

## **BOSTON SCIENTIFIC CORPORATION**

### **AUDIT COMMITTEE CHARTER**

#### ***Purpose***

The Committee is established by the Board of Directors primarily for the purpose of overseeing the accounting and financial reporting processes of the Company and audits of the financial statements of the Company.

The Committee is responsible for assisting the Board's oversight of (1) the quality and integrity of the Company's financial reporting process, financial statements and related disclosure, (2) the Company's compliance with legal and regulatory requirements, (3) the Company's ethics and integrity programs, (4) selection and retention of the independent auditor of the Company, and evaluation of the independent auditor's qualifications, independence, and performance, (5) the annual independent audit of the Company's financial statements, and (6) the performance of the Company's internal audit function and financial controls.

In performing its duties, the Committee will endeavor to maintain free and open communication among members of the Committee, the independent auditor, internal auditors and management of the Company. In discharging its oversight role, the Committee is empowered to investigate any matter brought to its attention with full access to all books, records, facilities, and personnel of the Company and the power to retain auditors, counsel, or other experts for this purpose, in each case at the expense of the Company.

#### ***Composition***

1. **Members.** The Committee shall consist of as many members as the Board shall determine, but in any event not fewer than three members. The members of the Committee shall be appointed annually by the Board upon the recommendation of the Nominating and Governance Committee.
2. **Qualifications.** Each member of the Committee will meet all applicable independence, financial literacy and other requirements of law and the New York Stock Exchange. In addition, at least one member of the Committee will have accounting or related financial management expertise, as determined in good faith by the Board. The Board shall determine if any member of the Committee is an "audit committee financial expert" as defined by the Securities and Exchange Commission, it being the intention of the Company that at least one member of the Committee should be an "audit committee financial expert," as so defined. No member of the Committee shall serve on the audit committee of more than three public companies, including the Company.

3. Chairperson. The Chairperson of the Committee shall be appointed by the Board upon the recommendation of the Nominating and Governance Committee.
4. Removal and Replacement. The members of the Committee may be removed or replaced, and any vacancies on the Committee shall be filled, by the Board upon the recommendation of the Nominating and Governance Committee. In addition, membership on the Committee shall automatically end at such time as the Board determines that a member ceases to meet the independence requirements of the New York Stock Exchange or other applicable law.

### ***Operations***

1. Meetings. The Chairperson of the Committee, in consultation with the Committee members, shall determine the schedule and frequency of the Committee meetings, provided that the Committee shall meet in regular session at least four times annually. The Committee shall meet separately, periodically, with appropriate members of management, the internal auditors and the independent auditor of the Company.
2. Agenda. The Chairperson of the Committee shall develop and set the Committee's agenda, in consultation with other members of the Committee, the Board and management. The agenda and information concerning the business to be conducted at each Committee meeting shall, to the extent practical, be communicated to the members of the Committee five days in advance of each meeting to permit meaningful review by Committee members.
3. Report to Board. The Chairperson of the Committee shall review the Committee's actions with the Board at the next regularly scheduled Board meeting after such actions were taken.
4. Self-Evaluation; Assessment of Charter. The Committee shall conduct an annual performance self-evaluation and shall report to the Board the results of the self-evaluation. The Committee shall assess the adequacy of this Charter on an annual basis and recommend any changes to the Board.

### ***Authority and Duties***

#### **Independent Auditor's Qualifications and Independence**

5. The Committee shall be directly responsible for the appointment, retention, compensation and oversight of the work of the independent auditor employed by the Company (including resolution of disagreements between management and the independent auditor regarding financial reporting) for the purpose of preparing or issuing an audit report or related

work. In making its determinations regarding whether to appoint or retain a particular firm of independent auditors, the Committee shall take into account the views of management and the Company's internal auditors, and the vote of the Company's stockholders at the last annual stockholders meeting of the Company with respect to the ratification by the Company's stockholders of the selection of the Company's external auditors. The Committee shall (a) periodically obtain from the independent auditor formal written disclosures with respect to all relationships between the independent auditor and the Company, including those required by the Independent Standards Board, (b) actively engage in a dialogue with the independent auditor concerning any disclosed relationships or services that may impact its objectivity and independence from management and the Company, and (c) take appropriate action in response to the independent auditor's report in order to satisfy itself of the auditor's independence. The independent auditor shall report directly to the Committee.

