

INTUITIVE SURGICAL, INC. COMPENSATION COMMITTEE CHARTER

(Amended and Restated and Adopted by the Board of Directors on July 25, 2013)

Purpose

The purpose of the Compensation Committee (the “**Committee**”) of the Board of Directors (the “**Board**”) of Intuitive Surgical, Inc., a Delaware corporation (the “**Company**”), is to, among other things, discharge the Board’s responsibilities relating to the compensation of the Company’s executives and to produce the report that the rules and regulations of the Securities and Exchange Commission (the “**SEC**”) require to be included in or incorporated by reference into the Company’s annual report and proxy statement.

Composition

The Committee shall consist of at least three members of the Board. The Committee will be comprised solely of “independent directors,” i.e., those directors who neither are officers or employees of the Company or its subsidiaries nor have a relationship which, in the opinion of the Board, would interfere with the exercise of independent judgment in carrying out the responsibilities of a director, and each of whom is otherwise “independent” under the rules of the NASDAQ Stock Market, Inc. (“**NASDAQ**”) and qualifies as an “outside director” for purposes of Section 162(m) of the Internal Revenue Code and as a “non-employee director” for purposes of Rule 16b-3 of the Securities Exchange Act of 1934 (the “**Exchange Act**”). The members of the Committee shall be appointed by the Board based upon nominations by the Company’s Corporate Governance and Nominating Committee. The members of the Committee will serve at the discretion of the Board.

The **Board** shall designate one member of the Committee as its chairperson.

Duties and Responsibilities

The following are the duties and responsibilities of the Committee:

1. Review and approve all compensation programs applicable to the executive officers of the Company, including all forms of salary paid to executive officers of the Company and the grant of all forms of bonus and stock compensation provided to the executive officers of the Company.
2. Review and approve corporate goals and objectives relevant to the compensation of the Company’s Chief Executive Officer (the “**CEO**”), evaluate the performance of the CEO in light of those goals and objectives, and set the CEO’s compensation level based on this evaluation. In determining the long-term incentive component of the CEO’s compensation, the Committee shall consider, among other factors, the Company’s performance and relative stockholder return, the value of similar incentive awards to CEOs at comparable companies, the awards given to the CEO in past years, and any other factors the Committee deems appropriate.
3. Approve any new compensation plan or any material change to an existing compensation plan whether or not subject to stockholder approval, make recommendations to the Board with respect to the Company’s incentive compensation plans and equity-based plans subject to shareholder approval, oversee the activities of the individuals and committees responsible for overseeing the Company’s compensation plans, and discharge any responsibilities imposed on the Committee by any of these plans.

4. In consultation with management, oversee regulatory compliance with respect to compensation matters, including overseeing the Company's policies on structuring compensation programs to preserve tax deductibility, and, as and when required, establishing performance goals and certifying the performance goals have been attained for purposes of Section 162(m) of the Internal Revenue Code.
5. Annually review and reassess the adequacy of its charter and recommend any changes to the Board.
6. Review and discuss with management, including the CEO and Chief Financial Officer (the "**CFO**") the Company's disclosures under "Compensation Discussion and Analysis" (the "**CD&A**"), and based on such review and discussion, make a recommendation to the Board as to whether the CD&A should be included in the Company's annual report on Form 10-K and as applicable, the Company's proxy statement.
7. Any other compensation matters as from time to time may be directed by the Board.
8. When appropriate, the Committee may designate one or more of the members of the Board to perform certain of its duties on its behalf, subject to such reporting to or ratification by the Committee as the Committee shall direct.
9. Review and recommend the level of compensation for the Company's Board and each committee thereof for review and approval by the Board.
10. Review, with the Company's management, whether the Company's compensation-related policies and practices, applicable to all employees of the Company, encourage unnecessary or excessive risk taking, and evaluate whether the financial incentives and risks relating to such policies and practices are appropriate.

Meetings

The Committee will meet in person or telephonically at least two times per year at a time and place determined by the Committee chairperson, with further meetings to occur or actions to be taken by unanimous written consent, when deemed necessary or desirable by the Committee or its chairperson. The Committee may invite the President and Chief Executive Officer, Chairman of the Board, Secretary, Chief Financial Officer, or any other officer desired by the Committee or its Chairman. No such person may be present during any discussions and deliberations of the Committee regarding the compensation of any such person. The Committee may, in its discretion, delegate all or a portion of its duties and responsibilities to a subcommittee of the Committee.

Committee Reports

The Committee shall produce the following reports and provide them to the Board:

1. An annual report of the Compensation Committee for inclusion in or incorporation by reference into the Company's annual report and proxy statement in accordance with applicable SEC rules and regulations.
2. A summary of the actions taken at each Committee meeting, which shall be presented to the Board at the next Board meeting.

Resources, Additional Responsibilities and Authority

Consistent with applicable requirements of the Exchange Act and NASDAQ listing standards, the Committee shall (i) have the authority, in its sole discretion, to retain or obtain the advice of, and terminate, any compensation consultant, legal counsel, or other advisers (“**compensation advisers**”); (ii) be directly responsible for the appointment, determination of compensation and oversight of the work of any compensation advisers retained by the Committee; (iii) subject to any exceptions under NASDAQ listing standards, undertake an analysis of the independence of each compensation adviser under the independence factors specified in the applicable requirements of the Exchange Act and NASDAQ listing standards, with such analysis to occur prior to selection of such compensation adviser and as appropriate thereafter; and (iv) have such additional authority and responsibility as may be required from time to time under the rules and guidelines of the Exchange Act and NASDAQ listing standards. The Company shall provide for appropriate funding, as determined by the Committee, for payment of compensation to the compensation advisers retained by the Committee.