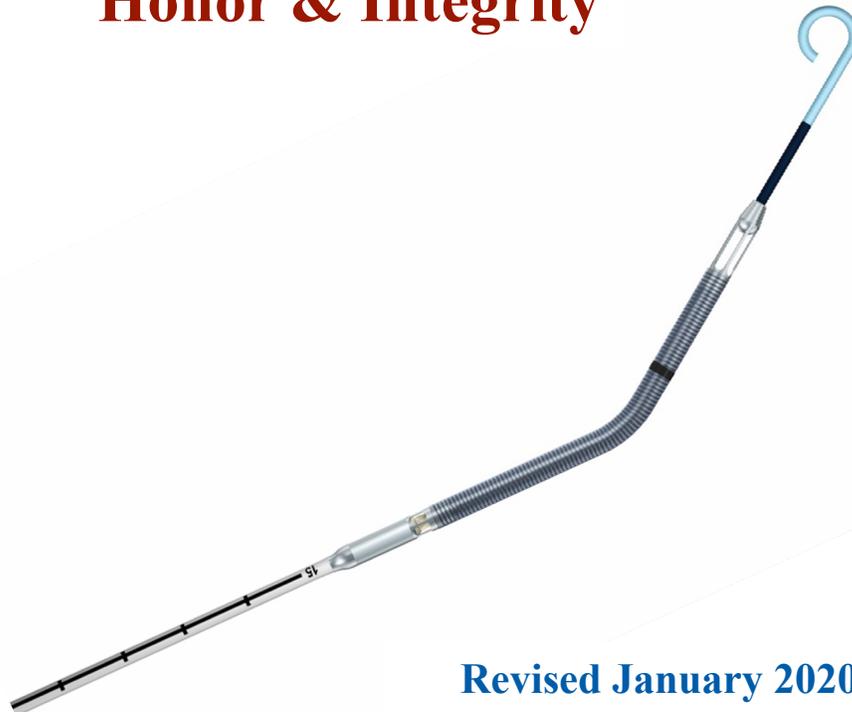




U.S. Code of Conduct

**Acting with
Honor & Integrity**



Revised January 2020

CONTENTS

Introduction	1
Overview of the Code of Conduct.....	3
Applicable Laws and Regulations Governing Abiomed’s Code of Conduct	7
Definitions.....	11
Avoiding Conflicts of Interest	12
Fair Dealing.....	14
Protection and Proper Use of Company Assets	15
Accurate Books and Records	17
Political Contributions	18
Insider Trading	19
Equal Employment Opportunity	20
Health, Safety, Labor and Environmental Laws	21
Promoting Our Products	22
Conduct of Abiomed Representatives in Clinical Settings.....	29
Business Relationships with Healthcare Professionals	31
Meals with Healthcare Professionals	32
Travel & Accommodation Expenses for Healthcare Professionals	34
Prohibition on Entertainment.....	36
Training and Education By Abiomed.....	37
Providing Educational Items of Value	39
Educational, Research & Charitable Grants To Third-Parties	41
Providing Coverage, Reimbursement, and Health Economics Information.....	44
Evaluation and Demonstration Products	45
Discount Programs.....	46
Bribery and Corruption	47
Enforcing the Code of Conduct	48

INTRODUCTION

Abiomed's reputation as a leader in medical device technology and related scientific fields is based, to a large extent, on the excellence of its technology and products and on the skill, integrity and superior performance of its personnel. We endeavor to provide our customers with quality products, and, when we are involved in research and development work, we strive to use our best efforts to achieve the results for which we have been engaged. It is the Company's policy to comply with all federal, state and local laws and regulations pertaining to all products that we develop, manufacture or sell. We recognize that we are in the business of making medical devices and therefore human life may depend on the reliability and performance of our products. We are committed to standards of excellence in every aspect of development, manufacturing or sale of our products. We owe this to our patients, to our customers, to our shareholders and to ourselves.

As such, Abiomed, Inc. ("Abiomed" or the "Company") is committed to establishing and maintaining a high-quality compliance program consistent with the guidance published by the U.S. Department of Health and Human Services, Office of Inspector General (the "HHS-OIG Guidance"). Our comprehensive compliance program (the "Compliance Program") is one of the key components of our commitment to high standards of corporate conduct and our conformity with the laws and regulations that govern our interactions with Healthcare Professionals and others. The cornerstone of our Compliance Program is the Code of Conduct, which is applicable to all our employees, per diems, contractors, directors, and other representatives that are based in the United States. The Code of Conduct promotes, among other ideals, honest and ethical conduct, including the proper handling of actual or apparent conflicts of interest between personal and professional relationships. The Code of Conduct also provides guidance and instruction for our employees and other representatives concerning the issues surrounding Abiomed's interactions with Healthcare Professionals as well as the statutes, regulations and industry guidance that govern Abiomed's business as a manufacturer of medical device technologies in the United States and around the globe.

The Code of Conduct is designed to seek and detect violations of both law and Company policy. As the HHS-OIG Guidance recognizes, however, the implementation of a compliance program cannot guarantee that improper employee conduct will be eliminated. Nevertheless, it is Abiomed's expectation that its employees will act in accordance with the requirements of the Code of Conduct and the relevant policies and procedures referenced in it. Should Abiomed become aware of violations of law or Company policy, we will investigate the matter and, as appropriate, take disciplinary action and implement corrective measures designed to prevent future violations. Additionally, Abiomed monitors and audits the Company's adherence to the Code of Conduct, establishing priorities based on identified risk factors, industry trends, government enforcement actions and federal/state law.

The principles in the Code of Conduct, as well as Abiomed's policies and procedures, apply to all our interactions with individuals (whether clinical or non-clinical, including without limitation, physicians, physician assistants, nurses, technicians, purchasing managers, hospital administrators and office staff) and entities (including, without limitation, hospitals and group purchasing organizations), (referred to collectively in the Code of Conduct as "Healthcare Professionals") that directly or indirectly purchase, lease, use, prescribe, or recommend or arrange for the purchase, lease, use, or prescription, of any Abiomed Product or Abiomed Service.

In addition to the principles in the Code of Conduct, many governmental entities and U.S. states have specific laws and regulations governing interactions between Healthcare Professionals and healthcare companies. When applicable, these more specific laws and regulations govern our interactions with Healthcare Professionals— regardless of the location or venue. This means that if a country or state where a Healthcare Professional practices has laws or regulations more stringent than the principles in Abiomed’s Code of Conduct, those limitations must be followed, without exception.

