an approved purchase order. She is going to get the work started and plans to open the purchase order in the next quarter so her team will make their numbers this quarter. She says the numbers are not wrong – just delayed – and that it is not a big deal.**

You should explain to her that this is not how we do business at Vertex – she must have a purchase order in place before the vendor begins providing services. If there are change orders to the vendor's work, they need to be approved in a timely fashion. This helps ensure that Accounting and others are aware of the financial obligations to which the Company is committed.

## WE COMMUNICATE RESPONSIBLY

**We should all strive for effective, accurate and appropriate communication.** This helps minimize misunderstandings and helps us achieve our business goals effectively and efficiently.

Further, as a publicly traded company, we are subject to – and follow – specific rules and guidelines about how and when we communicate certain types of information about Vertex to the financial community and to the public.

## CALL TO ACTION

### Communications on Behalf of the Company

- ▼ Only designated individuals are authorized to represent the Company's views and handle inquiries from investors and the media. Other employees should avoid statements, including postings on social media, when it might appear that you are speaking on Vertex's behalf.
- ▼ Do not make statements to the media about Vertex and our business unless you have been specifically authorized to do so.
- ▼ Refer media requests and questions from investors or the financial community to Corporate Communications or Investor Relations, as appropriate.

## IN CONTEXT

### The External Influencer

**You get a call from someone you know in the press, the financial community or the healthcare industry who is looking for some information about our business, people or business partners. The questions are pretty simple and you would like to help.**

Unless you have been specifically authorized to speak, you should refer him to the appropriate Vertex representative and politely decline to answer his questions. Remember that you represent Vertex in all you do with and for the Company.



## IN CONTEXT

### The Bad Trip

**You are on a business trip and have been working late every night. The food on-site is terrible and the project is stalling. You are tempted to tweet about your day and your frustrations.**

Before you do anything, remember that the business partners you are working with on this project may see what you tweet. How would they react? Posting on social media is like sending an email to a million people, even if you think you are posting something to a limited group. As you would in any other public forum, stop and think about what you are saying and exercise discretion, thoughtfulness and respect for your colleagues and business associates.

### It's All Wrong!

**You see untrue information about our medicines or business activities in postings on the internet or see confidential information that you recently learned in an internal business meeting.**

You should not respond to either of these types of postings. Instead, bring them to the attention of Legal or OBIE.

## Social Media

- ▼ Understand that while many may view social media activity as personal business, these activities can impact Vertex.
- ▼ Use common sense and sound judgment and abide by Vertex's values and policies when using social media and other internet-based communication tools.
- ▼ Keep current on the rules and policies that apply to your use of social media since technologies are dynamic and the rules and policies are evolving and may change.
- ▼ Never discuss or disclose confidential Company information on social media sites (such as Facebook and Twitter, internet bulletin boards, chat rooms or blogs) even if you think you are only speaking to another Vertex employee or you think you are doing it anonymously.
- ▼ Remember that the Company reserves the right to determine whether a particular social media presence or posting violates our policies and to take appropriate steps to ensure compliance with our policies and applicable laws.
- ▼ Refer to our [Global Social Media Policy](#) in the Vertex Policy Portal for additional guidance.

## WE PROTECT OUR RESOURCES

**We are all responsible for the appropriate use and protection of the resources entrusted to us by the Company and our colleagues, suppliers and business partners.** By effectively maintaining and protecting our assets, we are able to transform ideas into value for patients and other stakeholders.

## CALL TO ACTION

### Safeguarding Our Assets

- ▼ Protect all assets against theft, loss, damage or misuse.
- ▼ Do not take or use Company assets for personal benefit or the benefit of others.
- ▼ Do not engage in personal activities during work hours that interfere with your job responsibilities.
- ▼ Never use Company computers or equipment for outside businesses or unethical activities.
- ▼ Do not remove Company property from our facilities, other than laptops and similar equipment you routinely use when you work offsite, unless your manager has authorized you to do so.
- ▼ Protect the assets provided to us by business partners as if they were our own and comply with all applicable contractual obligations.
- ▼ Promptly report any theft of assets to your manager, a more senior manager, Human Resources, Legal or OBIE.

