

BOSTON SCIENTIFIC CORPORATION
EXECUTIVE COMPENSATION
AND HUMAN RESOURCES COMMITTEE CHARTER

Purpose

The Board of Directors (the “Board”) of Boston Scientific Corporation (the “Company”) has established the Executive Compensation and Human Resources Committee (the “Committee”) to, among other things, evaluate recommendations and make determinations relating to (i) setting of the corporate goals and objectives relative to the Chief Executive Officer’s compensation and the evaluation of the Chief Executive Officer’s performance against those goals and objectives, (ii) the compensation of the Chief Executive Officer, the Company’s other executive committee members, including executive officers, and non-employee directors, and (iii) the incentive compensation, equity and employee benefit plans, programs or similar arrangements for the Company’s employees and non-employee directors. The Committee shall also have oversight responsibility for human capital management matters, such as compensation; engagement; talent recruitment and development; pay equity; and company culture and inclusion.

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. Chairperson. The Chairperson of the Committee shall be appointed annually by the Board upon recommendation of the Nominating and Governance Committee.
3. Qualifications. Each member of the Committee shall at all times while serving on the Committee (i) meet all applicable independence and other requirements of the Securities and Exchange Commission (the “SEC”), the New York Stock Exchange (the “NYSE”) and any other applicable law or rule promulgated by a regulatory body with jurisdiction over the Company (the “Independence Requirements”), and (ii) be 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”); provided, however, that a failure to meet any of such requirements shall not invalidate decisions made, or actions taken, by 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 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 or (ii) ceases to be a “non-employee director” for purposes of Section 16.

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 session 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 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 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. The Committee shall conduct an annual performance self-evaluation and shall report to the Board the results of the self-evaluation.
5. Assessment of Charter. The Committee shall assess the adequacy of this Committee charter (this "Charter") on an annual basis and recommend any changes to the Board.

Authority and Duties

1. The Committee shall review recommendations and approve all grants of equity-based awards to non-employee directors, executive committee members (including executive officers and individuals who are subject to liability under Section 16), employees and appropriate third parties, including the terms and conditions of such awards. To the extent permitted by applicable law, the listing requirements of the NYSE and the provisions of a given equity-based plan, the Committee may delegate authority to one or more executive officers, employees or a committee that includes one or more officers or employees, of the Company to grant equity-based awards to employees of the Company who are not non-employee directors or executive officers.
2. The Committee shall review recommendations and determine corporate goals and objectives relevant to the compensation of the Chief Executive Officer, evaluate his or her performance in light of those goals and objectives, and determine and approve the elements of the Chief Executive Officer's compensation and the compensation level based on this evaluation and other appropriate considerations. The Committee may recommend that the other members of the Board who satisfy the Independence Requirements (the "Independent Directors") ~~approve~~ the Chief Executive Officer's compensation, as recommended by the Committee. The Committee and the Independent Directors may discuss the compensation of the Chief Executive Officer with the Lead Independent Director or any other member of the Board. In executing its duty to evaluate the corporate goals and objectives relevant to Chief Executive Officer performance and evaluation of the Chief Executive Officer's performance against these goals and objectives, the Committee shall consider any input and comments provided by the other Independent Directors.
3. The Committee shall review the performance evaluations of the Company's other executive officers as conducted by the Company's Chief Executive Officer or other executive officers or management, as applicable. The Committee shall review management's recommendations

regarding compensation of executive officers other than the Chief Executive Officer, and shall determine and approve the compensation of those executive officers based on their performance evaluations and other appropriate considerations.