Abiomed has described below the fundamental elements of its Code of Conduct. In accordance with the voluntary standards established by the HHS-OIG Guidance and as explicitly recognized in the Guidance, we have tailored our Code of Conduct to fit the unique environment and size of our Company. Moreover, this document is a description of our Compliance Program. It is not a complete rulebook, or a summary of all applicable laws. A Compliance Program is dynamic, involving not only multiple policies, procedures and programmatic activities¹, but also the commitment of senior management and the support of all employees, vendors and agents to make the program effective. We are committed to regularly reviewing and enhancing our Code of Conduct to meet our evolving compliance needs.

¹ In addition to the standards described in the Code of Conduct, every employee must abide by all policies set forth in Abiomed’s Employee Handbook and policies which are provided to each employee upon their hire by the Company. Each employee is also bound by the terms and conditions of his or her employment agreement or other agreement, if any, with the Company. Any violation or breach of any provision of the Company’s Employee Handbook, Company policies or agreements may result in disciplinary and/or legal action directly by the Company.

OVERVIEW OF THE CODE OF CONDUCT

Written Standards

The Abiomed Code of Conduct is our statement of essential ethical and compliance principles that guide our daily business operations.² The Code of Conduct makes clear that we expect management, employees, vendors and agents of the Company to act in accordance with laws and applicable Company policies. The Code of Conduct further articulates the fundamental principles, values and framework for action within our organization. In addition to the Code of Conduct, Abiomed has formally adopted many of the principles set forth in the Code of Ethics on Interactions with Healthcare Professionals of the Advanced Medical Technology Association (the “AdvaMed Code”).³

Applicability, Leadership and Structure

The Code of Conduct applies to all Abiomed employees, including its Board of Directors, and other representatives engaged (directly or indirectly), to perform work for, or on behalf of, Abiomed, including temporary agency personnel and other independent contractors, such as independent sales representatives and distributor representatives (referred to collectively in this document as “Abiomed Representatives”).

We have selected a Chief Compliance Officer who has overall responsibility for overseeing and monitoring the Company Compliance Program. Specifically, the Chief Compliance Officer is responsible for implementing the Code of Conduct and related policies and procedures, certifying compliance with applicable laws and regulations, submitting all required forms to applicable government bodies, and conducting annual audits to ensure that the Company’s Board of Directors, management and employees are in compliance with Company policies and procedures, rules and regulations of relevant regulatory agencies, and the laws that govern Abiomed’s business operations. In that connection, the Chief Compliance Officer will ensure that all Abiomed Representatives, through appropriate training and education, have sufficient knowledge of applicable laws and regulations, the Code of Conduct, and related policies and procedures, as well as general science, and product specific information.

² The Code of Conduct is intended to facilitate ethical behavior, and is not intended to be, nor should it be construed as legal advice. The Code of Conduct is not intended to define or create legal rights, standards or obligations. Any interpretation of the provisions of this Code, as well as the Company’s interactions with Healthcare Professionals not specifically addressed in this Code, should be made in light of the following principle: Abiomed encourages ethical business practices and socially responsible industry conduct and does not engage in unlawful inducements.

³ Abiomed has not, to date, adopted AdvaMed’s suggested prohibition of the occasional gifting of low-cost branded items to Healthcare Professionals (items typically valued at less than \$100.00). A copy of the AdvaMed Code can be found on the ADP HR Portal under the Features section of the Company Home Page. In most instances the tenets of the Code of Conduct are more restrictive than those found in the AdvaMed Code. If there is a conflict between Code of Conduct and the AdvaMed Code, the Code of Conduct will govern.

The Chief Compliance Officer is assisted in this regard by the Abiomed Compliance Committee, which is comprised of managers and other individuals from key operational areas of the Company (e.g., Commercial, Operations, Legal, and Finance) and others in the organization that perform compliance-related functions.

Ultimately, the Chief Compliance Officer is responsible for quarterly reporting to the Company's President, Chairman and Chief Executive Officer, and to the Company's Board of Directors concerning the status and health of Abiomed's compliance posture. The Chief Compliance Officer, in consultation with the Abiomed Compliance Committee, is empowered to implement all necessary actions to ensure achievement of the objectives of the Code of Conduct.

Education and Training

A critical element of Abiomed's Compliance Program is the education and training of our employees on their legal and ethical obligations under applicable federal health care program requirements. Abiomed is committed to taking all necessary and appropriate steps to effectively communicate our standards and procedures to all affected personnel. Ongoing training programs include live meetings of attorneys from the Abiomed Legal Department with Company management, sales trainees, sales and marketing employees and other personnel; regular refresher courses; and mandatory on-line training modules for employees. The Code of Conduct's role in this education and training is to set and enforce minimum training requirements for employees by function and to ensure that all training received by employees is adequately documented. Moreover, Abiomed, through its Compliance Program, will regularly review and update its training programs, as well as identify additional areas of training on an "as needed" basis. All Abiomed Representatives are required to complete annual training on the Code of Conduct.

Internal Lines of Communication

Abiomed is committed to fostering dialogue between management and employees. Not every situation which may arise can be anticipated. Our goal is that should ethical or compliance-related questions arise, all employees seek answers to those questions, and know who to turn to for a meaningful response. Additionally, employees should be able to ask questions, and to report actual and potential violations of this Code without fear of retaliation. To that end, we have adopted open-door-policies, as well as confidentiality and non-retaliation policies. In order to further encourage open lines of communication regarding potential violations, anonymous reports are accepted and will be investigated. Abiomed Representatives are encouraged to raise concerns to their managers or contact the Chief Compliance Officer directly. Concerns may also be reported anonymously to the Compliance Hotline, an independent, third-party reporting system. The Compliance Hotline can be reached in the U.S. at 1-844-709-3970 or online at Abiomed.EthicsPoint.com.

Auditing and Monitoring

Abiomed's Compliance Program includes efforts to monitor, audit, and evaluate conformance with the Company's compliance policies and procedures, including efforts to monitor the activities of sales force personnel. We note that, in accordance with the HHS-OIG Guidance, the nature of our reviews as well as the extent and frequency of our compliance monitoring and auditing varies according to a variety of factors, including new regulatory requirements, changes in business

practices and other considerations. We will utilize an ongoing assessment of our Compliance Program to identify new and emerging risk areas and address these risks.

