CO-OPERATION AGREEMENT AMENDMENT

THIS AGREEMENT is made on 11 December 2018.

BETWEEN:

(1) BTG PLC a company incorporated in England and Wales (registered number 02670500) whose registered office is at 5 Fleet Place, London, EC4M 7RD (BTG); and

(2) BOSTON SCIENTIFIC CORPORATION, a Delaware corporation whose principal place of business is at 300 Boston Scientific Way, Marlborough, Massachusetts 01752-1234 (Boston Scientific); and

(3) BRAVO BIDCO LIMITED, a company incorporated in England and Wales (registered number 11682272) whose registered office is at Suite 1, 3rd Floor 11 - 12 St. James's Square, London SW1Y 4LB (Bidco).

WHEREAS:

(A) The parties entered into a co-operation agreement dated 20 November 2018 relating to the Transaction (the Original Agreement).

(B) The parties wish to amend the Original Agreement in accordance with clause 19.4 of the Original Agreement pursuant to the terms of this agreement (the Amendment Agreement).

1. INTERPRETATION

Capitalised terms used but not defined in this Amendment Agreement shall have the meaning given to them in the Original Agreement.

2. AMENDMENT TO THE ORIGINAL AGREEMENT

2.1 In consideration of the mutual agreement of the parties set out in this Amendment Agreement, clause 3.3 of the Original Agreement shall be deleted and replaced with the following with effect from the date of this Amendment Agreement (the Effective Date), provided that references in the following to “the date of this agreement” shall be read as referring to the date of the Original Agreement and not the date of this Amendment Agreement:

“3.3 BTG, Boston Scientific and Bidco shall submit to the Relevant Authorities all necessary filings and notifications in connection with the Clearances as soon as reasonably practicable following the date of this agreement and in any event:

(a) in relation to the United States of America, within 15 Business Days of the date of this agreement;

(b) in relation to Spain:

(i) a first draft of all such filings and notifications shall be submitted to the applicable Relevant Authority within 15 Business Days of the date of this agreement; and

(ii) all such filings and notifications shall formally be submitted to the applicable Relevant Authority by the earlier of:
(A) the date three Business Days following receipt of confirmation from the applicable Relevant Authority during the relevant pre-notification period that it has no further questions and such formal submission may therefore take place; and

(B) 20 February 2019 (or such other date as may be agreed between the parties, such agreement not to be unreasonably withheld, conditioned or delayed);

(c) in relation to Germany, by 9 January 2019; and

(d) in relation to any other relevant jurisdiction, by 30 January 2019.”

2.2 With effect from the Effective Date:

(a) save to the extent amended by this Amendment Agreement, the Original Agreement shall continue in full force and effect; and

(b) the Original Agreement and this Amendment Agreement shall be read and construed as one document.

3. GENERAL

3.1 This Amendment Agreement and any non-contractual obligations arising out of or in connection with it shall be governed by and construed in accordance with English law.

3.2 Clauses 1, 15 to 20 (inclusive) and 21.2 to 21.4 (inclusive) of, and the principles of construction set out in schedule 2 to, the Original Agreement are incorporated, with only such changes as are necessary, into this Amendment Agreement by reference and shall have effect as if so set out in full in this Amendment Agreement.

AS WITNESS this Amendment Agreement has been signed by the parties (or their duly authorised representatives) on the date stated at the beginning of this Amendment Agreement.
SIGNATORIES

BTG PLC

By:

Name: PAUL MASSENDEN
Title: GENERAL COUNSEL
BOSTON SCIENTIFIC CORPORATION

By: [Redacted]

Name: Charlie ATTILA
Title: SVP, Corp Strategy & BD