

BOSTON SCIENTIFIC CORPORATION
CHARTER OF THE EXECUTIVE COMPENSATION
AND HUMAN RESOURCES COMMITTEE

Mission

The Committee reviews performance and recommends or, to the extent provided below, approves compensation for the Chief Executive Officer and senior management. It also recommends general compensation policy, director compensation, incentive plan and employee benefit adjustments; and all executive officer compensation changes.

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.** The Board shall make a good faith determination that each member of the Committee (i) meets all applicable independence requirements of the New York Stock Exchange (“Independence Requirements”), (ii) is a “non-employee director” within the meaning of the rules promulgated under Section 16(b) of the Securities Exchange Act of 1934, as amended (“Section 16”), and (iii) is an “outside director” for purposes of the regulations promulgated under Section 162(m) of the Internal Revenue Code of 1986, as amended (“Section 162(m)”); provided, however, that a failure to meet any of such requirements shall not invalidate decisions made, or actions taken, by the Committee.
3. **Chairperson.** The Chairperson of the Committee shall be appointed by the Board upon 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 (i) ceases to meet the independence requirements of the New York Stock Exchange, (ii) ceases to be a non-employee director for purposes of Section 16, or (iii) ceases to be an outside director for purposes of Section 162(m).

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.
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 appropriate members of 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.

Purpose, Authority and Duties

1. The Committee shall review, oversee and determine, or make recommendations to the Board regarding, the total compensation package for the Company's elected executive officers, including, without limitation, their base salaries, deferred compensation (including any mandatory deferral or any opportunity for voluntary deferral), stock options and other equity-based compensation, incentive compensation, supplemental and incidental benefits and perquisites.
2. The Committee shall approve all grants of equity-based awards to independent directors, executive officers, employees and appropriate third parties, including the terms and conditions of such awards, and shall make all determinations required to be made by a compensation committee in order to qualify compensation as "performance-based" under Section 162(m).
3. The Committee shall review and approve corporate goals and objectives relevant to the compensation of the Company's Chief Executive Officer, evaluate the performance of the Chief Executive Officer in light of those goals and objectives and determine and approve the compensation of the Chief Executive Officer based on this evaluation. The Board may direct that the members of the Board who satisfy the Independence Requirements (the "Independent Directors"), approve the Chief

Executive Officer's compensation, as determined by the Committee. The Committee and the Independent Directors may discuss the compensation of the Chief Executive Officer with any member of the Board. In determining the long-term incentive component of the Chief Executive Officer's compensation, the Committee shall consider, without limitation, the Company's performance and relative shareholder return, the value of similar incentive awards to chief executive officers at comparable companies, and the awards given to the Chief Executive Officer in past years.

4. The Committee shall produce an annual report on executive compensation as required by the Securities and Exchange Commission (the "SEC") to be included in the Company's annual proxy statement filed with the SEC.
5. The Committee shall review the results of and procedures for the evaluation of the performance of other executive officers by the Company's Chief Executive Officer.
6. The Committee shall evaluate management's proposals regarding compensation of employees other than the Chief Executive Officer and approve these recommendations with such modifications as they deem appropriate, subject only to the review, and possible modification, of aggregate compensation amounts by the Board. In addition, the Committee shall maintain a well-informed overview of all the Company's compensation and benefit plans, policies and programs, and evaluate any proposed changes thereto.
7. The Committee shall review periodically and make recommendations to the Board regarding any short- and long-term incentive compensation or equity plans, programs or similar arrangements that the Company establishes for, or makes available to, its employees and consultants (collectively, the "Incentive Plans"), the extent to which the Incentive Plans are meeting their intended objectives and, where appropriate, recommend that the Board modify or replace any Incentive Plan that yields payments and benefits that are not reasonably related to employee performance.
8. The Committee shall administer the Incentive Plans, and any other plans or programs which fall within Board responsibilities, in accordance with their terms, construe all terms, provisions, conditions and limitations of the Plans and make factual determinations required for the administration of the Plans.
9. The Committee shall review and make recommendations to the Board regarding all new employment, consulting, retirement, severance and change-in control agreements, indemnification agreements and arrangements proposed for the Company's executives. Any employment agreement between the Company and the Chief Executive Officer shall be approved by the Board, provided that the compensation set forth in such agreement is approved by the Committee to the extent required by this Charter. The Committee shall also periodically review and evaluate existing arrangements with the Company's executives for continuing appropriateness.

10. The Committee shall review and make recommendations to the Board with respect to the compensation of the Company's directors, including, without limitation, equity and equity-based compensation and deferred compensation.
11. The Committee shall oversee the Company's policies on structuring compensation programs for executive officers to preserve tax deductibility and, as and when required, establish and certify the attainment of performance goals pursuant to Section 162(m).
12. The Committee shall adopt and periodically review a comprehensive statement of executive compensation philosophy, strategy and principles that has the support of the Board, and administer the Company's compensation program fairly and consistently in accordance with these principles.
13. The Committee shall review and approve the disclosure regarding compensation matters in the Company's annual proxy statement.
14. The Committee shall work with management to select peer groups of companies that shall be used for purposes of determining competitive compensation packages.

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 compensation consultants having special competence to assist the Committee in evaluating executive compensation. The Committee may also retain counsel, accountants or other advisors, as it deems appropriate. The Committee shall have the sole authority to retain and terminate these consultants or advisors and to review and approve the consultants' or advisors' fees and other retention terms. The Company shall compensate any such consultants, counsel, accountants or other advisors retained by the Committee.