4. The Committee shall oversee and administer the Company's compensation and benefit plans, policies and programs and shall evaluate and approve their initial adoption and any proposed changes thereto, including termination thereof. The Committee may delegate to the Company's senior most human resources officer the authority to make any amendments to the Company's compensation and benefit plans and Employee Stock Purchase Plan (collectively, the "Compensation and Benefit Plans") that he or she determines to be necessary or appropriate to reflect changes in applicable law or regulations or to maintain or facilitate compliance with applicable law or regulations, to add or remove entities as employers covered by the Compensation and Benefit Plans, or to reflect changes in the operation or administration of the Compensation and Benefit Plans that do not materially increase the cost of the Compensation and Benefit Plans to the Company.
5. The Committee shall review periodically and make recommendations to the Board regarding any material short- and long-term incentive compensation or equity plans, programs or similar arrangements that the Company establishes for, or makes available to, its executive officers, employees, non-employee directors 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 or corporate performance or otherwise does not align with the Company's compensation philosophy, strategy, and principles.
6. The Committee shall oversee the administration of the Incentive Plans, the Compensation and Benefit Plans, and any other plans or programs which fall within Board responsibilities (the "Plans"), 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. The Committee may delegate administrative responsibilities with respect to the Plans and any form of award agreements thereunder.
7. The Committee shall review and approve all new employment, consulting, retirement, severance, change-in control, and indemnification agreements and arrangements proposed for the Company's executive officers. The Committee shall inform the Board of any such approvals. Notwithstanding the foregoing, any employment agreement between the Company and the Chief Executive Officer, Chief Financial Officer, or Chief Operating 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 executive officers, and review Tally Sheets with respect to executive officers.
8. The Committee shall review and make recommendations to the Board with respect to the compensation of the Company's non-employee directors.
9. The Committee shall adopt and periodically review a comprehensive statement of executive compensation philosophy, strategy and principles with input from the Board and management, and administer the Company's compensation program fairly and consistently in accordance with these principles.

10. The Committee shall develop and recommend to the Board for approval the Company's Dodd-Frank compliant clawback policy and any other clawback policies for the recovery or clawback of erroneously paid compensation, including any revisions to such policies, and monitor compliance with such policies, including determining the extent, if any, to which incentive-based compensation of any current or former employees should be recouped or forfeited.
11. To the extent required by applicable laws and regulations, the Committee shall produce an annual Compensation Committee Report to be furnished in the Company's annual proxy statement, annual report on Form 10-K or other appropriate document to be filed with the SEC.
12. To the extent required by applicable laws and regulations, the Committee shall review and discuss with management the Company's Compensation, Discussion and Analysis ("CD&A") and shall recommend to the Board the inclusion of the CD&A in the Company's proxy statement on Schedule 14A, annual report on Form 10-K or other appropriate document to be filed with the SEC.
13. The Committee shall discuss with management and evaluate how the Company's compensation policies and programs for all Company employees may create incentives that can affect risk and shall discuss the Company's management of that risk, as well as whether the Company's compensation programs are appropriately aligned with the Company's risk management.
14. The Committee shall oversee the Company's policies and strategies, and periodically review trends and key metrics, related to human capital management, including workforce composition, employee engagement, talent recruitment and development, pay equity, and company culture and inclusion.
15. The Committee shall work with management and outside advisors to select peer groups of companies that shall be used for purposes of determining competitive compensation packages.
16. The Committee shall periodically review say-on-pay vote results and other shareholder input on executive compensation matters as part of the Committee's ongoing assessment of the Company's compensation programs and policies. The Committee shall also review and recommend to the Board all matters relating to say-on-pay votes, including the frequency of such votes, and recommend an appropriate response to any say-on-pay vote that is not approved by stockholders.
17. The Committee shall perform such other duties directed to it by the Board or required by law.

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.

Compensation Consultant, Legal Counsel, or Other Advisers

Consistent with any applicable requirements of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), and any applicable NYSE rules, the Committee shall have the power, in its sole discretion, to retain or obtain advice from compensation consultants, legal counsel, accountants or other advisors, as it deems appropriate.

The Committee shall be directly responsible for the appointment, compensation and oversight of the work of any compensation consultants, legal counsel or other advisors retained by the Committee. Subject to any exceptions permitted under NYSE rules, the Committee may select a compensation consultant, legal counsel or other advisor to the Committee after evaluating such advisor's independence from management, including with respect to the factors required by any applicable requirements of the Exchange Act and NYSE rules. The Committee shall evaluate whether any compensation consultant retained or to be retained by it has any conflict of interest in accordance with Item 407(e)(3)(iv) of Regulation S-K. The Company shall provide for appropriate funding, as determined by the Committee, for payment of reasonable compensation to any compensation consultants, legal counsel, accountants or other advisors retained by the Committee.