

**COPY OF RESOLUTION TO BE FILED AT COMPANIES HOUSE  
VERTEX PHARMACEUTICALS (EUROPE) LIMITED  
Company number 02907620  
(the "Company")**

---

**RESOLUTION PASSED BY WRITTEN RESOLUTIONS  
OF THE COMPANY ON 24 APRIL 2020**

---

The following ordinary resolution was duly passed on 24 April 2020 by way of written resolutions under Chapter 2 of Part 13 of the Companies Act 2006 (the "**Resolution**"):

**ORDINARY RESOLUTION**

- (1) **"THAT**, the directors are generally and unconditionally authorised, for the purpose of section 551 of the Companies Act 2006 and generally, to exercise all and any powers of the Company to allot shares and to grant rights to subscribe for, or to convert any security into, shares in the Company to any person, at any time and subject to any terms and conditions as the directors think proper, up to an aggregate nominal amount of £1,000 and this authority shall:
- (A) expire (unless previously varied as to duration or renewed by ordinary resolution of the Company) on 31 December 2020, except that the Company may, before such expiry, make any offer or agreement which would or might require shares to be allotted or such rights to be granted after such expiry (and the directors may allot shares or grant such rights in pursuance of such offer or agreement as if the authority conferred by this resolution had not expired); and
- (B) apply insofar as it has not expired or been waived or revoked by ordinary resolution of the Company and shall be in substitution for all and any existing authorities to allot shares and to grant rights to subscribe for, or to convert any security into, shares in the Company that have been granted by ordinary resolution of the Company under section 551 of the Companies Act 2006, to the extent they are unused."

*[Signature page follows]*



Ashley Grist

[signature]

Ashley Grist  
Director