## ? WHAT ARE SOME EXAMPLES OF COMPANY ASSETS?

- Facilities
- Equipment
- Cash and other funds
- Hardware
- Software
- Information systems
- Mobile devices
- Information and records
- Intellectual property



## Electronic Resources and Technology

- ▼ Use Vertex's communication and information resources (such as our computers, software, email and intranet and the internet) responsibly and for business purposes only.
- ▼ Any personal use must be limited, not interfere with work and not be connected to an outside business.
- ▼ Remember that all data on Vertex computers, including emails sent or received on the Vertex network, is Vertex property and is not private, except as required by local law. Keep in mind that Vertex has the right, subject to local law, to access and review all records and communications created with or using Company resources.
- ▼ Secure your user accounts and passwords and do not share them with others.
- ▼ Never use Vertex resources to send, receive or access electronic information that could be seen as illegal, sexually explicit, harassing, offensive or otherwise reflect poorly on Vertex.
- ▼ Do not install or use a computer file or software that interferes with the Company's information resources, is not licensed by Vertex or not approved by management.
- ▼ Do not use approved software in a way that does not comply with the applicable license or copyright agreement.

### IN CONTEXT

#### When You Are Off-Site

**Your business meeting has run too long and you are late meeting a friend for dinner. You leave your laptop bag, which contains your computer and a confidential report, in the back seat of your car.**

When you are away from your worksite, you must properly secure your Vertex equipment at all times. Failing to do so is a violation of our policies. This is particularly important to remember when you are traveling on Company business. Always keep our confidential information safe and secure, lock equipment like laptops when storing them out of the office – out of sight whenever possible – and never log onto public networks.

### ADDITIONAL REQUIREMENTS

Refer to our [GIS Global Information Security Policy](#) and [GIS Global Acceptable Use and Communication Policy](#) in the Vertex Policy Portal for additional guidance.

## WE CONDUCT SCIENTIFIC RESEARCH APPROPRIATELY

In our pursuit to discover, develop and deliver innovative therapies for serious human diseases, we conduct basic and applied scientific research. The ethical principles of Respect, Excellence and Integrity guide how we conduct scientific research. Respect means holding the source and subject of any human or animal materials or human genetic information in high regard. Excellence refers to the unbiased application of the scientific method and of relevant professional standards. And finally, the integrity of our scientific research relies on the honesty, accuracy, objectivity, and traceability of our research methods and data.

### CALL TO ACTION

- ▼ Adhere to the highest ethical, scientific, and professional standards in the conduct of scientific research.
- ▼ Understand and follow applicable laws, regulations, codes of professional responsibility and policies related to the conduct of scientific research.

### ADDITIONAL REQUIREMENTS

Refer to our [Policy for the Ethical Conduct of Scientific Research](#) in the Vertex Policy Portal for additional guidance.



## OUR UNCOMPROMISING COMMITMENT TO PATIENTS

- Never forget that **patients are at the center** of everything we do.
- **Be relentless** in our pursuit to get our medicines to patients.
- Make the **responsible and ethical** choice every time. Patients and their families are counting on us to do the right thing.

## WE INTERACT WITH PATIENTS APPROPRIATELY

You may, through your work at Vertex, have the opportunity to meet and interact with patients. Remember that you are an ambassador of the Company at all times and that you are expected to demonstrate professionalism, even in off-hours.

### CALL TO ACTION

- ▼ Follow Vertex's policies and guidelines on how to appropriately interact with patients at meetings or events.
- ▼ When you interact with patients, do not discuss our products or attempt to influence their beliefs or opinion about our products.
- ▼ Never provide patients with any medical advice.

### ADDITIONAL REQUIREMENTS

Refer to our [Global Guideline for Interactions with Patients and the General Public at External Events](#) in the Vertex Policy Portal for additional guidance.





