

VERASTEM, INC.
Commercialization Committee Charter

A. Purpose

The purpose of the Commercialization Committee of the Board of Directors (the “Board”) of Verastem, Inc. (the “Company”) is to provide strategic direction to ensure the successful product launch:

- Provide strategic, directional and operational guidance to the Company regarding its commercial, market access and medical affairs launch strategies, plans and programs;
- Evaluate the alignment of the Company’s commercial medical and market access launch programs and progress with the Company’s strategic goals and objectives;
- Be available as a resource for management of the Company to consult with regarding all commercialization, medical, market access matters as reasonably requested;
- Advise the Board regarding strategic Commercial decisions that also require Board approval.

B. Structure and Membership

1. Number. The Commercialization Committee shall consist of such number of directors as the Board shall from time to time determine.
2. Independence. None of the members of the Commercialization Committee need be “independent” as defined by Nasdaq governance rules.
3. Chair. Unless the Board elects a Chair of the Commercialization Committee, the Committee shall elect a Chair by majority vote.
4. Compensation. The compensation of Commercialization Committee members shall be as determined by the Board.
5. Selection and Removal. Members of the Commercialization Committee shall be appointed by the Board, upon the recommendation of the Nominating and Corporate Governance Committee. The Board may remove members of the Commercialization Committee from such Committee, with or without cause.

C. Authority and Responsibilities General

The Committee shall discharge its responsibilities, and shall assess the information provided to it by the Company’s management and others, in accordance with its business judgment.

The Committee shall have the following responsibilities:

1. Provide strategic, directional and operational guidance to the Company regarding its product commercialization, market access and medical launch strategies, plans and programs.
2. Evaluate the alignment of the Company’s commercial, market access and medical launch programs and progress with the Company’s strategic goals and objectives.
3. Be available as a resource for management of the Company to consult with regarding all commercialization matters as reasonably requested.
4. Advise the Board regarding strategic Commercial decisions that also require Board approval.

D. Procedures and Administration

1. Meetings. The Commercialization Committee shall meet as often as it deems necessary in order to perform its responsibilities. The Committee may also act by unanimous written consent in lieu of a meeting. The Committee shall keep such records of its meetings as it shall deem appropriate.
2. Subcommittees. The Commercialization Committee may form and delegate authority to one or more subcommittees (including a subcommittee consisting of a single member) as it deems appropriate from time to time under the circumstances.
3. Reports to the Board. The Commercialization Committee shall report regularly to the Board.
4. Charter. The Commercialization Committee shall, from time to time as it deems appropriate, review and reassess the adequacy of this Charter and recommend any proposed changes to

the Board for approval.

5. Independent Advisors. Commercialization Committee is authorized, without further action by the Board, to engage such independent legal and other advisors as it deems necessary or appropriate to carry out its responsibilities. Such independent advisors may be the regular advisors to the Company. The Committee is empowered, without further action by the Board, to cause the Company to pay the compensation of such advisors as established by the Committee.
6. Investigations. The Commercialization Committee shall have the authority to conduct or authorize investigations into any matters within the scope of its responsibilities as it shall deem appropriate, including the authority to request any officer, employee or advisor of the Company to meet with the Committee or any advisors engaged by the Committee.
7. Annual Self-Evaluation. Together with management, at least annually, the Commercialization Committee shall evaluate its own performance.