

ABIOMED, Inc.

Governance and Nominating Committee Charter

Amended and Restated: March 9, 2021

Purpose:

The purpose of the Governance and Nominating Committee (the “Committee”) of the Board of Directors (the “Board”) of ABIOMED, Inc. (the “Company”) is to assist the Board in carrying out its responsibilities with respect to the Company’s corporate governance, director nominations process and any related matters required by the federal securities laws. The Committee shall provide assistance to the Board by, among other things: (a) advising the Board concerning the appropriate composition of the Board and its committees; (b) identifying and recommending to the Board Director nominees to fill Board vacancies and/or to be submitted to stockholders at annual meetings of stockholders; (c) advising the Board regarding appropriate corporate governance policies and the implementation of such policies; and (d) overseeing the review and evaluation of the performance of the Chief Executive Officer and the Board as a whole.

Membership:

The Governance and Nominating Committee shall consist of at least three members of the Board, all of whom shall meet the independence standards set forth for members of the Board in the rules of The Nasdaq Stock Market LLC.

The members of the Committee shall be appointed by, and shall serve at the discretion of, the Board or until their earlier death or resignation.

Responsibilities:

The responsibilities of the Committee shall be:

1. To determine the criteria for selection of new Directors and nominees for vacancies on the Board.
2. To identify individuals believed to be qualified as candidates to serve on the Board, screen such prospective candidates and develop lists of desirable Director candidates, taking into account all factors it considers appropriate, which may include: experience/background, technical skills, business acumen, familiarity with the Company or industry, strength of character, judgment, age, gender, ethnic and racial background, independence, conflicts of interest, pre-existing commitments and the size, composition and combined expertise of the existing Board members, and to apply a similar process in considering whether to recommend incumbent Directors to be nominated for re-election to the Board. The

Committee shall share information concerning the candidates and the process with the Board and, as appropriate, solicit input from other members of the Board.

3. To recommend to the Board the director nominees or incumbents to be submitted to a stockholder vote at the Company's annual meeting or appointed by the Board to fill a vacancy, as applicable.
4. To develop, review and modify, as appropriate, policies and procedures relating to consideration of Director candidates proposed by the Company's security holders on a substantially similar basis as it considers other nominees and to evaluate any such Director candidates pursuant to such policies and procedures.
5. To review periodically the Board's composition and size and make recommendations to the Board in order to ensure the Board has the requisite expertise and its membership consists of persons with sufficiently diverse and independent backgrounds.
6. To review periodically the Board's committee structure and composition, recommend the Directors to serve on each committee of the Board and as chairpersons of the committees and, where appropriate, make recommendations regarding the removal of any member of any committee.
7. To review any resignation letters tendered by Directors and evaluate and, subject to any resignation policy adopted by the Board, recommend to the Board whether such resignation should be accepted.
8. To review and monitor the succession plan for the Chief Executive Officer, report periodically to the Board on the status of that plan and ensure that the Chief Executive Officer has obtained succession plans for each of the senior officers of the Company who report to him.
9. To oversee the Company's corporate governance policies and procedures, including keeping abreast of corporate governance developments, identifying best practices and at least annually reviewing and recommending to the Board for approval any changes to the documents, policies and procedures in the Company's corporate governance framework.
10. With the assistance of the Company's management, to develop, subject to approval by the Board, a process for an annual evaluation of the performance of the Board, its committees and the Chief Executive Officer, and to oversee the conduct of this annual evaluation.
11. To evaluate the Committee's performance annually and to review this charter at least annually and recommend any proposed changes to the Board for approval.

12. To establish any special committee or subcommittee which may be necessary or desirable in connection with ethical, legal or other matters that may arise.

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Meetings:

The Committee will meet at least once annually, or more frequently 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 for 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.

Minutes:

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

Other:

At the Company's expense and not at the expense of the members thereof, to retain independent counsel (which may be, but need not be, the regular corporate counsel to the Company) and other advisors to assist it in connection with its functions.