Responding to Violations

A compliance program increases the likelihood of preventing unlawful and unethical behavior. However, HHS-OIG recognizes that even an effective compliance program may not prevent all violations. It is Abiomed's policy to thoroughly investigate, and to respond promptly to past and potential violations of the law, the Code of Conduct, and Company policies and procedures. While each situation will be considered on a case-by-case basis, the Company is committed to taking consistent and appropriate action to address inappropriate conduct and to deter future violations, including taking appropriate disciplinary action when necessary. Disciplinary action for noncompliance may include a broad range of disciplinary measures, up to and including termination of employment. Intentional and material noncompliance will be subject to the most significant sanctions. In addition, adherence to the Code of Conduct and related policies and procedures will be a factor in all applicable employee performance evaluations.

Abiomed recognizes that it is important to determine whether gaps in our policies, practices or internal controls contributed to a violation of the Code of Conduct and remediate such gaps. The Code of Conduct outlines Abiomed's policy on addressing, documenting and reporting compliance violations, as well as the disciplinary actions taken in response to those occurrences.

Retaliation is Not Tolerated

All Abiomed Representatives are responsible for complying with this Code of Conduct and its related policies and procedures, and for reporting any potential violations of the requirements set forth in those documents to their immediate supervisor, the Chief Compliance Officer, or the anonymous and independent Compliance Hotline at 844-709-3970 or online at Abiomed.EthicsPoint.com. Failure to make a good faith report of suspected or actual violations is itself a violation of the Code of Conduct and may result in disciplinary action, including termination of an Abiomed Representative's employment, or legal action. To the extent any investigation is necessary, it is Abiomed's policy to protect the confidentiality of the individual making the report to the extent permitted under applicable law and our policies.

Abiomed will not tolerate any form of intimidation or retaliation by any Abiomed Representative against any individual who reports an ethical or compliance concern in good faith. Retaliation against any individual for reporting a concern is prohibited, and will result in discipline, up to and including, termination for the person or persons engaged in the retaliation. If you report, in good faith, a suspected violation under the Code of Conduct by Abiomed (or its agents acting on behalf of the Company) or raise issues or concerns regarding Abiomed's business or operations, you will not be fired, demoted, reprimanded or otherwise harmed based on your reporting of the suspected violation, issues or concerns. In addition, if you report, in good faith, a suspected violation under the Code of Conduct which you reasonably believe constitutes a violation of a federal statute by Abiomed, or its agents acting on behalf of Abiomed, to a federal regulatory or law enforcement agency, you will not be reprimanded, discharged, demoted, suspended, threatened, harassed or in any manner discriminated against in the terms and conditions of your employment based on the reporting of the suspected violation, regardless of whether the suspected violation involves you,

your supervisor or the senior management of Abiomed. Like all employees, however, an individual making a good faith complaint is expected to continue to perform his or her own job in a professional and competent manner, and to continue to comply with Abiomed's Code of Conduct or the policies set forth in the Company's Employee Handbook or employee agreements.

The Company requires all relevant Abiomed Representatives to certify annually that they have read, understood and will strictly adhere to the Code of Conduct and related policies and procedures.

APPLICABLE LAWS AND REGULATIONS GOVERNING ABIOMED'S CODE OF CONDUCT

Abiomed Products and Services are purchased and reimbursed by federal healthcare programs such as Medicare and Medicaid, as well as other federal and federally funded programs. Internationally, the Company's products are purchased and reimbursed by various governmental entities. The sale, reimbursement and marketing of our products are regulated by a variety of laws related to these programs. These laws and regulations in the United States include, among others: the federal anti-kickback statute, dealing with fraudulent and abusive practices that promote overutilization and otherwise increase the costs of federal health care programs, or unduly influence treatment decisions by Healthcare Professionals; the Food, Drug, and Cosmetic Act, governing research, development, manufacture, labeling, sale, distribution and promotion of medical devices; the False Claims Act, prohibiting the submission of false claims to the government or third-party payors; the Foreign Corrupt Practices Act (FCPA), generally prohibiting U.S. entities and their agents from making or offering to make improper or corrupt payments to foreign public officials; and laws prohibiting the "off-label" marketing or promotion of Company products. In addition, the Company markets and sells its products in certain U.S. states and countries other than the United States that have adopted laws and regulations governing the interaction of medical device manufacturers with Healthcare Professionals.

The violation of these laws and regulations can have serious consequences for the Company and any Abiomed Representative involved in the violation, including civil suits or criminal prosecutions.

Abiomed expects each employee and representative to be familiar with, and to comply with, all laws and regulations that are applicable to his or her job or performance of services for the Company. Abiomed has developed policies to prevent Abiomed Representatives from running afoul of some of these laws, including the Company Insider Trading Policy, and Equal Opportunity/Harassment Policy. The Abiomed Code of Conduct is meant and designed to further address, in detail, the policies and procedures adopted by the Company to ensure it remains in compliance with federal and state laws, including those laws designed to regulate the commercialization of our products, and the manner in which we interact with Healthcare Professionals. Abiomed is committed to full compliance with all applicable laws and regulations.

The U.S. Anti-Kickback Statute

The key law that governs Abiomed's interactions and relationships with Healthcare Professionals is the U.S. Anti-Kickback Statute (Anti-Kickback Statute). The Anti-Kickback Statute and its implementing regulations state that anyone who knowingly and willfully offers, gives, solicits, or receives anything of value to influence or reward the ordering, purchasing or referring of federal or state healthcare program business can be charged with a felony.

The Anti-Kickback Statute prohibits Abiomed from providing payments, gifts, or other things of value to Healthcare Professionals that are intended to induce someone to order, purchase, use, or refer an Abiomed Product when that product is reimbursable by Medicare, Medicaid, or recommend or arrange for the order, purchase, use, or referral of another U.S. federal or state healthcare program. A key aspect of this law, commonly known as the "One Purpose Test,"

provides that even if there are other legitimate purposes for a transaction, if even one purpose of the transaction is to induce ordering, purchasing, using, or referring of an Abiomed Product, the transaction could be construed as an illegal kickback.

In addition, there may be state laws, like the Anti-Kickback Statute, which apply broadly to products reimbursed by any healthcare program, public or private. Because it is not possible to know with certainty whether a Healthcare Professional participates in Medicare, Medicaid, or another U.S. federal or state healthcare program, Abiomed treats all Healthcare Professionals as if they are subject to the Anti-Kickback Statute. In other words, the Code of Conduct is applicable across the board to all our interactions with Healthcare Professionals in any country, whether the Anti-Kickback Statute is technically applicable or not, unless a specific exception is provided in Company policies or procedures.

The Code of Conduct, as well as our policies and procedures, are drafted, in part, to help ensure the Company's compliance with the Anti-Kickback Statute (and similar state laws) and are based on the AdvaMed Code of Ethics on Interactions with Healthcare Professionals.

