

**CHARTER
OF THE COMPENSATION AND GOVERNANCE COMMITTEE
OF THE BOARD OF DIRECTORS
OF EDWARDS LIFESCIENCES CORPORATION**
(Amended and Restated as of November 10, 2016)

Statement of Purpose

The primary purpose of the Compensation and Governance Committee (the “Committee”) of the Board of Directors (the “Board”) of Edwards Lifesciences Corporation (the “Corporation”) is to discharge the Board’s responsibilities relating to the following:

- compensating the Corporation’s executive officers and making recommendations to the Board with respect to the compensation of the members of the Board;
- identifying, evaluating, and recommending individuals qualified to be directors to the Board;
- developing and recommending to the Board corporate governance guidelines for the Corporation;
- overseeing the evaluation of the Board and management; and
- overseeing management of succession planning, attraction and retention of talent, and risks related to the design of executive compensation programs and arrangements.

The Committee also will prepare a report annually on executive compensation that will be included in the Corporation’s proxy statement. In performing its duties, the Committee will maintain effective working relationships with and open communication between the Board, management, and any consultants or other advisors engaged to assist the Committee.

Organization and Meetings

The Committee, a standing committee of the Board, will be composed of three or more directors, each of whom satisfies, in the business judgment of the Board, the following requirements:

- applicable New York Stock Exchange independence requirements;
- requirements for a “nonemployee director” contained in Rule 16b-3 under the Securities and Exchange Act, as amended; and

- requirements for “outside director” for purposes of Section 162(m) of the Internal Revenue Code of 1986, as amended.

Members of the Committee, including its Chairperson, shall be elected by the Board on the recommendation of the Committee at the annual organizational meeting of the Board and shall serve until their successors have been duly elected and qualified or until their earlier resignation or removal by the Board.

The Committee will keep minutes of its meetings and will regularly report to the Board on its activities, making recommendations as appropriate. The Committee shall meet with such frequency and at such intervals as it shall determine is necessary.

Key Responsibilities

The Committee's job is to discharge the Board's responsibilities relating to compensating executive officers and directors, nominating qualified individuals to serve as directors, maintaining guidelines to assist the Board in governing the Corporation, overseeing the evaluation of the Board and management, and overseeing management of succession planning, attraction and retention of talent, and risks related to the design of executive compensation programs and arrangements. These five recurring responsibilities are more fully described below. The Committee may delegate its responsibilities as it deems appropriate.

The Committee may, in its sole discretion, at the Corporation's expense and after considering such independence factors as may be required by the New York Stock Exchange or as the Committee otherwise deems appropriate, retain or obtain the advice of a compensation consultant, executive search firm, independent legal counsel, or other adviser to assist it in carrying out its duties pursuant to this Charter. The Committee shall be directly responsible for the appointment, compensation, and oversight of the work of any such consultant, search firm, independent legal counsel, and adviser retained by the Committee, and shall receive appropriate funding from the Corporation, as determined by the Committee, for payment of reasonable compensation to such consultant, search firm, legal counsel, or other adviser.

Compensation

- Annually review and approve corporate goals and objectives relevant to CEO compensation, evaluate the CEO's performance in light of those goals and objectives, and establish the individual elements of the CEO's total compensation based on the annual evaluation.
- Annually review and approve the compensation and benefits to be provided to the Corporation's executive officers, including approving employment agreements, severance agreements, and change in control provisions/agreements for the Corporation's executive officers.

- Oversee the management of succession planning, attraction and retention of talent, and risks related to the design of executive compensation programs and arrangements.
- Periodically evaluate and recommend to the full Board appropriate compensation for the Corporation's directors, including compensation and expense reimbursement policies for attendance at Board and committee meetings. As provided in Article II, Section 8 of the Corporation's Bylaws, such compensation may take the form of cash, stock options, or other compensation.
- Periodically review with management the Corporation's employee compensation and benefit plans, including those plans that are limited in their application to executive officers and senior management. The Committee has delegated to the Administrative and Investment Committee the administrative and fiduciary functions related to the Corporation's employee benefit plans, including the review of funding and investment of plan funds, and the authority to approve amendments to the plans, appoint trustees, and enter into trust agreements.
- Approve grants and/or awards of restricted stock, stock options, and other forms of equity-based compensation under the Corporation's equity-based award plans.
- As appropriate, recommend to the Board changes in the Corporation's incentive compensation plans applicable to executive officers and equity-based plans.
- Review and discuss with management the Compensation Discussion and Analysis (CD&A) to be included in the Corporation's annual proxy statement as required by applicable rules and regulations of the Securities and Exchange Commission.
- Periodically review and approve any compensation clawback policy of the Corporation that is applicable to the Corporation's executive officers.

