

BOSTON SCIENTIFIC CORPORATION
NOMINATING AND GOVERNANCE COMMITTEE
CHARTER

Purpose

The Committee is established by the Board of Directors for the following purposes: (i) assisting the Board by actively identifying individuals qualified to become Board members, consistent with criteria approved by the board, (ii) recommending to the Board the director nominees for election at the annual meetings of stockholders, (iii) monitoring significant developments in the law and practice of corporate governance and of the duties and responsibilities of directors of public companies, and where appropriate developing and recommending changes to the Company's Corporate Governance Guidelines, and (iv) overseeing the Board and each committee of the Board in its annual performance self-evaluation, including establishing criteria to be used in connection with such evaluation.

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 Committee.
2. **Qualifications.** Each member of the Committee shall meet all applicable independence and other requirements of law and the New York Stock Exchange.
3. **Chairperson.** The Chairperson of the Committee shall be appointed by the Board upon the recommendation of the 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 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.

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.

Authority and Duties

General Responsibilities

1. The Committee shall identify and recommend director nominees to the Board for election or re-election to the Board, or for appointment to fill any vacancy that is anticipated or has arisen on the Board, in accordance with the criteria, policies and principles set forth in the Company's Corporate Governance Guidelines and this Charter. The Committee shall report to the Board periodically on the status of these efforts. The Committee shall periodically review the Company's procedures for stockholders to follow in submitting candidates for the Board, and review any candidates recommended by stockholders with the same degree of consideration and care as if such candidates were recommended by any other person. The invitation to join the Board shall be extended by the Chairperson of the Board and/or the chairperson of the Nominating and Governance Committee.
2. The Committee shall review with the Board, on an annual basis, the current size, structure and composition of the Board as a whole, and whether the Company is being well served by the directors taking into account the directors' degree of independence, business background, including any areas of particular expertise such as accounting or related financial management expertise, marketing or technology, record of service (for incumbent directors), including attendance record, meeting preparation, and overall contribution to the Board, employment status, gender, ethnicity, age, availability for service to the Company, and anticipated needs of the Company. The Committee shall review with the Board the appropriate skills and characteristics required of Board members.
3. The Committee shall, upon a significant change in a director's principal occupation, review, as appropriate and in light of the then current Board policies as reflected in the Corporate Governance Guidelines, the continued Board membership of such director.
4. The Committee shall identify and recommend to the Board, the names of directors to serve as members of the Audit Committee, the Executive Compensation and Human Resources Committee, as well as the Committee itself. In addition, the Committee shall recommend to the Board a member of each of the aforementioned committees to serve as Chairperson.
5. The Committee may establish additional criteria and processes to be used by the Board and the committees in their annual evaluations. In addition, the Committee, on behalf of the Board, shall oversee, the annual evaluation of the Board and of each

- committee to determine whether each of them is functioning effectively. Each performance self-evaluation shall focus on the contribution to the Company by the Board and each committee, and shall specifically focus on areas in which the Nominating and Governance Committee believes a better contribution could be made.
6. The Committee shall take steps to ensure that it is advised with respect to significant developments in the law and practice of corporate governance as well as the Company's compliance with the Company's Corporate Governance Guidelines and applicable laws and regulations, and shall make recommendations to the Board on Board policies and procedures, and on all matters of corporate governance and on any corrective action to be taken, as the Committee may deem appropriate. The Committee shall review the Company's Corporate Governance Guidelines no less frequently than annually and develop and recommend to the Board any revisions thereto or any additional corporate governance principles applicable to the Company.
 7. The Committee shall supervise a process for orientation, and continuing education, of new and continuing Board members.

Organizational and Other Responsibilities

8. The Committee shall recommend for approval to the full Board candidates for Chairperson and Chief Executive Officer.
9. The Committee shall oversee the evaluation of the Chief Executive Officer pursuant to the criteria set forth as Annex A and supervise the annual review of the performance of other executive officers.
10. The Committee shall review and assess succession programs and development plans for the Chief Executive Officer.
11. The Committee shall review the Company's Stock Ownership Guidelines to determine appropriateness against stated objectives and to determine that those directors subject to the Stock Ownership Guidelines are in compliance with such Guidelines. The Committee shall also determine whether the Stock Ownership Guidelines continue to function in the best interests of the Company and its stockholders and, if appropriate, make recommendations to the Board regarding the modification of such Guidelines.
12. The Committee shall discuss the annual election of corporate officers and recommend elections to the full Board.
13. The Committee shall evaluate stockholder proposals and recommend to the Board responses to the stockholder proposals, unless the content of such proposal would be more appropriately reviewed by another committee.
14. The Committee shall make appropriate reports and recommendations to the Board.

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 a search firm or advisor to assist the Committee in identifying director candidates. The Committee may also retain counsel or other advisors, as it deems appropriate. The Committee shall have sole authority to retain and terminate such search firms or advisors and to review and approve such search firms' or advisors' fees and other retention terms. The Company shall compensate any such search firms, counsel or other advisors retained by the Committee.

Formal Evaluation Of The Chief Executive Officer

The Nominating and Governance Committee will be responsible for an annual assessment of the performance of the Chief Executive Officer. This review will be based on a number of criteria, including performance of the Company, formulation and accomplishment of long-term strategic objectives, development of management talent, the adequacy of the Company's succession plan for the Chief Executive Officer and other executive officers of the Company, and each of the following responsibilities:

- fostering a corporate culture that promotes ethical practices, encourages individual integrity, and fulfills social responsibility;
- maintaining a positive work climate that is conducive to attracting, retaining, and motivating a diverse group of top-quality employees at all levels;
- developing and recommending to the Board strategies and a vision for the Company that provide for profitable growth and that enhance stockholder value;
- developing and recommending to the Board annual business plans and budgets that support the Company's strategies;
- striving to continuously improve the quality and value of the products and services provided by the Company;
- formulating and overseeing the implementation of major corporate policies;
- overseeing management of the day-to-day business affairs of the Company;
- consistently striving to achieve the Company's financial and operating goals and objectives in an orderly manner;
- consistently striving to achieve and maintain a satisfactory competitive position for the Company within the industry;
- developing, in cooperation with the Board, an effective succession plan for the Chief Executive Officer position;
- developing an effective management team below the level of the Chief Executive Officer and an active plan for its development and succession;
- guiding the Company to contribute appropriately to the well-being of the community, patients and its industry; and

- working to keep the Board informed, thereby facilitating the effective functioning of the Board and its committees.

In its evaluation, the Nominating and Governance Committee will seek input from the Executive Compensation and Human Resources Committee and other Board members and executive officers, as appropriate.