6. The Committee shall review and make recommendations regarding the plans, scope and staffing of the examination conducted by the independent auditor and its fees.
7. The Committee shall have the sole authority to preapprove audit, audit-related and any non-audit services to be provided by the independent auditor. The Committee shall review any audit, audit-related and non-audit services in accordance with its preapproval policy. The Committee shall review with the lead audit partner of the independent auditor whether any of the audit team members receive any discretionary compensation from the audit firm with respect to non-audit services performed by the independent auditor.
8. The Committee shall obtain and review with the lead audit partner of the independent auditor, annually or more frequently as the Committee considers appropriate, a report by the independent auditor describing: the independent auditor's internal quality-control procedures; any material issues raised by the most recent internal quality-control review, or peer review, of the independent auditor, or by any inquiry, review or investigation by governmental, professional or other regulatory authorities, within the preceding five years, respecting independent audits carried out by the independent auditor, and any steps taken to address these issues; and (to assess the independent auditor's independence) all relationships between the independent auditor and the Company. The Committee shall, in addition to assuring the regular rotation of the lead (or coordinating) audit partner of the independent auditor, and the audit partner of the independent auditor responsible for reviewing the audit, periodically consider whether there should be rotation of the independent audit firm.

9. The Committee shall review the experience, qualifications and performance of the senior members of the audit team of the independent auditor.
10. The Committee shall preapprove the hiring of any employee or former employee of the independent auditor who was a senior member of the Company's audit team during the preceding three fiscal years, and will only approve any such individual for a financial oversight role within the Company in accordance with applicable regulations. In addition, the Committee shall preapprove the hiring of any employee of the independent auditor for a position of Senior Vice President or above within the Company, regardless of whether that person was a member of the Company's audit team.

#### Financial Statements and Related Disclosure

11. The Committee shall discuss with management and the independent auditor the annual audit and any other matters required to be communicated to the Audit Committee by the independent auditor under generally accepted auditing standards.
12. The Committee shall review and discuss the annual audited financial statements and quarterly financial statements with management and the independent auditor, including the Company's disclosures under "Management's Discussion and Analysis of Financial Condition and Results of Operations," before the filing of the Company's reports on Form 10-K and Form 10-Q. The Committee shall review management's and the independent auditor's judgment about the quality (not just acceptability) of accounting principles, the reasonableness of significant judgments, and the clarity and the completeness of the financial statements. The Committee shall recommend to the Board whether to include the financial statements in the Company's annual report on Form 10-K.
13. The Committee shall review with management, the internal auditors and the independent auditor (a) reports, evaluations and recommendations of the independent auditor, (b) all critical accounting policies and practices used by the Company in preparing its financial statements, (c) any major issues regarding accounting and financial statement presentations, including any significant changes in the Company's selection or application of accounting principles, and major issues as to the adequacy of the Company's internal controls and any special audit steps adopted in light of material control deficiencies, (d) analyses prepared by management and/or the independent auditor setting forth significant financial reporting issues and judgments made in connection with the preparation of the financial statements, including analyses of the effects of

alternative GAAP methods on the financial statements and (e) the effect of regulatory and accounting initiatives, as well as off-balance sheet structures, on the financial statements of the Company.

14. The Committee shall review with the independent auditor any audit problems or difficulties and management's response thereto, including any significant disagreements between the independent auditor and management. In addition, the Committee shall review with the independent auditor any material communications between the independent auditor and management, and shall participate in any other required communications with the independent auditor.
15. The Committee shall discuss generally the type of information to be disclosed, and the type of presentation to be made, in earnings press releases (paying particular attention to any use of "pro forma," or "adjusted" non-GAAP, information), as well as the type of information to be disclosed, and the type of presentation to be made, in any financial information and earnings guidance provided to analysts and rating agencies.
16. The Committee shall review periodically with management, and any outside professionals as the Committee considers appropriate, important trends and developments in financial reporting practices and requirements and their effect on the Company's financial statements.
17. The Committee shall prepare the report required by the Securities and Exchange Commission to be included in the Company's annual proxy statement.