The U.S. False Claims Act

A law that is closely tied in the healthcare and medical device sectors to the Anti-Kickback statute is the U.S. False Claims Act (False Claims Act). A Civil-War era law, the False Claims Act provides for civil penalties for those individuals and companies that defraud the United States Government. Among other things, it prohibits “knowingly presenting, or causing to be presented a false claim for payment” from the federal government. In the healthcare sector, a False Claims Act violation often is founded on intentionally providing false bills for products or services to Medicare, Medicaid, or another federally funded healthcare program. While Abiomed does not generally bill a federally funded healthcare program directly, many of our customers do. Should we intentionally provide false information to those customers which causes them to falsely bill a federal healthcare program, Abiomed may be liable under the False Claims Act. Additionally, many violations of the Anti-Kickback Statute also result in False Claims Act liability. Past fines in the healthcare sector for violations of the False Claims act have reached into the billions of dollars.

U.S. FDA Prohibitions on “Off-Label” Advertising and Promotion

Abiomed sells and distributes Class III medical devices both inside and outside of the United States. The United States Food and Drug Administration (“FDA”) regulates the research, development, manufacture, labeling and promotion of our products inside the United States. Each device that Abiomed manufacturers has a different approval and a distinct set of labeling, including indications for use, duration of use, appropriate patient groups, contraindications, warnings, and precautions and instructions for use. The approved FDA indications for each of Abiomed's products and services are attached to this Code of Conduct at Appendix A.

Congress has delegated to the FDA certain regulatory powers under the Food, Drug, and Cosmetic Act (“FDCA”). Among other things, the FDCA prohibits the “misbranding” of medical devices. Under the law, a medical device can be deemed misbranded if its labeling is false or misleading. Because the labeling accompanying a device contains only uses that are approved or cleared by

the FDA, when a device is promoted or marketed for an “off-label” use (or a use not covered by the labeling), its labeling is misleading because it does not bear adequate directions for the promoted use. Consequently, the device is deemed misbranded in such circumstances.

Violations for off-label marketing under the FDCA carry with them potential criminal and civil penalties. They can also result in additional penalties under the False Claims Act. Abiomed’s exposure to the False Claims Act, in an off-label promotion context, is that off-label promotion, rather than independent medical judgment, “caused” the use of an unapproved medical device. Therefore, any bill to the federal government for this off-label use would be a false claim under the Act. Significantly, triple damages and an \$11,000 penalty per claim can be assessed on a manufacturer for violations.

The U.S. Foreign Corrupt Practices Act

Abiomed is a medical device company that operates in the global marketplace. Many of our business dealings occur in, and affect, foreign nations. The Foreign Corrupt Practices Act (“FCPA”) makes it unlawful to pay, offer to pay, or cause someone else to pay anything of value, directly or indirectly, with a corrupt intent, in order to secure any improper business advantage or to obtain or retain business, to any foreign government officials. For FCPA purposes, such officials include: officials or employees of foreign government departments and agencies; foreign political parties, party officials or employees, and candidates for public office; officers or employees of government-owned entities; officers or employees of certain public international organizations; or anyone else acting in an official capacity for such foreign governments or international organizations.

In many instances, foreign health care providers work at government-owned hospitals and clinics and may be considered government officials within the meaning of the FCPA. While physician contact, in many cases, is educational and may include sponsoring a physician’s evaluation of a company’s products or subsidizing presentations at medical seminars, even modest payments to foreign doctors, nurses, or hospital technicians could trigger FCPA liability, unless they are expressly permitted by the written laws of the host country. Violations of the FCPA carry with them significant criminal and civil penalties. Abiomed is committed to acting vigilantly to ensure our foreign business dealings comply with all applicable laws and regulations.

The U.S. Sunshine Act

Often referred to as the “Sunshine Act”, as part of the Patient Protection and Affordable Care Act of 2010 (otherwise known as Obamacare), drug and device manufacturers are required to disclose their financial relationships with physicians and teaching hospitals. Abiomed must file these disclosures on an annual basis with the U.S. Centers for Medicare and Medicaid Services (CMS) which makes the reports publicly available and searchable on the Open Payments website (openpaymentsdata.cms.gov).

Federal law requires drug and device manufacturers to disclose almost all payments and “transfers of value” made to physicians or to teaching hospitals.⁴ The Sunshine Act also requires manufacturers to disclose specific payments made to individual physicians and teaching hospitals, rather than simply disclosing the aggregate payments. While the Sunshine Act does contain a limited “preemption” provision that overrides some state laws governing industry-physician disclosures, that provision does not override state reporting requirements that are more stringent than the federal law. The Sunshine Act provides for significant financial penalties for noncompliance.

State Laws Regulating the Conduct of Medical Device Manufacturers

Massachusetts and some other states have adopted their own laws regarding pharmaceutical and medical device manufacturer conduct. The Massachusetts rules are intended to benefit patients, enhance the practice of medicine, and ensure that the relationship between pharmaceutical or medical device manufacturers and Healthcare Professionals does not interfere with the independent judgment of those professionals. The regulations establish a marketing code of conduct that applies to both pharmaceutical and medical device companies, with certain limited exceptions. The regulations also mandate that pharmaceutical and medical device manufacturers implement certain training and compliance programs and provide related certifications to the Massachusetts Department of Public Health. Finally, the regulations require pharmaceutical and medical device manufacturers to disclose certain payments and other benefits provided to certain covered recipients and clarify that these disclosures are limited to sales and marketing activities. The disclosures are made publicly available for review on a dedicated website. These rules require reporting of certain payments, gifts and other transfers of value to health care providers and limit some types of interactions between industry and providers. The specific state laws applicable to Abiomed’s business are attached to this Code of Conduct at Appendix B.

⁴ CMS has proposed a rule that would expand the definition of “Covered Recipients” that would be subject to Sunshine Act disclosures. Beginning with payments or other transfers of value made in 2021, reportable beginning on January 1, 2022, in addition to payments or other transfers of value made to physicians or teaching hospitals, drug and device manufacturers would also have to report any payments or transfers of values to physician assistants (PA), nurse practitioners (NP), clinical nurse specialists (CNS), certified registered nurse anesthetists (CRNA), and certified nurse-midwives (CNM). A link to the full text of the Proposed Rule can be found at: <https://www.cms.gov/Medicare/Medicare-Fee-for-Service-Payment/PhysicianFeeSched/PFS-Federal-Regulation-Notices-Items/CMS-1715-P.html>.

