

BOSTON SCIENTIFIC CORPORATION

FINANCE & STRATEGIC INVESTMENT COMMITTEE CHARTER

Purpose

The Committee is established by the Board of Directors for the following purposes: (i) to provide Board oversight of the Company's strategic transaction planning and activities, (ii) to approve transactions for which the Board has delegated authority, (iii) to make recommendations to the Board regarding larger transactions, and (iv) to evaluate the Company's financial strategies and policies.

Composition

1. **Members.** The Committee shall be comprised 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. **Chairperson.** The Chairperson of the Committee shall be appointed by the Board upon the recommendation of the Committee.
3. **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 Committee.

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 the 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

Strategic Investments

1. The Committee shall review periodically with management the Company's strategic business objectives, and the manner in which transactional activity can contribute to the achievement of those objectives.
2. The Committee shall review with management on a regular basis contemplated strategic transactional opportunities.
3. The Committee shall evaluate proposed strategic transactions.
4. The Committee shall approve transactions involving consideration exceeding \$50 million, but not exceeding \$100 million; generally transactions involving less than \$50 million will not be approved by the Committee unless Director action is otherwise required. For this purpose, "consideration" includes the value of contingent payments.
5. The Committee shall notify the remainder of the Board promptly following the approval of any transactions and report to the Board at each regular meeting on acquisition activity since the last meeting.
6. The Committee shall update the Board periodically on acquisition strategy, including contemplated acquisition activity.
7. The Committee shall make recommendations to the Board regarding transactions equal to or exceeding \$100 million in consideration, and smaller transactions otherwise requiring full Board approval.
8. The Committee shall conduct periodic reviews of completed transactions, for the purposes of: assessing the degree of success achieved; testing the extent to which the projections and other assumptions relied upon in approving transactions have been borne out; identifying the factors differentiating more successful transactions from less successful ones; and evaluating the strategic (technical, marketing, financial, and other) contributions resulting from transactions.
9. The Committee shall provide the Board annually a summary of completed acquisition activity, including the status of contingent obligations.

Finance

1. The Committee shall review and, when appropriate, make recommendations to the Board regarding the Company's financing plans.
2. The Committee shall review and, when appropriate, make recommendations to the Board regarding the Company's global financing objectives and strategies.
3. The Committee shall review and, when appropriate, make recommendations to the Board regarding the Company's cash investments and cash management policies.
4. The Committee shall review and, when appropriate, make recommendations to the Board regarding the Company's financial strategies and capital structure, including interest rate and currency risk management policies.
5. The Company shall review and, when appropriate, make recommendations to the Board regarding the Company's insurance program.
6. The Committee shall monitor the impacts of various Company activities on the Company's debt ratings.
7. The Committee shall approve any new borrowing arrangements or repurchase of public debt securities by the Company in principal amounts in excess of \$50 million but less than \$100 million and review and recommend to the Board any new borrowing arrangements or repurchase of public debt securities equal to or in excess of \$100 million.
8. The Committee shall approve any capital asset expenditure in excess of \$50 million but less than \$100 million and recommend to the Board any capital asset expenditure equal to or in excess of \$100 million.
9. The Committee shall approve dispositions of capital assets in excess of \$50 million but less than \$100 million and review and recommend to the Board dispositions of capital assets equal to or in excess of \$100 million.
10. The Committee shall review and recommend to the Board any increase in the authorized capital of the Company and any issuance of equity securities, other than pursuant to director and employee equity incentive plans.

11. The Committee shall review and recommend to the Board increases in the Company's authorization to repurchase its common stock and shall monitor actual repurchases under the repurchase authorization.

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 an expert or advisor to assist the Committee in performing its duties. The Committee may also retain counsel or other advisors, as it deems appropriate. The Committee shall have sole authority to retain and terminate such experts or advisors and to review and approve such experts' or advisors' fees and other retention terms. The Company shall compensate any such experts, counsel or other advisors retained by the Committee.