Nomination

- Identify individuals that the Committee believes are qualified to become or be re-nominated as Board members in accordance with the criteria attached as Exhibit A, and recommend that the Board select such nominee or nominees to stand for election at the next meeting of stockholders of the Corporation in which directors will be elected.
- Review and evaluate director nominees suggested by the stockholders of the Corporation in accordance with the criteria attached as Exhibit A.

- Periodically review the appropriate size and composition of the Board as a whole in light of the Corporation's current and anticipated needs and recommend to the Board measures, if any, to be taken.
- In the event there is a vacancy on the Board or a committee, identify individuals that the Committee believes are qualified to fill such vacancy in accordance with the criteria attached as Exhibit A, and recommend such person or persons for appointment to the Board or applicable committee.
- In the event of the death, incapacity, resignation, or other absence (temporary or permanent) of the chairman of the board and/or chief executive officer, the Committee shall confer and recommend for election by the full Board an acting successor chairman of the board and/or chief executive officer.

Governance

- Annually review the Board's committee membership and recommend changes to the Board in number, authority, and duties of such committees as well as changes in the chairperson or members of the committees.
- Review annually and, as appropriate, recommend to the Board changes to the Corporate Governance Guidelines.

Evaluation

- Review and evaluate the performance of management, specifically executive officers. The Committee may conduct the evaluation in a manner it deems appropriate and will report to the Board the results of the performance evaluation.
- Oversee and assist in the annual self-evaluation of the Board. The Committee may conduct the evaluation in a manner it deems appropriate and will report to the Board the results of the performance evaluation.
- Annually review and evaluate the performance of the Committee, which should compare the performance of the Committee to this Charter. The Committee may conduct its evaluation in a manner it deems appropriate consistent with the Corporate Governance Guidelines, as appropriate, and will report to the Board the results of the performance evaluation.
- Annually receive the report of the Administrative and Investment Committee and appoint the members thereof.

Other Responsibilities

- Review and discuss the adequacy of the Compensation and Governance Committee Charter on an annual basis, or more frequently as otherwise needed.
- Oversee the Corporation's political activities, including the periodic review of the Corporation's policy on political expenditures and its payments to trade associations and other tax-exempt organizations that may be used for political purposes; and confirm that political expenditures from corporate funds are consistent with the policy.
- Oversee the Corporation's principles, programs, and practices on sustainability topics, including environmental and social affairs; periodically review reports on these topics.
- Perform such other functions as assigned by law, the Corporation's certificate of incorporation, the bylaws and the Board.

MEMBERSHIP CRITERIA FOR DIRECTORS

It is the desire of Edwards Lifesciences Corporation to select individuals for nomination to the Board of Directors, who, if elected, will best serve the interests of the Corporation and its stockholders. To accomplish this goal, each candidate nominee should possess the following characteristics:

- Possess fundamental qualities of intelligence, honesty, perceptiveness, good judgment, maturity, high ethics and standards, integrity, fairness, and responsibility.
- Have a genuine interest in the Corporation and a recognition that, as a member of the Board, each director is accountable to the stockholders of the Corporation.
- Have a background that demonstrates an understanding of business and financial affairs and the complexities of a large, multifaceted, global business, governmental, or educational organization.
- Be or have been in a senior position in a complex organization such as a corporation, university, or major unit of government.
- Have no conflict of interest or legal impediment that would interfere with the duty of loyalty owed to the Corporation and its stockholders.
- Have the ability and be willing to spend the time required to function effectively as a director.
- Be compatible and able to work well with other directors and executives in a team effort with a view to a long-term relationship with the Corporation as a director.
- Have independent opinions and be willing to state them in a constructive manner.

Directors shall be selected on the basis of talent and experience. The Corporation seeks a Board with diversity of background among its members, including diversity of experience, gender, race, ethnic or national origin, and age.

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