DEFINITIONS

The following terms are used extensively throughout this Code of Conduct, and its associated policies and procedures. Whenever present, those terms should be afforded the following definitions:

“Abiomed Product” – Any product that is developed, manufactured, sold and/or distributed by Abiomed. Generally, this refers to the Impella platform of devices (Impella 2.5[®], Impella CP[®], Impella CP with SmartAssist[®], Impella 5.0[®], Impella 5.5[®], Impella LD[®], Impella RP[®], and the Automated Impella Controller[®] (AIC)).

“Abiomed Representative(s)” – Any and all employees and other representatives engaged (directly or indirectly) to perform work for Abiomed, including temporary agency personnel and other independent contractors, such as independent sales representatives like per diems, supplier and distributor representatives, consultants, and clinical research organizations.

“Abiomed Services” – Any service that is distributed by Abiomed. This includes Impella Connect[®].

“Entertainment” – Activities and events that are cultural or recreational in nature that do not involve business being conducted throughout the duration of the activity. This includes, but is not limited to, recreational events like golf, fishing, or hunting trips, tickets to the theater, sporting events, concerts, sporting equipment, or sightseeing or leisure trips.

“Fair Market Value” – The value of an item or service, as bargained for in an arms-length negotiation, consistent with the price that a well-informed buyer and seller, neither of whom is otherwise in a position to generate business for the other, would agree to purchase or sell the same item or service, at the same time of the purchase or sale, and in the same geographic region.

“Healthcare Professional” – Individuals (whether clinical or non-clinical, including without limitation, physicians, physician assistants, nurse practitioners, nurses, technicians, hospital administrators, purchasing managers, and office staff) and entities (including, without limitation, hospitals and group purchasing organizations) that directly or indirectly purchase, lease, use, prescribe, or recommend or arrange for the purchase, lease, use, or prescription, of any Abiomed Products or Abiomed Services.

“Modest” – Of moderate value.

“Occasional” – An event that does not occur regularly, but rather, infrequently.

AVOIDING CONFLICTS OF INTEREST

A conflict of interest exists whenever an Abiomed Representative's personal interests interfere, or appear to interfere, with Abiomed's interests.

All Abiomed Representatives must avoid situations in which their personal interests interfere, or appear to interfere, with the interests of Abiomed. The responsibility for conduct within the letter and the spirit of this policy must rest with each individual Abiomed Representative. However, each of us is expected to use good judgment and avoid situations that can lead to an actual conflict or the appearance of a conflict.

In dealings with current or potential customers, suppliers, contractors, and competitors, you should act in the best interests of Abiomed to the exclusion of your personal advantage. Because no one policy can cover all conflict of interest situations that you may encounter and judgment is involved in determining whether such a conflict exists, you must consult with your manager and/or the Chief Compliance Officer prior to engaging in any dealing that raises a conflict of interest or gives the appearance of a conflict. Examples of situations that should be avoided include:

- Having a substantial undisclosed financial interest in a competitor or a company that seeks to do business with Abiomed;
- Serving as a director, officer, employee or contractor of a competitor or a company that seeks to do business with Abiomed;
- Having an undisclosed personal interest in a transaction when you know that Abiomed is engaged in pursuing the transaction;
- Appropriating to yourself any business opportunity in which Abiomed has an interest;
- Failing to disclose any business being conducted by you for Abiomed with any company in which your immediate family member is a principal or officer;
- Using company property or information received in your position at Abiomed for your own personal gain; and
- Receiving any loan or advance from Abiomed other than customary advances or corporate credit in the ordinary course of business.

Abiomed Representatives must never offer, give, solicit or receive any form of bribe (or any other form of economic inducement) to or from an employee of a customer, supplier or service provider to influence that employee's conduct or Abiomed Representative's conduct. Further, gifts, favors, and entertainment which are more than Modest in value may not be accepted by Abiomed Representatives or their immediate family members from any person or organization that does or seeks to do business with, or is a competitor of, Abiomed, except as common courtesies usually associated with customary business practices. Abiomed has established a reporting avenue whereby Abiomed employees can inform the Chief Compliance Officer and Abiomed management of any gift that is received from a business partner, which valued at more than \$25 USD, or any

group of gifts from the same source that total more than \$100 USD in any 12-month period. If you are offered and accept such a gift, you are required to denote the type, amount and nature of the gift received, and the nature of the relationship with the party, by sending an email to giftreports@abiomed.com.

FAIR DEALING

We must always act with integrity and honor and demand the best of ourselves. We are each accountable for our work and decision-making within the area of our roles and responsibilities.

In all our professional interactions, with all the people we encounter in our work – coworkers, customers, suppliers, distributors, Healthcare Professionals, competitors, and others – we must be fair and straightforward about how Abiomed conducts business. This principle of fair dealing is critical.

Certain practices can lead to claims of “unfair competition” and should be avoided, including disparaging competitors, disrupting a competitor’s business or making misrepresentations about the nature, quality or character of Abiomed’s Products and Services. We may only describe Abiomed Products and Services in a truthful and non-misleading manner, and consistent with their documented specifications or FDA-approved labeling.

Anti-Trust Concerns

We are committed to complying with competition, or anti-trust, laws everywhere Abiomed does business. These laws generally prohibit making agreements that eliminate or discourage competition and can come up in many different aspects of our business, including pricing and terms of sale to customers and distributors and marketing and trade practices. We must always be cautious when interacting with competitors. We should not discuss sensitive business topics such as prices, sales terms, business or marketing plans, margins, costs, production capacity or inventory levels with competitors.

It is particularly important to be conscious of competition laws at trade association meetings. Be careful about disclosing too much about Abiomed’s business. When attending a trade association meeting, keep the following guidelines in mind:

- Attend only meetings of legitimate trade and professional organizations held for proper business, scientific or professional purposes.
- Apart from purely social affairs, never attend gatherings of representatives of competitors before, during or after the formal business sessions of a trade association. Such “rump” meetings are always suspect.
- Do not take part in, or even listen to, any discussions of price, terms of sale, boycotts or blacklists at an association meeting. However, discussions of general economic trends are proper. If the discussion at an association meeting turns to the subject of prices or other prohibited topics, leave the room and report the meeting to your manager or Compliance.

If the agenda of an upcoming association meeting includes doubtful subjects, check with your manager or Chief Compliance Officer before attending.

