

VERASTEM, INC.

Compensation Committee Charter

A. Purpose

The purpose of the Compensation Committee (the “Compensation Committee”) of the Board of Directors (the “Board”) of Verastem, Inc. (the “Company”) is to oversee the discharge of the responsibilities of the Board relating to compensation of the Company’s executive officers.

B. Structure and Membership

1. Number. The Compensation Committee shall consist of at least three members of the Board.
2. Independence. Except as otherwise permitted by the applicable rules of the NASDAQ Stock Market (“NASDAQ”), each member of the Compensation Committee shall satisfy the independence requirements as defined by such rules. In addition, each member of the Compensation Committee shall qualify as an “outside director” within the meaning of Section 162(m) of the Internal Revenue Code, a “non-employee director” within the meaning of Rule 16b-3 under the Securities Exchange Act of 1934, as amended, and an “independent director” as defined by the NASDAQ listing standards then in effect.
3. Chair. Unless the Board elects a Chair of the Compensation Committee, the Compensation Committee shall elect a Chair by majority vote.
4. Compensation. The compensation of Compensation Committee members shall be as determined by the Board.
5. Selection and Removal. Members of the Compensation Committee shall be appointed by the Board, upon the recommendation of the Nominating and Corporate Governance Committee. The Board may remove members of the Compensation Committee from such committee, with or without cause.

C. Authority and Responsibilities

General: The Compensation Committee shall discharge its responsibilities, and shall assess the information provided by the Company’s management, in accordance with its business judgment.

1. Executive Officer Compensation. The Compensation Committee, or the Compensation Committee together with the other independent directors serving on the Board (as directed by the Board), shall review and approve, or recommend for approval by the Board, the compensation of the Company’s Chief Executive Officer (the “CEO”) and the Company’s other executive officers, including salary, bonus, corporate goals and objectives and incentive compensation levels; deferred compensation; executive perquisites; equity compensation (including awards to induce employment); severance arrangements; change-in-control benefits and other forms of executive officer compensation. The Compensation Committee, or the Compensation Committee together with the other independent directors serving on the Board, as the case may be, shall meet

without the presence of executive officers when approving or deliberating on CEO compensation but may, in its or their discretion, invite the CEO to be present during the approval of, or deliberations with respect to, other executive officer compensation.

2. Evaluation of Senior Executives. The Compensation Committee shall be responsible for overseeing the evaluation of the Company's senior executives. In conjunction with the Audit Committee in the case of the evaluation of the senior financial management, the Compensation Committee shall determine the nature and frequency of the evaluation and the persons subject to the evaluation, supervise the conduct of the evaluation and prepare assessments of the performance of the Company's senior executives, to be discussed periodically with the Board.
3. Succession of Senior Executives. The Compensation Committee shall oversee an annual review by the Board on succession planning for senior executives, which shall include transitional leadership in the event of an unplanned vacancy.
4. Plan Recommendations and Approvals. The Compensation Committee shall periodically review and make recommendations to the Board with respect to incentive-compensation and equity-based plans that are subject to approval by the Board. In addition, the Compensation Committee, or a majority of the independent directors serving on the Board, shall approve any tax-qualified, non-discriminatory employee benefit plans (and any parallel nonqualified plans) for which stockholder approval is not sought and pursuant to which options or stock may be acquired by officers, directors, employees or consultants of the Company.
5. Administration of Equity-Based Plans. The Compensation Committee shall exercise all rights, authority and functions of the Board under all of the Company's stock option, stock incentive, employee stock purchase and other equity-based plans, including without limitation, the authority to interpret the terms thereof, to grant options thereunder and to make stock awards thereunder; provided, however, that, except as otherwise expressly authorized to do so by this charter, any such plan or a resolution of the Board, the Compensation Committee shall not be authorized to amend any such plan. The Compensation Committee, or a majority of the independent directors serving on the Board, shall approve any inducement awards granted in reliance on the exemption from stockholder approval contained in NASDAQ Rule 5635(c)(4).
6. Director Compensation. The Compensation Committee shall periodically review and make recommendations to the Board with respect to director compensation.
7. Review and Discussion of Compensation Discussion and Analysis; Recommendation to Board. The Compensation Committee shall review and discuss annually with management the Company's "Compensation Discussion and Analysis" required by Item 402(b) of Regulation S-K (the "CD&A"). The Compensation Committee shall consider annually whether it will recommend to the Board that the CD&A be included in the Company's Annual Report on Form 10-K, proxy statement on Schedule 14A or information statement on Schedule 14C.
8. Compensation Committee Report. The Compensation Committee shall prepare the annual Compensation Committee Report required by Item 407(e)(5) of Regulation S-K.
9. Reports to Board. The Compensation Committee shall report regularly to the Board.
10. Charter. The Compensation Committee shall, from time to time as it deems appropriate, but no less frequent than annually, review and reassess the adequacy of this Charter and recommend any proposed changes to the Board for approval.

11. Annual Self-Evaluation. At least annually, the Compensation Committee shall evaluate its own performance.
12. Additional Duties. The Compensation Committee shall have such other duties as may be delegated from time to time by the Board.

D. Procedures and Administration

1. Meetings. The Compensation Committee shall meet as often as it deems necessary in order to perform its responsibilities and take action upon the affirmative vote of a majority of its members. The Compensation Committee may also act by unanimous written consent in lieu of a meeting. The Compensation Committee shall keep such records of its meetings as it shall deem appropriate.
2. Subcommittees and Delegation. The Compensation Committee shall have the authority to delegate to subcommittees of the Compensation Committee any of the responsibilities of the full Compensation Committee and to officers of the Company such responsibilities of the full Compensation Committee as may be permitted by applicable laws, rules or regulations and in accordance with the listing standards set forth by NASDAQ.
3. Consulting Arrangements. In its sole discretion, the Compensation Committee shall have the authority to appoint, retain or obtain the advice of and to terminate any compensation consultant to be used to assist in the evaluation of executive officer compensation and shall have authority to approve the consultant's fees and other retention terms. The Compensation Committee shall also have authority to commission compensation surveys or studies as the need arises. The Compensation Committee is empowered, without further action by the Board, to cause the Company to pay the compensation of such consultants as established by the Compensation Committee.
4. Independent Advisors. In its sole discretion, the Compensation Committee is authorized, without further action by the Board, to appoint, retain or obtain the advice of and to terminate 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 Compensation Committee is empowered, without further action by the Board, to cause the Company to pay the compensation of such advisors as established by the Compensation Committee.
5. Independence of Consultants and Advisors. Before selecting or receiving advice from any compensation consultant, legal counsel or other advisors (other than in-house legal counsel), the Compensation Committee shall consider all factors relevant to the independence of such consultant, counsel or advisor from management, including the factors set forth in the NASDAQ listing standards then in effect and any other applicable laws, rules or regulations;
6. Investigations. The Compensation 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 Compensation Committee or any advisors engaged by the Compensation Committee.