

REGULATORY AND COMPLIANCE COMMITTEE CHARTER

PURPOSE

The primary purpose of the Regulatory and Compliance Committee (“RCC”) of Abiomed, Inc. (the “Company”) is to assist the Company’s Board of Directors with the oversight of significant health care related regulatory and compliance issues by overseeing, evaluating, and monitoring the Company’s compliance policies, standards, procedures, systems and initiatives. The RCC shall provide recommendations, reports, and guidance to the Board of Directors regarding the Company’s compliance with applicable laws, rules, and regulations.

SUBJECT MATTER OF RCC ACTIVITY

The subject matter of the RCC’s activities shall include, but not be limited to, the following areas:

1. Health care fraud and abuse laws and regulations in all countries in which the Company operates, including U.S. federal and state anti-kickback statutes, the U.S. federal False Claims Act and the U.K. Anti-Bribery Act.
2. The U.S. Federal Food, Drug and Cosmetic Act (“FDCA”), as it relates to product development, research and development activities, marketing, sales, and other product-related activities.
3. Other applicable laws governing the Company’s promotion, sale, marketing, and reimbursement of its products, which may include the Health Insurance Portability and Accountability Act (“HIPAA”), as amended by the Health Information Technology for Economic and Clinical Health Act (“HITECH”), the Foreign Corrupt Practices Act (“FCPA”) and other anti-bribery and anti-corruption laws and regulations, federal and state anti-trust laws, and import and export laws and regulations.

The RCC may provide oversight and evaluation of additional areas as requested by the Board of Directors.

MEMBERSHIP

The RCC is a committee of the Board of Directors and will be comprised of at least three Directors selected by the Board of Directors. The composition of the RCC may be changed from time to the time by the Board of Directors as it deems such changes to be appropriate..

MEETINGS

The RCC shall meet at least quarterly, or more frequently as it deems necessary and appropriate. During RCC meetings, the RCC shall discuss changes to laws and regulations or other issues that may affect the Company's compliance program.

The RCC may request that employees of the Company, such as the Chief Compliance Officer or any other persons whose advice and counsel are sought by the RCC, attend any meeting of the RCC to provide such pertinent information as the RCC requests.

The RCC shall maintain written minutes or other records of its meetings and activities.

RCC RESPONSIBILITIES

The RCC's responsibilities are to:

1. Review, oversee and monitor implementation of the Company's Healthcare Compliance Program and Work Plan, which includes elements recognized by the Office of Inspector General for the Department of Health and Human Services as pertinent to an effective compliance program. This will include establishing a management-level compliance committee and appointing an individual to serve as Chief Compliance Officer.
2. Receive reports prepared by the Chief Compliance Officer and the management-level compliance committee concerning compliance matters.
3. Give regular reports to the Board of Directors concerning the meetings of the RCC and such other matters as may be specified by the Board of Directors.
4. Make findings and recommendations to the Board of Directors regarding the adequacy of the Company's compliance program.
5. Perform any other activity consistent with this Charter as the RCC may deem necessary or appropriate for the fulfillment of its responsibilities under this Charter or as required by applicable law or regulation.

OTHER MATTERS

The RCC is authorized in its discretion to retain outside independent counsel with appropriate expertise, and may also, at its discretion, retain experts and consultants in the discharge of its responsibilities.

Nothing in this Charter shall expand the duties and liabilities of any of the directors or officers of the Company beyond any duties and liabilities imposed by law.