

## **ABIOMED, Inc.'s Compensation Committee Charter**

### **Statement of Policy**

The Compensation Committee assists the Board of Directors in carrying out its responsibilities with respect to: (a) employee qualified benefit plans and employee programs; (b) executive compensation programs; and (c) director compensation programs.

### **Organization**

The Compensation Committee shall consist of at least three members of the Board, each of whom shall be an Independent Director as defined in Nasdaq Marketplace Rule 5605(a)(2), and all of whom shall be free from any relationship which, in the opinion of the Board, would interfere with the exercise of independent judgment.

### **Responsibilities**

The functions of the Committee, on behalf of the Board, shall be:

1. To review compensation philosophy and major compensation programs, taking into account whether such programs and incentives encourage undue or inappropriate risk taking, and to administer particular programs for which the Committee is the designated administrator.
2. To annually review executive compensation programs and to establish the compensation for the CEO and approve the compensation for the executive officers.
3. To evaluate CEO and other executive officer performance and resulting incentive payouts in light of both annual and long-term components of the executive compensation programs.
4. To establish all components of compensation for directors and recommend changes to the Board.
5. To review any proposed new compensation arrangement which deviates materially from established compensation programs.
6. To oversee compliance with SEC rules and regulations regarding shareholder approval of certain executive compensation matters, including advisory votes on executive compensation and the frequency of such votes.
7. To review annually the design and administration of the qualified benefit plans in performance of the fiduciary duties assigned to the Committee.
8. To evaluate the Committee's performance annually.

9. To report all Committee activities and findings to the Board with recommendations for action when appropriate.

### **Meetings**

The Committee will meet as necessary as determined by the Committee members. The Committee is authorized, by majority vote or unanimous written consent of its members, to adopt its own rules of procedure, including the formalities of calling, noticing, and holding meetings and for the taking of action of the Committee by vote at any such meeting or by unanimous written consent of the members thereof, and that unless and until any such procedures are formally adopted by the Committee, the procedures with respect to calling, noticing, and holding meetings of the Committee and conducting business of the Committee shall be the same as provided in the By-laws of the Company.

The chief executive officer may not be present during voting or deliberations on his or her compensation.

### **Minutes**

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

### **Reports**

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

### **Advisors to the Committee**

The Committee shall have the right, as and when it shall determine to be necessary or appropriate to the functions of the Committee at the Company's expense and not at the expense of the members thereof, to retain compensation consultants, legal counsel (which may be, but need not be, the regular corporate counsel to the Company) and other advisors (each, an "Advisor" and, collectively, "Advisors") to assist it in connection with its functions. The Compensation Committee shall be directly responsible for the appointment, compensation and oversight of the work of Advisors.

The Compensation Committee may select or receive advice from an Advisor only after taking into consideration the following factors:

1. The provision of other services to the Company by the person that employs the Advisor.
2. The amount of fees received from the Company by the person that employs the Advisor, as a percentage of total revenue of that person.
3. The policies and procedures of the person that employs the Advisor

that are designed to prevent conflicts of interest.

4. Any business or personal relationship of the Advisor with a member of the Compensation Committee.
5. Any stock of the Company owned by the Advisor.
6. Any business or personal relationship of the Advisor or the person employing the Advisor with an executive officer of the Company.

The Compensation Committee shall not be required to conduct the above independence assessment with respect to:

1. In-house legal counsel.
2. An Advisor that: (a) consults on any broad-based plan that does not discriminate in scope, terms, or operation, in favor of executive officers or directors of the Company and that is available generally to all salaried employees; and/or (b) provides information that either is not customized for a particular issuer or that is customized based on parameters that are not developed by the Advisor, and about which the Advisor does not provide advice.

The Compensation Committee may choose an Advisor that is not independent provided it has conducted the above independence analysis and considered all six factors.

The Compensation Committee shall not be required to implement or act consistently with the advice of any Advisor and shall exercise its own judgment in the fulfillment of its duties.