

At Verastem Oncology (“**Verastem**”, or “the **Company**”), we are focused on developing and commercializing medicines that seek to improve the survival and quality of life of cancer patients. Verastem is committed to meeting this goal while maintaining the highest level of integrity and ethics in the conduct of our business. To that end, Verastem has established and will maintain a Comprehensive Compliance Program (“the **Compliance Program**” or “the **Program**”).

Verastem’s Compliance Program is an enterprise-wide initiative that addresses the seven elements of an effective compliance program as outlined in the U.S. Department of Health and Human Services Office of Inspector General’s Compliance Program Guidance for Pharmaceutical Manufacturers (“**OIG Guidance**”), as well as the standards and principles of the PhRMA Code on Interactions with Healthcare Professionals, U.S. Federal Sentencing Guidelines, the Federal Food, Drug and Cosmetic Act, and other applicable laws, regulations, and guidance. The Program is designed to prevent, detect and correct fraud, misconduct, and violations of Company policies, procedures, and/or applicable laws and regulations. The Program applies to Verastem directors, officers, employees and, in certain situations, our agents, consultants, and independent contractors.

Verastem has designed its Compliance Program to fit the size, resources, market position, and other unique aspects of our Company. To remain effective, the Program must evolve and respond to the changing circumstances of the Company and the compliance, legal and regulatory environment. Verastem is committed to continuous quality improvement based on regular review, assessment, and development of the Compliance Program.

Compliance Program Elements

Governance and Oversight

Verastem has designated a Chief Compliance Officer who is responsible for developing, overseeing, and monitoring the operation the Compliance Program. The Chief Compliance Officer has the authority to exercise appropriate professional judgment regarding the Compliance Program, and to develop and implement revisions and improvements as needed to maintain an effective Compliance Program.

Verastem has also established a Compliance Committee. The Compliance Committee is comprised of representatives from key Company departments and is charged with providing oversight regarding significant healthcare-related regulatory and compliance issues and assisting and supporting the Chief Compliance Officer in the development, implementation, monitoring and maintenance of Verastem’s Compliance Program.

The Chief Compliance Officer and Compliance Committee maintain a direct line of communication with and direct reporting responsibility to the Company’s Board of Directors.

Written Standards

Verastem’s Code of Business Conduct and Ethics (“the **Code**”), available on our corporate website, establishes key ethical principles that all Verastem employees, officers and directors of the Company must follow, as well as standards to help ensure compliance with applicable laws

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and company policies. Verastem's Code of Business Conduct and Ethics documents the Company's intention to comply with the Pharmaceutical Research and Manufacturers of America (PhRMA) Code on Interactions with Healthcare Professionals. To emphasize the importance of the principles and guidelines contained in Verastem's Code of Business Conduct and Ethics, each Verastem employee must certify that he or she has read and agrees to abide by the Code.

In addition to the Code, Verastem has developed and implemented policies, procedures, guidelines, work instructions, and other guidance governing a wide variety of matters applicable to our business. We review our compliance policies and procedures regularly and revise them as necessary to address emerging risks and business changes.

Education and Training

Education and training are key elements of our Program. Verastem personnel are provided live and online compliance education and training on Verastem's Code and on compliance-related policies, procedures, guidelines, and work instructions applicable to their job functions. Verastem maintains and monitors training records to help ensure all employees have received required training. Training is updated as needed for reasons that may include: changes in law, identified risk areas, changes to the PhRMA Code, and organizational or business changes.

Employee Communications and Reporting

Verastem is committed to fostering active and appropriate dialogue between management and employees regarding ethical and compliance-related matters. Verastem personnel are encouraged to seek answers to compliance-related questions or concerns from their manager, legal or compliance, human resources, or members of the Company's leadership team.

The Company has adopted policies and procedures requiring personnel to report potential compliance violations. Verastem will not discipline, discriminate against or retaliate against any employee who reports such conduct in good faith.

Verastem also maintains a toll-free hotline, managed by a third party, for reporting compliance concerns and a process for investigating and documenting concerns. Reporters can access the hotline by calling (800) 218-6127 or via the web at www.verastem.ethicspoint.com.

Auditing and Monitoring

Verastem's Compliance Program includes compliance-related monitoring and auditing to help evaluate on-going adherence to our compliance-related policies and procedures. Consistent with OIG Guidance, Verastem takes several factors into consideration when determining the nature, extent, and frequency of our compliance monitoring and auditing activities. New regulatory requirements, developments in business practices, internal risk assessments, and similar considerations may result in new or revised compliance-related monitoring and auditing activities.

Enforcement and Discipline

Verastem's Code of Business Conduct and Ethics contains a clear description of disciplinary measures, including the potential for termination of employment, for violation of or

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noncompliance with compliance and legal requirements. Reported issues of noncompliance or potential violations are promptly and appropriately investigated. Investigations ensure that relevant facts and circumstances are understood and considered in connection with all enforcement and disciplinary activities.

Corrective and Preventative Action

Verastem believes that the Compliance Program increases the likelihood of preventing or identifying unlawful and unethical behavior. However, even an effective compliance program will not prevent all violations. Our Compliance Program therefore requires the Company to respond promptly to potential violations of law or Verastem policy, take appropriate and consistent disciplinary action, assess whether the violation may be due to gaps in our policies, practices, or internal controls, and take appropriate corrective action to prevent or limit future violations.

California Health and Safety Code §§ 119400 – 119402 Declaration

Verastem declares that:

- (i) The Compliance Program is reasonably designed to prevent or detect and address misconduct that encompasses the compliance program requirement set forth in the California Marketing Practices Act (California Health and Safety Code §§ 119400-119402, or the “California Statute”);
- (ii) To the best of our knowledge, Verastem is in compliance with its Compliance Program and the requirements of the California Statute as of July 1, 2019. Verastem will evaluate and update our Compliance Program, as necessary and appropriate.

For purposes of complying with the California Statute, Verastem has established a maximum annual aggregate dollar limit of two thousand and five hundred dollars (**\$2,500**) for gifts, promotional materials, and related activities provided to California healthcare professionals. This limit is an annual limit representing a spending maximum, not an average or targeted spending limit, and the amount spent per healthcare professional is anticipated to be substantially less than this maximum amount. The Company reserves the right to change this limit at any time.

For clarity, this annual spending limit does not include the value of:

- (1) drug samples given to physician and healthcare professional intended for free distribution to patients; (2) financial support of independent education including continuing medical education; (3) financial support for health education scholarships; and (4) payments made for legitimate professional services provided by a healthcare professional so long as the amount paid is based up the fair market value of the services provided.

A written copy of Verastem’s Comprehensive Compliance Program may be obtained by contacting compliance@verastem.com.

July 1, 2019