



COMPENSATION AND PEOPLE COMMITTEE CHARTER

A. Purpose

The purpose of the Compensation and People Committee of the Board of Directors (the “Board”) of Agios Pharmaceuticals, Inc. (the “Company”) is to oversee the discharge of the responsibilities of the Board relating to compensation of the Company’s executive officers, and to assist the Board in its oversight of the development, implementation, and effectiveness of the Company’s policies and strategies related to human resources.

B. Structure and Membership

1. Number. The Compensation and People Committee shall consist of at least two members of the Board.
2. Independence. Except as otherwise permitted by the applicable Nasdaq rules, each member of the Compensation and People Committee shall be an “independent director” as defined by Nasdaq Rule 5605(a)(2).
3. Chair. Unless the Board elects a Chair of the Compensation and People Committee, the Compensation and People Committee shall elect a Chair by majority vote.
4. Compensation. The compensation of Compensation and People Committee members shall be determined by the Board.
5. Selection and Removal. Members of the Compensation and People 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 and People Committee from such committee, with or without cause.

C. Authority and Responsibilities

General

The Compensation and People 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.

Compensation Matters

1. Executive Officer Compensation. The Compensation and People Committee 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 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 and People Committee shall meet without the presence of executive officers when approving or deliberating on CEO compensation but may, in its 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 and People 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 and People 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. Plan Recommendations and Approvals. The Compensation and People 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 and People 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.
4. Administration of Equity-Based Plans. The Compensation and People 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 and People Committee shall not be authorized to amend any such plan. To the extent permitted by and consistent with applicable law and the provisions of a given equity-based plan, the Compensation and People Committee may delegate to one or more executive officers of the Company the power to grant options or other stock awards pursuant to such equity-based plan to employees of the Company or any subsidiary of the Company who are not directors or executive officers of the Company. The Compensation and People Committee, or a majority of the independent directors serving on the Board, shall approve any inducement awards to be granted in reliance on the exemption from stockholder approval contained in Nasdaq Rule 5635(c)(4).

5. Director Compensation. The Compensation and People Committee shall periodically review and make recommendations to the Board with respect to director compensation.
6. Review and Discussion of Compensation Discussion and Analysis; Recommendation to Board. The Compensation and People 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 and People 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.
7. Compensation and People Committee Report. The Compensation and People Committee shall prepare the annual Compensation and People Committee Report required by Item 407(e)(5) of Regulation S-K.
8. Compensation Consultants, Legal Counsel and Other Advisors. The Compensation and People Committee may, in its sole discretion, retain or obtain the advice of compensation consultants, legal counsel or other advisors. The Compensation and People Committee shall be directly responsible for the appointment, compensation and oversight of the work of any compensation consultant, legal counsel and other advisor retained by the Compensation and People Committee. The Compensation and People Committee is empowered, without further action by the Board, to cause the Company to pay the compensation, as determined by the Compensation and People Committee, of any compensation consultant, legal counsel and other advisor retained by the Compensation and People Committee. The Compensation and People Committee may select, or receive advice from, a compensation consultant, legal counsel or other advisor, only after taking into consideration the applicable factors affecting independence that are specified in Nasdaq Rule 5605(d)(3)(D).
9. Additional Duties. The Compensation and People Committee shall have such other duties as may be delegated from time to time by the Board.

Human Capital Management

10. The Compensation and People Committee shall review and discuss with the Company's management from time to time human resources policies and practices, which may include, but are not limited to, those related to talent acquisition and retention, key diversity initiatives, career development and organizational engagement and effectiveness.

D. Procedures and Administration

1. Meetings. The Compensation and People Committee shall meet as often as it deems necessary in order to perform its responsibilities. The Compensation and People Committee may also act by unanimous written consent in lieu of a

meeting. The Compensation and People Committee shall keep such records of its meetings as it shall deem appropriate.

2. Subcommittees. The Compensation and People Committee may form and delegate authority to one or more subcommittees as it deems appropriate from time to time under the circumstances (including (a) a subcommittee consisting of a single member and (b) a subcommittee consisting of at least two members, each of whom

qualifies as a “non-employee director,” as such term is defined from time to time in Rule 16b-3 promulgated under the Securities Exchange Act of 1934, as amended, and the rules and regulations thereunder, and an “outside director,” as such term is defined from time to time in Section 162(m) of the Internal Revenue Code of 1986, as amended, and the rules and regulations thereunder).

3. Reports to Board. The Compensation and People Committee shall report regularly to the Board.
4. Charter. At least annually, the Compensation and People Committee shall review and reassess the adequacy of this Charter and recommend any proposed changes to the Board for approval.
5. Investigations. The Compensation and People 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 and People Committee or any advisors engaged by the Compensation and People Committee.
6. Periodic Self-Evaluation. The Compensation and People Committee shall periodically evaluate its own performance.