PROTECTION AND PROPER USE OF COMPANY ASSETS

Company assets include more than company funds. It also includes everything physical property, like vehicles and computer equipment, to intellectual property, trade secrets, know-how, and the company's reputation. Proper protection and use of company assets and assets entrusted to you by others, including proprietary information, are fundamental responsibilities of each Abiomed Representative. You must comply with security programs to safeguard such assets against unauthorized use or removal, as well as against loss by criminal act or breach of trust. These provisions also apply to property (including proprietary and confidential information) of others entrusted to Abiomed.

Proper Use of Company Property

Abiomed's funds, products, property and services are its property and remain Abiomed's property after an individual's employment or directorship ends. The removal of Abiomed's property from its facilities is prohibited without prior authorization from the appropriate departmental Vice President.

Confidential Information

One of Abiomed's most valuable assets is its confidential information. Confidential information is information that is not publicly available and includes research and development projects, trade secrets, business plans, manufacturing processes and formulas, supplier and customer contract terms, pricing, sales figures, bids, quotes, pricing proposals, responses to tenders, and non-public financial results, and another other information that might be of use to Abiomed's competitors or harmful to Abiomed if disclosed. Every Abiomed Representative must be vigilant to safeguard confidential information and prevent unauthorized disclosure or use. You may not disclose such confidential information to an unauthorized third-party or use such confidential information for your own personal benefit.

Similarly, we respect the intellectual property rights of others and will not inappropriately obtain or misuse confidential information or other company assets, including patents, trademarks, or other intellectual property.

Please consult Abiomed's Information Security Program, Abiomed's IT Security Policy, as well as Abiomed's HIPAA Policy for additional information regarding confidential information and your related responsibilities. These policies are available for your review on Abiomed's intranet. Certain misuses of specific confidential information are prohibited by law. This includes insider trading. Please consult Abiomed's Insider Trading policy below on page 19.

Abiomed's Reputation

Abiomed's reputation is one of its greatest assets. We are each responsible for enhancing and protecting Abiomed's reputation. We are each personally accountable for any views or content published or shared with people outside the company. In external interactions, be mindful of whether you can be identified as affiliated with Abiomed and consider how any statements related to our work may reflect on the company. This is especially important when communicating on

social media where interactions often are quick and can become highly visible. Careless communications can pose a significant risk to Abiomed's reputation. We are all responsible for using careful communication strategies in our communications and protecting one of Abiomed's greatest assets, its reputation.

ACCURATE BOOKS AND RECORDS

Abiomed's financial books, internal records and documentation, and public statements must accurately reflect the substance and facts of our actions. Our financial records must conform to applicable accounting standards, laws and regulations, as well as Abiomed's policies, procedures and controls. Abiomed is committed to full, fair, accurate, timely and understandable disclosure of our financial performance in filings required by the U.S. Securities and Exchange Commission (SEC). Abiomed Representatives must adhere to the highest standards of care with respect to our internal records and reporting.

If you believe Abiomed's books and records are not in accord with these requirements, you should immediately report the matter to your manager, the Chief Compliance Officer, or the Compliance Hotline at 844-709-3970 or online at Abiomed.EthicsPoint.com.

Document Retention:

Numerous federal and state statutes and regulations require the proper retention of many categories of records and documents that are commonly maintained by companies. These requirements are reflected in our Document Retention and Destruction Policy. Additionally, our Quality System has additional requirements for the retention of production and quality documents. In addition, documents relevant to a threatened, anticipated or actual internal or external inquiry, investigation, matter or lawsuit may not be discarded, concealed, falsified, altered, or otherwise made unavailable, once you have become aware of the existence of such threatened, anticipated or actual internal or external inquiry, investigation, matter or lawsuit pursuant to our Dispute Reporting and Legal Hold Policy (SOP-LE-1000).

POLITICAL CONTRIBUTIONS

Company funds, products, property or services may not be contributed to any political party or committee, or to any candidate for, or holder of, any office of any government, including an Abiomed Representative who may be a candidate for, or holder of, any office of any government. Exceptions to this rule are activities and solicitations related to Abiomed's Political Action Committee ("PAC"). You should be careful to keep your personal political activities clearly separate from your position at Abiomed and avoid any situation from which it might be inferred that you have undertaken such activities on behalf of Abiomed.

Employees also may not use their position at Abiomed to solicit, promote or enhance any personal activity or cause; that is, you are not to request or induce any individual or entity to contribute to or support a cause based on your status as an Abiomed employee.

Abiomed participates in the political process through our Government Affairs office and our PAC to promote issues that are important to our company, our stockholders and the community we serve. Through our participation we ethically and constructively promote legislative and regulatory actions that further medical technology innovation and the business objectives of Abiomed at all levels of government. We are subject to regulation at both the federal and state levels.

There are extensive statutory and regulatory restrictions governing interaction with federal government officials and Members of Congress and their staff. In connection with federal reporting requirements, Abiomed is required to disclose and make semi-annual certifications regarding our compliance with federal rules related to activities and contributions to covered U.S. Congressional officials and employees. Accordingly, Abiomed employees may not provide a gift, meal, entertainment, travel or anything else of value to a member or staff of the U.S. Congress and to officials and employees of the Executive Branch.

In addition to this semi-annual certification, Abiomed must report on a semi-annual basis any contributions that were made to an event that honors or recognizes a Federal official, or, to entities established, financed, or controlled by a Federal official. While there are minor exceptions to these rules, nothing of value should be ever provided to or in honor of a congressional or executive branch official or staff member without first consulting with Abiomed's Government Affairs or Legal Departments.

By review of these procedures you are certifying that you have not made any such contributions in the capacity as an Abiomed employee. If you have a question or have made a political contribution, please reach out to Abiomed Government Affairs or Legal for guidance.

INSIDER TRADING

Abiomed expressly forbids you from trading on material non-public information or communicating material non-public information to others. Insider trading is illegal, unethical and violates this Code of Conduct. We must not buy or sell securities of Abiomed based on such information. This policy applies to every Abiomed Representative and extends to activities both within and outside their duties to Abiomed, including trading for a personal account.

Any material, non-public information should be treated as confidential information and should not be shared with anyone else. Do not recommend or suggest that anyone buy or sell Abiomed stock based on material, non-public information you may possess. This is known as “tipping” and, like insider trading, is also illegal.

For further guidance, please review carefully *Abiomed’s Policy on Securities Trades by Company Personnel in the Employee Handbook.*

EQUAL EMPLOYMENT OPPORTUNITY

Abiomed is committed to a work environment free from discrimination based on race, color, religious creed, national origin, citizenship status, ancestry, gender (including maternity status), sexual orientation (including transgender status), age, qualified physical or mental disability, genetic information, political affiliation, military or veteran status, marital status, or any other legally-protected category with regard to any term or condition of employment. We based employment decisions on business needs, skills, experience, and relative work performance.

