

BOSTON SCIENTIFIC CORPORATION
NOMINATING AND GOVERNANCE COMMITTEE

CHARTER

Purpose

The Board of Directors (the “Board”) of Boston Scientific Corporation (the “Company”) has established the Nominating and Governance Committee to, among other things, assist it to: (i) identify individuals qualified to become Board members, consistent with criteria approved by the Board, (ii) recommend to the Board the director nominees for election or re-election to the Board, (iii) monitor significant developments in the law and practice of corporate governance and of the duties and responsibilities of directors of public companies, and where appropriate develop and recommend to the Board changes to the Company’s Corporate Governance Guidelines, (iv) monitor developments and oversee the Company’s practices and policies related to environmental and social issues, and other matters impacting the Company’s standing as a responsible corporate citizen; (v) oversee the Board and each committee of the Board in their respective annual performance self-evaluations, including the establishment of criteria to be used in connection with such evaluation; and (vi) provide oversight of the governance affairs of the Board and the Company.

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. Chairperson. The Chairperson of the Committee shall be appointed by the Board upon the recommendation of the Committee.
3. Qualifications. Each member of the Committee shall meet all applicable independence and other requirements of the Securities and Exchange Commission and the New York Stock Exchange and any other appropriate law or rule promulgated by a regulatory body with jurisdiction over the Company (the “Independence Requirements”).
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.

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 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 identify, review 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, or as otherwise established by the Board from time to time. The Committee shall establish and periodically review the traits, abilities and experience of nominees, as well as the General Criteria for Nomination to the Board of Directors set forth in Annex A to the Corporate Governance Guidelines. 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 candidates recommended by Board members or the Chief Executive Officer. The invitation to join the Board shall be extended by the Chairperson of the Board, Lead Independent Director and/or the Chairperson of the Committee.
2. The Committee shall review the standards to be applied by the Board in making determinations as to whether a director satisfies the applicable independence requirements and shall recommend to the Board any modifications to these standards that the Committee deems desirable, and provide to the Board the Committee's assessment of which directors satisfy such independence requirements under then-current standards and under any recommended modifications to such standards.
3. The Committee shall review with the Board, on an annual basis, the current size, structure, including leadership structure, and composition of the Board as a whole, taking into account the directors' degree of independence, business background

- (including any areas of particular expertise such as accounting or related financial management expertise or technology), record of service for incumbent directors (including tenure, attendance record, meeting preparation, and overall contribution to the Board), employment status, availability for service to the Company, anticipated needs of the Company, and the criteria set forth in Annex A to the Corporate Governance Guidelines. The Committee shall review with the Board the appropriate skills and characteristics required of Board members.
4. The Committee shall, upon retirement or any other significant change in a director's principal professional occupation, review, as appropriate and in light of then current Board policies as reflected in the Corporate Governance Guidelines, the continued Board membership of such director. The Committee shall review, on at least an annual basis, the outside company board memberships of the Company's directors and executive officers in order to monitor compliance with the limitations on outside company board service set forth in the Company's Corporate Governance Guidelines and its Board Service Policy.
 5. The Committee shall identify and recommend to the Board the names of directors to serve as members of each of the Board's standing and ad hoc committees, including this Committee. In addition, the Committee shall recommend to the Board a member of each of the standing and ad hoc committees to serve as Chairperson of such committee. The Committee will annually review committee assignments and will consider the rotation of committee chairpersons and members with a view toward balancing the benefits derived from continuity against the benefits derived from the diversity of experience and viewpoints of the various directors.
 6. The Committee shall establish the criteria and processes to be used by the Board and the committees in their annual performance self-evaluations. In addition, the Committee, on behalf of the Board, shall oversee the annual performance self-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 a better contribution could be made.
 7. 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 Corporate Governance Guidelines and applicable laws, rules 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.
 8. The Committee shall assist the Board in its oversight with respect to matters that involve the Company's image, reputation and standing as a responsible corporate

- citizen, including reviewing and considering the following from time to time: (i) current and emerging environmental, social and corporate citizenship and public policy issues and trends that may affect the Company's business activities, performance, reputation or public image, (ii) the Company's initiatives related to sustainability and the environment as well as social impact and (iii) other strategic issues and corporate actions the Committee deems appropriate.
9. The Committee shall supervise a process for orientation, and continuing education, of new and continuing Board members and make the full Board aware of ongoing educational efforts.
 10. The Committee shall recommend for approval to the full Board candidates for Chairperson of the Board and Chief Executive Officer.
 11. The Committee shall review and assess succession programs and development plans for the Chief Executive Officer (and other executive officers, as appropriate) and will report to the Board on such matters at least annually.
 12. As part of its succession planning review, the Committee shall use all reasonable efforts to ensure that in the event of an unexpected emergency or departure of the Chief Executive Officer, a process is in place for the timely and efficient transfer of his or her responsibilities including recommendations for longer-term succession arrangements.
 13. The Committee shall review the Company's Stock Ownership Guidelines included in the Corporate Governance Guidelines to determine appropriateness against stated objectives and to determine whether those directors and executive officers 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.
 14. The Committee shall discuss the election of corporate officers and recommend elections to the full Board annually. The Committee shall have the authority to elect new officers or to fill any vacancies, in each case other than the Chief Executive Officer, Chief Financial Officer, or Chief Operating Officer, as needed between annual elections. The Committee shall inform the full Board of any such elections.
 15. The Committee shall evaluate stockholder proposals and recommend to the Board responses to the stockholder proposals, unless the content of any such proposal would be more appropriately reviewed by another committee of the Board.
 16. The Committee shall review and approve potential related party transactions and oversee the Company's compliance with the Related Party Transactions policy set forth in its Corporate Governance Guidelines. The Committee shall review the Company's related party transactions disclosures made in its annual proxy statement.

17. The Committee shall review on an annual basis the political contributions made by the Company and its Political Action Committee.

18. The Committee shall annually review the Company's insurance programs and make recommendations to the Board when appropriate.

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.