



SUPPLIER CODE OF CONDUCT

FOR THIRD PARTIES SUPPORTING VERTEX

ABOUT VERTEX PHARMACEUTICALS

Vertex Pharmaceuticals Incorporated is a global biotechnology company that invests in scientific innovation to create transformative medicines for people with serious diseases. The company has approved medicines that treat the underlying causes of multiple serious diseases. Vertex also has a robust research and development pipeline of investigational therapies across a range of modalities for serious diseases where it has deep insight into causal human biology. At the end of 2024, this included cystic fibrosis, sickle cell disease, transfusion-dependent beta thalassemia, acute and neuropathic pain, APOL1-mediated kidney disease, IgA nephropathy, primary membranous nephropathy, autosomal dominant polycystic kidney disease, type 1 diabetes and myotonic dystrophy type 1.

Vertex was founded in 1989 and has its global headquarters in Boston, with international headquarters in London. Additionally, the company has research and development sites and commercial offices in North America, Europe, Australia, Latin America and the Middle East.

Our Approach

At Vertex, we invest in scientific innovation to create transformative medicines for people with serious diseases with a focus on specialty markets.

Our Values

It's not just about what we do, but how we do it. Our values are our bedrock and combined with our culture have enabled us to achieve our goal of creating transformative medicines for serious diseases. Our four values are: Uncompromising Commitment to Patients; Innovation is Our Lifeblood; Fearless Pursuit of Excellence; and "We" Wins. Please visit www.vrtx.com to read more about our values.



At Vertex, we recognize that enabling and fostering strong supplier partnerships is critical to our success. Patients rely on Vertex to develop, produce and distribute our medicines on a reliable and dependable basis. They expect us to continually challenge ourselves to find new solutions and innovative approaches that will result in transformative therapies for serious diseases. In turn, we need the same drive and commitment from our suppliers. Vertex is dedicated to the highest standards of ethical behavior and to economic, social and environmental sustainability. As such, we will select and engage with suppliers that share our focus and implement high quality standards. This Code outlines the expectations we have of our suppliers.

— Connie Walters, VP Strategic Sourcing

OUR EXPECTATIONS OF SUPPLIER PARTNERS ARE OUTLINED WITHIN THIS CODE

We are a member of the [Pharmaceutical Supply Chain Initiative \(PSCI\)](#), a group of pharmaceutical and health care companies that share a vision of better social, health, safety and environmental outcomes in the communities where we buy. We support the [PSCI Principles for Responsible Supply Chain Management](#) that set the standard for human rights, ethics, labor, health and safety, environment and related management systems. We expect our supplier partners to have management systems in place that demonstrate their commitment and accountability to follow these principles. Furthermore, we look for supplier partners who strive for continuous improvement in adherence to this Supplier Code of Conduct.

These guidelines are not intended to replace, supersede or conflict with any contractual obligation with Vertex nor with any applicable legal and/or regulatory requirement. We hope this document provides you with a better idea of who we are and how we want to conduct business to ensure a lasting and mutually beneficial relationship.





ETHICS

Conflict of Interest

- Proactively inform Vertex immediately in writing of any actual or potential conflicts of interest relevant to your performance in support of Vertex or failure to abide by the requirements set forth in our Supplier Code of Conduct.

Business Integrity And Fair Competition

- Ensure a strict zero-tolerance policy prohibiting the acceptance or offering of bribes or other forms of corruption, including any actions that could be construed as bribes, meant to influence business decisions. This includes gifts, money, hospitality, grants, scholarships, service arrangements or other forms of payment/incentive, whether provided directly or indirectly, that could be seen as an attempt to compromise or improperly influence a business decision for your own organization or Vertex.
- Have a zero-tolerance policy prohibiting criminal facilitation of tax evasion and immediately notify Vertex of actual or suspected activity.
- Openly and willingly comply with Vertex's risk assessment and qualification processes, including anti-corruption/anti-bribery and reputation due diligence, which may occur prior to and throughout our business relationship. This may include on-site audits to assess and verify that our specific product or service requirements are being met (which may include review of control systems, quality plans, specific capabilities, operating policies and supporting documentation).
- Conduct business consistent with fair and vigorous competition and in compliance with all antitrust laws. Employ fair business practices that include accurate, transparent, and truthful advertising and pricing.
- Never mislead or make promises you cannot keep in order to obtain or maintain our business.
- Instill a culture of adherence to compliance and safety in all aspects of your business including all applicable international, country/ federal/ national, state/provincial, and local laws, regulations, industry codes, standards, and government agency requirements.
- Comply with all applicable trade regulations, including licensing requirements, embargoes, and/or other trade restrictions that have been approved by national and international authorities.
- Be familiar with, and fully comply with, all applicable Vertex policies, procedures, and guidance. If unsure, then proactively inquire.
- Proactively inform Vertex immediately in writing of any actual or potential regulatory and/or statutory noncompliance incident.