For more information, please see Abiomed's Non-Discrimination policy in the Employee Handbook.

Workplace Harassment

Abiomed will not tolerate unlawful harassment, including sexual harassment, in the workplace. This includes any actions taken by Abiomed Representatives in the course of performing company business, including interactions with job applicants, customers and vendors, as well as fellow employees.

For more information, please see Abiomed's Non-Harassment and Sexual Harassment policies in the Employee Handbook.

HEALTH, SAFETY, LABOR AND ENVIRONMENTAL LAWS

Health, safety, labor and environmental responsibilities are fundamental to Abiomed's values. Employees are responsible for ensuring that Abiomed complies with all applicable provisions of the health, safety, labor and environmental laws of the United States, any states and of other countries where Abiomed does business. The penalties that can be imposed against Abiomed and its associates for failure to comply with health, safety, and environmental laws can be substantial, and include imprisonment and fines.

Abiomed affirms its commitment to be a positive social presence in every community where we do business. We promote basic human rights by following applicable local labor laws. We do not allow child or forced labor by our Company, vendors, suppliers or distributors. Abiomed does not tolerate any violation of these laws by any person or entity with which we do business. We also follow all applicable wage and hour laws, including minimum wage, overtime and maximum hour rules. If any employee is aware of circumstances that may violate this commitment, contact the Chief Compliance Officer or the Compliance Hotline (phone: 1-844-709-3790; online: Abiomed.EthicsPoint.com).

PROMOTING OUR PRODUCTS

Under U.S. Federal regulations, Abiomed may only promote the approved uses (“On-Label”) use of its products to our customers. While physicians can lawfully use Abiomed’s products for unapproved or “off-label” uses, Abiomed cannot promote its products for off-label uses and is restricted in its communications with Healthcare Professionals and others about these uses. These restrictions apply regardless of the form the communication takes and includes statements made on social media (Twitter, Facebook, LinkedIn, Instagram etc.)

Indications for Impella

The approved uses of Impella products and services are as follows:

High-Risk PCI

The Impella 2.5 and Impella CP with SmartAssist have been approved, as safe and effective, by the US Food and Drug Administration (FDA) for use as a temporary support device (≤ 6 hours) during a high-risk PCI when performed electively or urgently, on hemodynamically stable patients with severe coronary artery disease, when a heart team, including a cardiac surgeon, has determined that high-risk PCI is the appropriate therapeutic option.

Cardiogenic Shock

The Impella 2.5, Impella CP with SmartAssist, Impella 5.0, Impella 5.5, and Impella LD have received approval by the FDA for use as a temporary support device (≤ 4 days for Impella 2.5 and Impella CP with SmartAssist, ≤ 14 days for Impella 5.0, Impella 5.5, and Impella LD) for the treatment of ongoing cardiogenic shock that occurs:

- immediately (< 48 hours) following acute myocardial infarction or open-heart surgery, or
- in the setting of cardiomyopathy, including peripartum cardiomyopathy, or myocarditis

as a result of isolated left ventricular failure that is not responsive to optimal medical management and conventional treatment measures, including volume loading, use of pressors and inotropes support with or without IABP.

Impella RP

The Impella RP has been approved, as safe and effective, by the FDA for providing temporary right ventricular support for up to 14 days in patients with a body surface area ≥ 1.5 m², who develop acute right heart failure or decompensation following left ventricular assist device implantation, myocardial infarction, heart transplant, or open-heart surgery.

Impella Connect

Impella Connect has been classified as a medical device data system (MDDS) that the FDA has chosen not to regulate. In order to maintain its classification as a MDDS, Impella Connect must be used for its intended use and avoid being used in other ways. Impella Connect is intended to be

used to enable remote viewing of the Automated Impella Controller's (AIC) user interface by clinicians and by trained Abiomed personnel who assist clinicians with troubleshooting AIC alarms or other issues. Impella Connect is not intended to provide real-time information for monitoring patient status on the AIC, nor is it intended to be a replacement for monitoring AIC alarms. Impella Connect is not designed for use during transport and is not interpretive.

For more information about the approved or intended uses of Abiomed Products or Abiomed Services, please visit <http://www.abiomed.com/important-safety-information>.

Requirements for Promotional Materials

All Abiomed Representatives, including but not limited to members of the Marketing and Commercial teams, and third-party distribution providers must ensure appropriate and accurate promotion of all Company products and services. Promotion may include any written, electronic, verbal or broadcast material that describes an Abiomed Product or Abiomed Service and is distributed by, on behalf of, or at the request of, the Company – whether from the corporate office or from field-based personnel. This includes both general correspondence between individuals and corporate communications.

All promotional communications should be:

- **On-label** – For Abiomed Products that are 510(k) and PMA devices, communications should be consistent with the device's cleared/approved indications for use and supported by the product's labeling (“on-label”).
- **Fair and Balanced** – Promotional communications that present product/device benefits must also reveal material risk Accordingly, in promoting Abiomed Products or Abiomed Services, Abiomed Representatives should:
 - Not omit, dismiss, limit, diminish or minimize the importance of safety or risk information;
 - Match the effectiveness data from a study, patient population, or data set with the corresponding safety and risk information;
 - Neither pick and choose data (whether on product benefits, effectiveness, safety or risks) selectively (“cherry picking”), nor lift partial statements from their original context in a manner that may distort their intended meaning.
- **Truthful and not misleading** – A “false or misleading” claim is a communication (whether express or implied) about an Abiomed Product or Abiomed Service that is not supported by substantial evidence (generally, adequate and well-controlled clinical studies or FDA-approved data) or that fails to present all relevant data and context, like an exaggerations or overstatement (*e.g.* the “best” of the a class). Superiority and “best” claims are rarely permissible since such claims would require head-to-head clinical trials against most, if not all, competitors.

In the context of publicly discussing “real-world” data, such as clinical data derived from Abiomed’s IQ Assurance Database, the Company must be careful to accurately characterize what the data is – and what it is not. When discussing such information, Abiomed must clearly state that it is “observational” in nature, and that while it is useful in demonstrating clinical trends, it is not statistically powered or pre-specified, and is hypothesis-generating only.

- **Targeted to appropriate audience** – Abiomed Representatives are to target all promotional communications only to Healthcare Professionals who are reasonably likely to use the Abiomed Product for an FDA-cleared or approved (or other appropriate regulatory authority-approved, if outside the U.S.) use or to patients or caregivers interested in the FDA-cleared or approved use.

