

ABIOMED, Inc.

Risk and Compliance Committee Charter

(f/k/a Regulatory and Compliance Committee)

Amended and Restated: March 9, 2021

Purpose:

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

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

1. Any matter or activity involving the risk management of the Company.
2. 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.
3. 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.
4. 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 General Data Protection Regulation (“GDPR”), 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.

Responsibilities:

The RCC's responsibilities are to:

1. Review, approve, oversee and monitor the Company's Enterprise Risk Management Program, including determining whether appropriate risks have been identified, establishing a risk management infrastructure to identify, measure, address, monitor and report those risks, and periodically reviewing and approving the Company's enterprise-wide risk management framework.
2. 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.
3. Establish a management-level compliance committee and appoint an individual to serve as Chief Compliance Officer. The RCC shall provide prior approval for all decisions relating to the appointment, material discipline, and termination of the Chief Compliance Officer, as well as consultation and prior approval of compensation or benefit decisions impacting the Chief Compliance Officer.
4. Receive and discuss reports prepared by the Chief Compliance Officer and the management-level compliance committee concerning risk and compliance matters, including meeting in executive session.
5. Give regular reports to the Board concerning meetings of the RCC and such other matters as may be specified by the Board.
6. Make findings and recommendations to the Board regarding the adequacy of the Company's compliance program.
7. 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.
8. Conduct an annual performance evaluation of the RCC and annually evaluate the adequacy of its Charter.

Meetings:

The RCC will meet at least quarterly, or more frequently as necessary as determined by the RCC members. During RCC meetings, the RCC shall discuss changes to laws and regulations and other issues that may affect the Company's risk or compliance programs.

The Committee may meet by telephone conference call or by any other means permitted by law or the Company's By-laws, as in effect from time to time.

The RCC may request that employees of the Company, such as the Chief Compliance Officer and 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 may meet in executive sessions with the Chief Compliance Officer, or his or her designee, at his, her, or the Committee's request, to discuss any aspect of the performance of the Company's Healthcare Compliance Program or Work Plan, including the results of significant audits and investigations and corrective or preventative actions taken as a result of significant compliance audits and investigations.

Reports:

The RCC may present its reports or recommendations to the Board in written or oral form. The RCC's recommendations shall be incorporated as a part of the minutes of the Board meeting at which those recommendations are presented.

Minutes:

The RCC will maintain written minutes of its meetings, which minutes will be filed with the minutes of the meetings of the Board.

Other:

The RCC is authorized in its discretion to retain independent counsel with appropriate expertise, and may also, at its discretion, retain experts and consultants in the discharge of its responsibilities, in each case, at the Company's expense and not at the expense of the members thereof. The RCC is also authorized in its discretion to conduct, or require management to conduct, audits, investigations or other reviews relating to compliance, regulatory or legal concerns or the risks inherent in the business of the Company.

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.