# WE REPORT PRODUCT SAFETY-RELATED CONCERNS

**It is crucial that we report all product safety-related concerns.** Submitting reports of adverse events, product complaints, pregnancy exposures and other safety information are important actions that helps improve our understanding of a product. Vertex has a continuing responsibility to conduct recurring reviews of information learned from reporting, which may inform the safety profile and improve our product communications which are especially important to healthcare professionals and patients.

We must report all adverse events, product complaints, pregnancy exposures and other safety information when we become aware of them, consistent with our Adverse Events and Product Complaint Reporting Policy. These obligations apply even if the details we have about them are incomplete, no matter how we learn them or how severe the event appears. We must still report, even if we are unsure whether the situation is actually an adverse event or product complaint.

## CALL TO ACTION

### What to Report

- ▼ Be aware of and report all adverse events. An adverse event can occur when someone has an undesirable experience with one of our medications. These types of safety-related events can include when someone:
  - Experiences an unexpected side effect from a medication
  - Experiences a lack of effect from a medication
  - Misuses or abuses a medication or
  - Is exposed to a medication during pregnancy or lactation
- ▼ Recognize and report all product complaints. Product complaints are any inquiry or dissatisfaction with the identification, strength, quality or purity of a released drug product or medical device.
- ▼ Provide the following information for each adverse event or product complaint:
  - Patient identification (gender, initials and date of birth)
  - A description of the adverse event, product complaint, pregnancy exposure or other safety information
  - The product name and strength
  - Your contact details

## WHAT ARE SOME EXAMPLES OF PRODUCT COMPLAINTS THAT I NEED TO WATCH FOR AND REPORT?

Product complaints can include:

- A pill that appears discolored or broken in the packaging
- Faulty packaging such as a broken seal or incomplete label or illegible print on the label
- Foreign objects in the package or bottle
- Label and contents do not match

### When to Report

- ▼ All adverse events and product complaints must be reported within one business day of receipt.

### How to Report

- ▼ In North America, use any of the following resources:
  - Vertex Call Center: 877-634-VRTX (8789)
  - Email: [medicalinfo@vrtx.com](mailto:medicalinfo@vrtx.com)
  - Website: [www.vertexmedinfo.com](http://www.vertexmedinfo.com)
- ▼ In all other locations, use any of the following resources:
  - Vertex Call Center: +35 317-617-299
  - Email: [vertexmedicalinfo@vrtx.com](mailto:vertexmedicalinfo@vrtx.com)
  - Website: [www.vertexmedinfo.com](http://www.vertexmedinfo.com)

## KEEP IN MIND

Keep the following in mind to help us ensure the quality of our products and the safety of patients:

- **Be Alert:** Recognize potential product complaints and adverse events.
- **Collect Information:** Get as much information as you can to report potential product quality complaints and adverse events.
- **Speak Up:** Report any potential product quality complaints or adverse events when you become aware of them.

## IN CONTEXT

### A Friend's Child

**You are visiting a friend whose child recently started taking one of our medications. The child exhibits symptoms that may be side effects from the medication, but you are not sure.**

As an employee of Vertex, you are obliged to promptly report any suspected adverse event once you learn of it, no matter the source of the information, whether it is from a healthcare professional, a colleague, a friend or even someone that you just met.

## ADDITIONAL REQUIREMENTS

Refer to our [Adverse Events and Product Complaints Reporting Policy](#) in the Vertex Policy Portal for additional guidance.

## WE FOLLOW GOOD OPERATING PRACTICES

**Patients and the healthcare community expect Vertex to provide medicines that are safe and effective.** We have committed to this responsibility by instituting a continuous quality approach to our business operations and embedding quality principles, applicable laws and good practices within our products' lifecycles. We strictly comply with and continuously maintain adherence to practices, requirements and the quality management system. Each of us must do our part to ensure that our products are created, stored and distributed in ways that always meet our quality standards.