#### Performance of the Internal Audit Function and the Independent Auditor

18. The Committee shall review with management, the internal auditors and the independent auditor the scope, planning and staffing of the proposed audit for the current year. The Committee shall also review the internal audit function's organization, responsibilities, plans, results, budget and staffing.
19. The Committee shall review with management, the internal auditors and the independent auditor the quality, adequacy and effectiveness of the Company's internal controls, including the Company's system to monitor and manage business risk and legal and ethical compliance programs, and any significant deficiencies or material weaknesses in internal controls.
20. The Committee shall discuss the Company's policies with respect to risk assessment and risk management.

21. The Committee shall receive reports on business operations and functions, and other financial reporting and control issues directly from Corporate Analysis and Control. The Committee shall monitor progress towards correction of any important deficiencies.
22. The Committee shall receive reports directly from Corporate Analysis and Control relative to travel and expense accounts of the Chief Executive Officer and other executive officers.
23. The Committee shall meet privately as necessary with the Company's Vice President of Corporate Analysis and Control.

#### Compliance with Legal and Regulatory Requirements

24. The Committee shall monitor adherence to established corporate policies, codes and practices, including such matters as conflicts of interest, political contributions, questionable payments and standards of business conduct, and shall arrange for any special investigations or audits that may be deemed necessary.
25. The Committee shall maintain an overview of and make appropriate recommendations regarding the Company's policy, practice, staffing and posture regarding general legal matters, tax law and regulatory law issues. The Committee also shall review the Company's relationship with external attorneys.
26. The Committee shall review with management, and any internal or external counsel as the Committee considers appropriate, any legal and regulatory matters (including the status of pending litigation) that may have a material impact on the Company and any material reports or inquiries from regulatory or governmental agencies, and shall review with the general counsel and other appropriate personnel the adequacy and effectiveness of the Company's procedures to ensure compliance with its legal and regulatory responsibilities.
27. The Committee shall monitor compliance with the Company's Code of Conduct, including reviewing with the general counsel the adequacy and effectiveness of the Company's procedures to ensure proper compliance and determining whether any waivers to the code shall be granted. The Committee shall also review the Company's Code of Conduct no less frequently than annually and develop and recommend to the Board any revisions thereto and to the Company's Corporate Integrity Program.
28. The Committee shall establish procedures for (a) the receipt, retention and treatment of complaints received by the Company regarding accounting, internal controls over financial reporting, auditing matters or potential violations of law and (b) the confidential, anonymous submission by

employees of the Company of concerns regarding questionable accounting or auditing matters or potential violations of law.

29. The Committee shall review potential conflicts of interests for directors, executive officers and senior financial officers, and approve or disapprove transactions, including such potential conflicts of interest in accordance with the applicable Corporate Governance Guidelines. The Committee also shall review and determine, when applicable, whether any waivers to the Company's policy on conflicts of interest shall be granted to directors, executive officers and senior financial officers of the Company.

The foregoing list of duties is not exhaustive, and the Committee may, in addition, perform such other functions as may be necessary or appropriate for the performance of its duties. The Committee shall have the power to delegate its authority and duties to subcommittees or individual members of the Committee, as it deems appropriate in accordance with applicable laws and regulations.

The Committee shall have the power to retain independent auditors to assist the Committee in its oversight function. The Committee may also retain counsel or other advisors, as it deems appropriate. The Committee shall have sole authority to retain and terminate such auditors, counsel or other advisors and to approve such auditors', counsel's or other advisors' fees and other retention terms. The Company shall compensate any such auditors, counsel or other advisors retained by the Committee.

#### ***Clarification of Audit Committee's Role***

The Committee's responsibility is one of oversight. It is the responsibility of the Company's management to prepare consolidated financial statements in accordance with applicable law and regulations and of the Company's independent auditor to audit those financial statements. Therefore, each member of the Committee shall be entitled to rely, to the fullest extent permitted by law, on the integrity of those persons and organizations within and outside the Company from whom he or she receives information, and the accuracy of the financial and other information provided to the Committee by such persons or organizations.