Confidentiality, Intellectual Property Protection And Insider Trading

- Abide by commitments to maintaining confidentiality and intellectual property protection as defined in our agreements, including limiting access to Vertex's information to only those employees who need to know it to perform their work on Vertex's behalf. This includes having clear and robust processes in place to safeguard such information including training to ensure employees understand these expectations and preventing access in places where others who are not authorized to access such information may see or overhear it.
- Vertex respects the confidential information and intellectual property of others and expects you to do the same.
- Given Vertex is a publicly traded company, it is expected that you will prohibit employees from transacting in Vertex shares while in possession of material nonpublic information about Vertex. Information is material if there is a substantial likelihood that a reasonable investor would consider such information important in making an investment decision whether to buy or sell securities. This includes a prohibition of sharing such information for personal gain and/or gain of others.



Data Privacy and Security

- Abide by commitments under our agreements to protect the confidentiality, security, availability, and integrity of Personal Data, as that term is defined in our agreements. This includes having clear processes in place to safeguard Personal Data, including conducting regular trainings to ensure employees understand these expectations, and only processing Personal Data in the specific geographic locations allowed under our agreements.
- Comply with all laws and regulations related to data privacy, data protection, and information security. Only use Personal Data as necessary to provide services to Vertex and consistent with your agreements with us. Only share Personal Data with authorized third parties, such as subcontractors, as part of providing your services to us or at our direction. Similarly, you should not share any third-party data with Vertex that has not been expressly permitted by the party providing such data or is not already in the public domain. If any use or disclosure of Personal Data occurs for any other purpose than what is permitted under our agreements, including accidental use or disclosure, it must be reported to privacy@vrtx.com immediately.
- Notify Vertex of the proposed use of any new subcontractor who will process Personal Data, following the timelines and processes required in our agreements.
- Ensure effective and appropriate technical and organizational security measures are implemented and maintained to safeguard all such Personal Data covered under data privacy, data protection, and information security laws and regulations and ensure that your subcontractors do the same. Any Security Incident, as that term is defined in our agreements, involving a system that stores or otherwise processes our Personal Data must be reported to privacy@vrtx.com and cybersecurity_incidents@vrtx.com without delay and in accordance with the timelines specified in our agreements.
- Appropriately train all your employees who have access to Personal Data to ensure the protection of this data. Also, all access to Personal Data must be limited to only those with a direct need to know to perform their job on behalf of Vertex. Your employees and authorized third parties must only access the minimum amount of Personal Data necessary to accomplish the task(s) required to provide the services under our agreements.
- When Personal Data is no longer necessary for doing business with Vertex, proactively contact us within the timelines specified in our agreements so that Vertex can determine whether you should return such information or certify its secure destruction.
- Follow Vertex's Global Privacy Policy, as well as any other Vertex policy or standard related to the processing and security of Personal Data that Vertex provides to you under relevant agreements.

Product Protection and Quality

- Work diligently to ensure the integrity of our products is maintained throughout all points in our supply chain.
- Immediately contact Vertex in the event of any incident related to counterfeit, tampered, mislabeled, and/or illegally traded Vertex products and support any related investigation.
- Ensure procedures are in place, and workers are properly trained to monitor and track Vertex products when under your control.

Patient Safety and Access to Information

- Ensure that adequate management systems are in place to minimize the risk of adversely impacting the rights of patients, subjects, and donors, including their right to access information directly.
- Adverse events (AE), product complaints (PC) or Other Safety Information (including pregnancy exposures) associated with the use of a Vertex product can be reported to Vertex via phone or email as outlined [on our website](#).

Research Ethics

- A humane approach must be adopted in the care and treatment of all animals used in research studies, consistent with meeting the necessary scientific objectives. Alternatives to animal use should be used whenever scientifically valid and acceptable to regulatory agencies.
- Ensure all research and development work conducted on behalf of Vertex is performed to the highest ethical standards and is fully compliant with all statutory laws, regulations, and internationally recognized standards applicable to the work being performed.





HUMAN RIGHTS

- Do not engage in any forms of forced slavery including bonded, indentured or prison labor. Employees should be free to leave their employer at their own discretion.
- Under no circumstances shall child labor be employed.
- Any discrimination in hiring, training, promotion, compensation or other area based on any protected class/characteristic must be prohibited.
- Treat your people fairly, equally and with respect. Do not tolerate abuse or harsh treatment of any kind including sexual harassment, sexual abuse, mental or physical coercion or verbal abuse, including the threat of such treatment.
- Ensure your human resources practices reflect inclusion, diversity and fairness within the workplace.
- Work hours must be in compliance with country regulations. Furthermore, payment to employees shall be in compliance with applicable wage laws including minimum hourly and overtime wages as well as mandated benefits. Communicate with your employees the basis on which they are compensated in a timely manner, including whether overtime is required and the corresponding overtime wages.
- Employees shall be able to freely communicate with their supervisors regarding their working conditions and compensation or to voice other concerns without the fear of retribution, intimidation, termination or harassment. You shall respect the rights of workers, as set forth in local laws, to associate freely.
- You shall respect the rights of the local communities around your sites, including the right to a clean and healthy environment.