### CALL TO ACTION

- ▼ Comply with all quality control standards and testing procedures to ensure that our medicines meet our quality requirements and government standards.
- ▼ Strictly follow our operating procedures and get approval for any deviations.
- ▼ Be accurate and complete when you enter, record or report technical information and data.
- ▼ Never issue false, misleading or incorrect research data or certifications.
- ▼ Never change product or service specifications, unless it is permitted by regulation or commercial practice.
- ▼ Continue to look for new ways to add value for patients and Vertex, applying innovation to improve products for patients and our production processes.
- ▼ Complete training in a timely manner.

### IN CONTEXT

#### The Incomplete Checklist

**You are busy and forget to complete a few items listed on a raw materials vendor site audit checklist. It is only a few items. Does it matter?**

You must not make any false or artificial entries in any Company books or records. It is important that you spend the time needed to verify that the information in the audit records is complete and accurate. Talk to your manager about the situation so it can be fixed.

## WE CONDUCT CLINICAL RESEARCH APPROPRIATELY

**As a patient-centered organization, we have the highest respect for the patients who choose to participate in our clinical trials to help us deliver medicines of the highest quality to people who need them.** We are committed to ensuring their safety, health and well-being and to having the highest ethical, scientific and clinical standards in all of our research endeavors.

### CALL TO ACTION

- ▼ Comply with all laws, regulations and cultures of the countries in which our studies are conducted relating to our clinical trials and our treatment of volunteers.
- ▼ Ensure that we continue to meet international expectations on how we treat patients participating in our studies.



# WE PROMOTE OUR PRODUCTS FAIRLY AND ETHICALLY

We respect the clinical decisions healthcare professionals make about how to treat the patients who trust them. These decisions must be free from any inappropriate commercial influence. We are committed to discussing our products and services based on patient need and in a balanced, transparent manner, grounded in medical and scientific fact. Our commercial programs must aim to provide balanced, objective and scientific information about our medicines to healthcare professionals so that they can make informed treatment recommendations for their patients.

## CALL TO ACTION

### Fair and Balanced Statements

- ▼ Ensure that all promotional communications regarding our products are consistent with their labeled intent.
- ▼ Always be completely truthful when promoting our products and never mislead anyone about their risks and/or benefits.
- ▼ Do not make unfair comments about competitors' products.
- ▼ Always comply with Vertex policies and procedures on labeling, promotional programs, product samples and other marketing activities.

### Interactions with Healthcare Professionals

- ▼ Make sure that your interactions with healthcare professionals, including promotional and marketing activities related to our medicines, comply with all applicable laws, policies and procedures and are consistent with Vertex's values as well as the fundamental distinction between medical and commercial activities.
- ▼ Collaborations with healthcare professionals, such as conducting research or hiring healthcare professionals to serve as speakers, advisors and consultants, must be transparent, properly

### IN CONTEXT

**The Rules Are Not the Same**  
**You are traveling on business outside of your home country and plan to meet with healthcare professionals there.**

Remember that the specific rules that apply to our communications and activities may differ by country or location. You will need to review the specific Vertex policies that apply to your interactions with the healthcare professionals you will meet on your trip.

documented, free from inappropriate influences and consistent with Vertex's values.

- ▼ Only engage healthcare professionals when there is a clear, legitimate business need and ensure that the fees they are paid are consistent with applicable law and our policies and processes.
- ▼ Do not attempt to inappropriately influence the judgment of a healthcare professional to buy a Vertex product or take any action that could be seen as trying to buy their business or influence their judgment.



### IN CONTEXT

**It Would Help Sales**  
**You are a sales representative. You are talking with a healthcare professional about our products. You are impressed with her knowledge and professionalism. You think that the Company would benefit if she worked as a Vertex consultant. What can you say or do?**

You can give input internally on whether a healthcare professional you work with might be a suitable consultant, but you must never offer a consulting or speaking arrangement directly to a healthcare professional or try to influence the selection process. We will never select a consultant on the basis of the consultant's product usage volume or value of business with our Company.

### ADDITIONAL REQUIREMENTS

Refer to our [Global Policy on Interactions with External Stakeholders](#) and associated local procedures in the Vertex Policy Portal for additional guidance.

