# Boston Scientific Closes Cameron Health Acquisition

**Adds First and Only Commercially Available Subcutaneous ICD Technology that Offers New Life-Saving Therapy Option to Patients at Risk of Sudden Cardiac Arrest**

Boston Scientific Corporation (NYSE: BSX) has closed its acquisition of Cameron Health, Inc. of San Clemente, California, and, as a result, added to its product portfolio the world's first and only commercially available subcutaneous implantable cardioverter defibrillator, called the S-ICD® System. The acquisition is the capstone of a nearly 10-year relationship between the two companies during which Boston Scientific invested in Cameron Health during its ground-breaking research and product commercialization efforts. Developed by Cameron Health, the entire S-ICD System sits just below the skin. This leaves the heart and blood vessels untouched, offering patients an alternative to conventional transvenous ICDs, which require thin, insulated wires (known as 'leads') to be placed into the heart itself.

"We are pleased to complete the acquisition of Cameron Health, furthering Boston Scientific's commitment to introducing innovation in the CRM space," said Hank Kucheman, chief executive officer at Boston Scientific. "Boston Scientific now provides physicians and their patients with an option to choose either the industry's thinnest, longest-lasting transvenous ICD or the world's first and only commercially available completely subcutaneous ICD."

"We believe that the combination of Cameron Health's breakthrough technology and Boston Scientific's already strong arrhythmia management product portfolio and commercial capabilities will help unlock the enormous potential of the S-ICD System," said Kevin Hykes, former chief executive officer of Cameron Health, who will continue to lead the S-ICD team at Boston Scientific. "Equally exciting is the promise of next-generation subcutaneous technology that we expect will continue to expand the reach of ICD therapy to more patients."

At the recent Heart Rhythm Society's 33rd Annual Scientific Sessions in Boston, Cameron Health announced initial results from the international "Evaluation oF FactORs ImpacTing CLinical Outcome and Cost EffectiveneSS (EFFORTLESS) Subcutaneous Implantable Defibrillator Registry" study that showed the S-ICD System is performing appropriately in real-world circumstances and continues to demonstrate positive results in a study of 230 patients. Cameron Health also announced at the conference that the S-ICD System met the primary safety and efficacy endpoints defined in their 330-patient IDE clinical study. The patient population in the IDE study patient population closely mirrored real world populations with transvenous ICDs, demonstrating that the S-ICD System is an important new treatment option for a wide range of primary and secondary prevention patients. In addition, the U.S. Food and Drug Administration (FDA) Circulatory System Devices Panel recommended approval of the S-ICD System in April of 2012. FDA approval is expected in the first half of 2013. The S-ICD System received CE Mark in 2009 and is commercially available in many countries in Europe, as well as New Zealand. To date, more than 1,300 devices have been implanted in patients around the world.

In countries where it is approved, the S-ICD System establishes a new class of protection from sudden cardiac arrest that offers physicians more options in how to best treat their patients. While it provides the same defibrillation protection of transvenous ICDs, the S-ICD System also preserves the patient's venous system, which may be advantageous to many patients.

Transaction Details
The transaction follows Boston Scientific's exercise of its option to acquire Cameron Health announced on March 8, 2012. Under the terms of the agreement, Boston Scientific paid $150 million at closing. The agreement calls for an additional potential payment of $150 million to be made upon FDA approval of the S-ICD System and up to an additional $1.050 billion of potential payments to be made upon the achievement of specified revenue-based criteria over a six-year period following FDA approval. The company currently expects the transaction to be approximately $0.01 dilutive in 2012 and approximately break-even in 2013 to earnings per share on an adjusted basis and more dilutive in both years on a GAAP basis as a result of acquisition-related net charges and amortization, which will be determined following the closing.

The S-ICD® System is an investigational device and limited under U.S. law to investigational use only, and is not available for sale in the U.S.

About Boston Scientific
Boston Scientific transforms lives through innovative medical solutions that improve the health of patients around the world. As a global medical technology leader for more than 30 years, we advance science for life by providing a broad range of high performance solutions that address unmet patient needs and reduce the cost of healthcare. For more information, visit www.bostonscientific.com and connect onTwitter and Facebook.

Cautionary Statement Regarding Forward-Looking Statements
This press release contains forward-looking statements within the meaning of Section 27A of the Securities Act of 1933 and Section 21E of the Securities Exchange Act of 1934. Forward-looking statements may be identified by words like "anticipate," "expect," "project," "believe," "plan," "estimate," "intend" and similar words. These forward-looking statements are based on our beliefs, assumptions and estimates using information available to us at the time and are not intended to be guarantees of future events or performance. These forward-looking statements include, among other things, statements regarding product launches

and launch cadence, clinical trials and impact of data, product performance and impact, and competitive offerings. If our underlying assumptions turn out to be incorrect, or if certain risks or uncertainties materialize, actual results could vary materially from the expectations and projections expressed or implied by our forward-looking statements. These factors, in some cases, have affected and in the future (together with other factors) could affect our ability to implement our business strategy and may cause actual results to differ materially from those contemplated by the statements expressed in this press release. As a result, readers are cautioned not to place undue reliance on any of our forward-looking statements.

Factors that may cause such differences include, among other things: future economic, competitive, reimbursement and regulatory conditions; new product introductions; demographic trends; intellectual property; litigation; financial market conditions; and, future business decisions made by us and our competitors. All of these factors are difficult or impossible to predict accurately and many of them are beyond our control. For a further list and description of these and other important risks and uncertainties that may affect our future operations, see Part I, Item 1A Risk Factors in our most recent Annual Report on Form 10-K filed with the Securities and Exchange Commission, which we may update in Part II, Item 1A Risk Factors in Quarterly Reports on Form 10-Q we have filed or will file hereafter. We disclaim any intention or obligation to publicly update or revise any forward-looking statements to reflect any change in our expectations or in events, conditions, or circumstances on which those expectations may be based, or that may affect the likelihood that actual results will differ from those contained in the forward-looking statements. This cautionary statement is applicable to all forward-looking statements contained in this document.

Use of Non-GAAP Financial Measures

To supplement our consolidated financial statements presented on a GAAP basis, we disclose certain non-GAAP financial measures including adjusted earnings per share. Adjusted earnings per share excludes goodwill and intangible asset impairment charges; acquisition-, divestiture-, litigation- and restructuring-related charges and credits; certain discrete tax items and amortization expense. Non-GAAP measures such as adjusted earnings per share are not in accordance with generally accepted accounting principles in the United States. The GAAP financial measure most directly comparable to adjusted earnings per share is GAAP earnings per share. The difference between our estimated impact of the acquisition on our GAAP and adjusted earnings per share relates to amortization expense on acquired intangible assets and acquisition-related net charges, which include contingent consideration expense and acquisition-related fair value adjustments. These amounts are excluded by the Company for purposes of measuring adjusted earnings per share.

Management uses adjusted earnings per share along with other supplemental non-GAAP measures to evaluate performance period over period, to analyze the underlying trends in our business, to assess its performance relative to its competitors, and to establish operational goals and forecasts that are used in allocating resources. Non-GAAP financial measures, including adjusted earnings per share, should not be considered in isolation from or as a replacement for GAAP financial measures. We believe that presenting non-GAAP financial measures in addition to GAAP financial measures provides investors greater transparency to the information used by our management for its financial and operational decision-making and allows investors to see our results "through the eyes" of management. We further believe that providing this information better enables our investors to understand our operating performance and to evaluate the methodology used by management to evaluate and measure such performance.



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