HEALTH AND SAFETY

- You shall protect workers from over-exposure to chemical, biological and physical hazards. Appropriate equipment, facilities and services shall be provided to support worker safety, health and wellbeing.
- If your operations include handling and/or working with hazardous materials, chemicals, or other potentially harmful products, ensure that employees are properly trained, and that safety information material related to such products and their potential risks are readily available for affected employees.
- Have an active health and safety program that includes training programs and emergency response plans for employees and ensure its implementation.

ENVIRONMENT

- Have systems in place to ensure the safe handling, movement, storage, disposal, recycling, reuse or management of waste, air emissions and wastewater discharges. Any waste, wastewater or emissions with the potential to adversely impact human or environmental health shall be appropriately managed, controlled and treated prior to release into the environment. This includes managing releases of active pharmaceuticals into the environment.
- Ensure all emissions to air, water and land are in compliance with all laws and regulations. Proper management of all effluents, emissions, and solid waste are to be documented in an Environmental Health and Safety Plan.
- Monitor and aim to reduce greenhouse gas (GHG) emissions and encourage your suppliers to do the same.
- Strive for circularity by designing out waste, taking measures to improve efficiency and reduce the consumption of resources, favoring renewable and sustainable sources, and taking measures to reuse and recycle.
- Have systems in place to prevent and mitigate accidental spills and releases to the environment and adverse impacts on the local community.
- Work to understand impacts on biodiversity, reducing and mitigating footprint wherever possible.

GOVERNANCE AND MANAGEMENT SYSTEMS

Emergency Preparedness and Response

- As a best practice, ensure a disaster recovery plan is in place.
- If you are supporting our product manufacturing needs or are a supplier deemed critical by Vertex, review and update the disaster recovery plan at least annually.

Traceability

- Have systems in place to carry out due diligence on your own supply chain, including traceability for the sources of raw materials to support legal and sustainable sourcing.

Risk Management

- Openly and willingly comply with Vertex’s risk assessment and qualification processes, including due diligence for anti-bribery/anti-corruption and reputation, information security, privacy, financial solvency, insurance and quality. Due diligence may occur prior to and throughout our business relationship, on a regular cadence or ad hoc. The due diligence process may include assessments related to specific risk-related controls, on-site audits or general inquiries to assess and verify that our specific product or service requirements are being met. The due diligence process may include, but it is not limited to, review of control systems, quality plans, specific capabilities, operating policies and supporting documentation.

Documentation, Training and Competency

- Maintain accurate records of the controls you have in place to mitigate risk and be willing to share such information to Vertex upon request.
- Implement and maintain a training program to ensure awareness about this Code among the individuals working on Vertex projects.

Continual Improvement

- Continually improve your controls, processes, tools and procedures by setting performance objectives and executing implementation plans. Take necessary corrective actions for deficiencies identified by internal or external assessments, inspections and management reviews, including the recording and reporting of near misses, incidents and incident prevention opportunities.

Grievance Mechanisms

- Establish grievance mechanisms accessible to internal and external stakeholders who shall be encouraged to use them to report concerns, illegal activities or breaches of this Code at work without threat of or actual reprisal, intimidation or harassment.

Effective Communication

- Proactively notify Vertex of major changes in your business that may have an impact to Vertex including changes in strategic direction, executive management, significant acquisitions, divestitures, pending or potential labor unrest/strikes, operational/manufacturing/disruptions, or material shortages, as well as any regulatory or legal notices or fines.

- Immediately inform Vertex of any actual or potential noncompliance issues.
- Where contractually obligated, ensure that Vertex is notified and approves of the use of all subcontractors providing goods and/or performing services on our behalf prior to any engagement.
- Promptly report any actual or suspected violations of the law, regulations or Vertex policies and procedures to Vertex as soon as identified.
- Proactively inform Vertex of any capital investments you deem necessary to support Vertex’s business, prior to making any financial commitments.

Response and Remediation

- Investigate incidents or concerns, take necessary corrective actions, and provide remediation where required.

SUPPLIER DIVERSITY

- Our commitment to diversity is reflected in our values and across our organization, which extends to our supply base. As such, we will provide an equitable opportunity for small and diverse suppliers in our sourcing opportunities.
- Inclusion, diversity and equity (ID&E) are core to Vertex’s ability to create and deliver transformative medicines for people with serious diseases. We are the most innovative, make the best decisions for patients, and attract the highest caliber of talent when we have an inclusive, diverse and equitable workforce and culture.
- We expect you to ensure that small and diverse businesses are provided an equal opportunity in your sourcing/procurement process.

The Vertex Alert Line

If you feel that a Vertex employee or anyone acting on behalf of Vertex has engaged in behavior contrary to our Code of Conduct that may be illegal or otherwise inappropriate, you may contact the Vertex Alert Line at vertexalertline.com or by calling (800) 461-9330 in the U.S.