## OUR COMMITMENT TO OUR COMMUNITIES

**We are committed to operating a responsible and sustainable business, and being a good partner in the communities where we live and work.**

We manage and measure our environmental, social and economic impacts and support our communities.

### CALL TO ACTION

- ▼ Comply with Company procedures related to providing outside organizations with charitable donations, grants or sponsorships.
- ▼ Respect all applicable laws and industry requirements pertaining to the role that companies may play – or cannot play – in medical education programs.
- ▼ Direct physicians and others who seek support from the Company to the grants portal on our website for information.
- ▼ Consider how your actions can contribute to our environmental sustainability objectives.
- ▼ Make a positive impact in our local communities by participating in Vertex Volunteers opportunities and other activities.

## CODE ADMINISTRATION

### OVERSIGHT AND ADMINISTRATION

The OBIE Committee provides general oversight of the Code. The Committee is a cross-functional group made up of senior leaders from various functions, including Human Resources, Legal, Regulatory, Finance/Accounting, Medical Affairs, Government Affairs and Public Policy, Quality, Research & Development, Corporate Communications, Commercial and OBIE departments. The Chief Compliance Officer, together with our General Counsel and the Chair of the Audit and Finance Committee of the Vertex Board of Directors, provides additional oversight. The Chief Compliance Officer provides regular updates to the Board of Directors about compliance at Vertex.

You can find the contact information for the Chief Compliance Officer on the [Vnet OBIE page](#).

### WAIVERS

Vertex does not typically grant waivers of any Code guidelines but may grant a waiver in limited and compelling circumstances.

You must submit a waiver request to the Chief Compliance Officer before you take any action that might otherwise violate the Code. The Chief Compliance Officer will work with the General Counsel and decide if a 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 disinterested, independent directors of the Vertex Board of Directors or a majority of the disinterested members of the Audit and Finance Committee. Any waiver granted to the Company's Chief Executive Officer, Chief Financial Officer or Controller must be reported to the public as required by applicable law or regulation.



## RESOURCE SUMMARY

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### WHERE CAN I FIND THE COMPANY'S POLICIES AND PROCEDURES?

You can find policies and procedures with more detailed information on topics discussed in the Code in the Vertex Policy Portal or by contacting OBIE.

### HOW DO I RAISE A QUESTION OR CONCERN ABOUT COMPLIANCE AT VERTEX?

Vertex encourages you to ask questions about compliance at Vertex and to report concerns.

We enforce a strict policy prohibiting retaliation for reporting a concern or suspected misconduct in good faith.

You can speak with:

- ▼ Your manager or a more senior manager
- ▼ Your Human Resources Business Partner
- ▼ Legal
- ▼ OBIE

You can find the contact information for the Chief Compliance Officer on the [Vnet OBIE page](#).

You can also call or raise your question or concern using the Vertex Alert Line, which depending on your location, can be anonymous. Contact the Vertex Alert Line at [vertexalertline.com](https://vertexalertline.com) or use the toll-free telephone numbers for our locations that are listed on that site.

All of these resources are available to you and will be as confidential as possible.

### HOW DO I REPORT AN ADVERSE EVENT, PRODUCT COMPLAINT OR PREGNANCY EXPOSURE?

We must report all adverse events, product complaints and pregnancy exposures when we become aware of them, and even if the details we have about them are incomplete, consistent with our Adverse Events Reporting Policy. You can make your report as follows:

#### ▼ In North America

- Vertex Call Center: 877-634-VRTX (8789)
- Email: [medicalinfo@vrtx.com](mailto:medicalinfo@vrtx.com)
- Website: [www.vertexmedinfo.com](https://www.vertexmedinfo.com)

#### ▼ In all other locations

- Vertex Call Center: +35 317-617-299
- Email: [vertexmedicalinfo@vrtx.com](mailto:vertexmedicalinfo@vrtx.com)
- Website: [www.vertexmedinfo.com](https://www.vertexmedinfo.com)

