

BOSTON SCIENTIFIC CORPORATION
RISK COMMITTEE
CHARTER

Purpose

The Risk Committee (the “Committee”) of Boston Scientific Corporation (the “Company”) is established by the Board of Directors (the “Board”) to, among other things, assist in its oversight of matters relating to (i) the enterprise-wide approach to risk management, (ii) regulatory compliance, (iii) the quality and safety of the Company’s products, and (iv) the Company’s insurance program.

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 of the Board (the “Nominating and Governance Committee”). A majority of the members shall meet all applicable independence and other requirements of the Securities and Exchange Commission, the New York Stock Exchange or any other applicable law or rule of a regulatory body with jurisdiction over the Company.
2. **Chairperson.** The Chairperson of the Committee shall be appointed by the Board upon the recommendation of the Nominating and Governance 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 Nominating and Governance 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. The Committee shall meet in executive sessions as appropriate.
2. **Agenda.** The Chairperson of the Committee shall develop and set the Committee’s agenda, in consultation with other members of the Committee, the Lead Independent Director or non-employee Chairman of the Board, as applicable, and appropriate members of the Company’s 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 sufficiently in advance of each meeting to permit meaningful review by Committee members. The agenda for all meetings shall include time reserved for a separate executive session.

3. Report to the Board. The Chairperson of the Committee shall review any issues that arise with respect to the Company's material risks and the Committee's actions with the Board periodically at regularly scheduled Board meetings after such actions were taken, as the Committee deems appropriate or as is requested by the Board.
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.
5. Stockholder Meetings. The Chair of the Committee shall use all reasonable efforts to attend annual meetings of stockholders.

Authority and Duties

The Committee has primary oversight responsibility for areas of quality and non-financial compliance issues ("non-financial compliance"), while the Audit Committee of the Board (the "Audit Committee") has general oversight of the Company's financial compliance, including financial reporting, internal controls and financial risk exposure to the Company resulting from legal and regulatory compliance matters.

The Committee will coordinate and consult with the Audit Committee, as necessary, for the purpose of sharing information pertinent to the Audit Committee's consideration and oversight of the Company's risk and risk management programs and policies.

Risk Management

1. The Committee shall assist the Board and the Audit Committee in its oversight of the Company's enterprise risk management program.
2. The Committee shall review and discuss the Company's guidelines, processes and policies to monitor, assess, evaluate and manage nonfinancial risk.
3. The Committee shall receive regular reports from the Company's management on matters relating to strategic and operational initiatives, financial performance and legal developments, which are each integrated with enterprise-risk exposures.

Compliance, Quality and Insurance Oversight

1. The Committee shall assist the Board in its oversight of the Company's global compliance program, including matters related to compliance with legal, and regulatory requirements as well as compliance with the Company's Code of Conduct (the "Code"). The Committee shall periodically review and, when appropriate, recommend changes to the Code to the Board.
2. The Committee shall have oversight over matters of non-financial compliance, and shall review, at least annually, the significant non-financial compliance matters, including significant legal or regulatory compliance risks.

3. The Committee shall periodically review and, when appropriate, make recommendations to the Board and the Company's management regarding the adequacy and effectiveness of the Company's strategies and practices with respect to (i) compliance with laws and regulations administered by applicable federal, state, local and foreign governmental authorities, (ii) the safety and quality of the Company's products and (iii) other material aspects of its quality and compliance functions.
4. The Committee shall conduct periodic review of reports regarding significant compliance matters from the senior executives in charge of the Company's internal quality program and compliance functions, including (i) the Company's efforts to comply with key mandates of applicable federal, state, local and foreign governmental authorities, (ii) the results of quality and quality system assessments, (iii) at least quarterly, a report from the Company's chief compliance officer regarding the Company's Global Compliance Program, (iv) any significant product recalls, and (v) any warning letters issued by the FDA to the Company, or an equivalent statutorily defined letter from an equivalent foreign regulator.
5. The Committee shall stay informed of major regulatory changes both domestically and internationally to ensure the Company is poised to meet new standards.
6. The Committee shall review at least annually and, when appropriate, make recommendations to the Board regarding the Company's insurance program.
7. The Committee shall periodically review and, when appropriate, make recommendations to the Board and the Company's management regarding the Company's cybersecurity program and data privacy practices.
8. The Committee shall periodically review and, when appropriate, make recommendations to the Board and the Company's management regarding the Company's business continuity and resiliency plans.

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.