Review and Approval of Promotional Materials

All labeling, advertising promotional or educational material, including but not limited to reprints, slides, computer presentations, audiovisual materials, reimbursement materials, materials for distribution at externally-focused training and programs, websites and branded press materials must be submitted to Marketing Compliance for review and approval in Veeva Vault by the appropriate approvers before they may be distributed or utilized in any fashion. This includes materials that describe, refer to, or promote any Abiomed Product created and/or intended to be distributed by Sales and Marketing personnel outside of Abiomed.

Corporate materials (such as press releases, securities filings, and investor-focused information) and materials designed solely for internal use, and which do not contain any claims regarding Abiomed Products or Services and which do not instruct the Abiomed commercial team on how to perform their sales function are not promotional materials and therefore do not need to be approved prior to distribution. For more information, please see SOP-QA27 (Enterprise Content Management System).

Communications on Social Media

Like all other forms of promotional material, statements made about Abiomed Products or Abiomed Services on social media (Facebook, Twitter, LinkedIn, etc.) must comply with all the standards established above regarding the promotion of Abiomed Products and Abiomed Services. Retweeting or liking posts is treated as if the person liking or retweeting posted the message him or herself. Therefore, only “like” or retweet social media posts that were originally posted to Abiomed-controlled social media accounts (Protected PCI.com, the Impella App, @ProtectedPCI, @AbiomedImpella, @HeartRecoveryAdvocates or @MikeMinogueABMD).

For additional information regarding the proper use of social media, please see Abiomed’s Social Media Usage Policy.

Off-Label Communications Generally Prohibited

Abiomed sales personnel and other commercial employees generally may not engage in discussions with customers or potential customers on unapproved or uncleared products, or unapproved or uncleared uses of currently marketed Abiomed Products.

Sales representatives and marketing personnel also may not distribute articles or other materials discussing off-label uses, unless such articles were approved for distribution by the appropriate Abiomed approval team. Similarly, Abiomed Representatives may not “encourage” discussions of off-label uses of its products at events or “plant” questions that are likely to lead to off-label conversations or information requests.

If a Healthcare Professional asks about uses for Abiomed Products that are outside the scope of the approved labeling, or in other words, are off-label, please direct the HCP to the Medical Office (medicalaffairs@abiomed.com). In those very rare circumstances, where not answering a Healthcare Professional’s inquiry about an off-label use creates an imminent risk to the health or life of a patient, Abiomed Representatives may provide all necessary information about Abiomed Products or Abiomed Services to the Healthcare Professional, regardless of whether that information concerns an off-label use. Inquiries from Healthcare Professionals that do not occur in the cardiac catheterization lab (cath lab) or operating room (OR) with a patient present generally do not present circumstances where a patient’s health or life are imminently at risk.

Responding to Requests for Off-Label Information

Within certain parameters, Abiomed may respond to unsolicited requests for information regarding uncleared or unapproved devices or uncleared or unapproved uses for cleared devices. Unsolicited requests and questions are those initiated by persons or entities that are completely independent from Abiomed, and are not prompted or facilitated, in any way, by Abiomed or an Abiomed Representative. Abiomed Representatives, including Abiomed consultants, may not solicit questions or requests for information regarding off-label uses.

Requests for off-label information should be documented and directed to the appropriate Medical Affairs expert for response. Sales and Marketing personnel should not respond directly to requests for information regarding uncleared or unapproved Abiomed Products, but are permitted to discuss, generally, the Product’s cleared or approved capabilities and operational parameters.

Specifically, if a Healthcare Professional raises an off-label question concerning an Abiomed Product or Abiomed Service, an Abiomed Representative should:

- Inform the Healthcare Professional of the relevant device’s approved indication for use, as well as the device’s contraindications and safety information.
- Inform the Healthcare Professional that the requested use is considered off-label and that he or she cannot discuss the Abiomed Product’s or Abiomed Service’s use in that setting.
- Provide the Healthcare Professional with information on how to submit his/her question regarding the off-label use for a response to the appropriate Abiomed party (normally the

Chief Medical Officer, the Senior Medical Director, or a member of Abiomed's medical/scientific staff).

If the Healthcare Professional raises an off-label question on social media, the response should only come from Corporate Communications and should be limited to providing specific contact information (e.g., email, address, telephone) for Abiomed Medical Affairs so Healthcare Professional can follow up independently to obtain specific information about the off-label use.

Where Off-Label Communications May Be Permitted

Medical and scientific communications play an important role in the education of Healthcare Professionals and the scientific and clinical community. These communications include communications concerning approved or cleared uses of our devices, clinical presentations, scientific publications, and information regarding unapproved or uncleared Abiomed Products or Product uses. In certain limited, non-promotional activities and circumstances, Abiomed may provide scientific information that is outside the scope of approved product labeling and cleared product indications under the principle of free and open scientific exchange.

Additionally, Abiomed has an obligation to its stockholders to keep them informed of events that may materially affect the performance of the company. Such communications may include information about uncleared or unapproved devices or uses.

Conferences / Scientific Booths – Display of Uncleared or Unapproved Products

An uncleared or unapproved Abiomed Product may be displayed or depicted at a conference or trade show booth, but orders may not be taken. Any display or depiction should be accompanied by a statement noting that the device is investigational, pending FDA clearance or approval, and is not available for sale in the United States. Any discussion of the uncleared device with U.S. persons should be limited to a description of the device and how it operates and should be fair and balanced. Abiomed Representatives may not demonstrate the product or provide hands-on training. Discussions may not include statements or claims that the device is safe or effective and should not include comparisons to other devices. Any journal articles about the product may not be distributed unless the article is not funded by Abiomed and has been peer-reviewed. Ultimately, any uncleared or unapproved Abiomed Product that will be displayed at a trade show should be kept in a secured container (i.e. glass display case). Abiomed Representatives should limit their discussion with conference-goers to a description of the device and how it operates.

Display or depiction of PMA-pending devices is not permitted.

Medical Literature and Reprints

Abiomed Representatives are permitted to disseminate certain peer-reviewed scientific articles regarding uncleared devices or uncleared uses of cleared devices that have been published in medical journals. Scientific articles distributed by Abiomed must be reviewed and approved in advance following the procedure established in SOP-QA27 (Enterprise Content Management System) and must adhere to the guidelines set forth in FDA's Draft Guidance, "Distributing Scientific and Medical Publications on Unapproved New Uses – Recommended Practices."

Approved medical articles and literature should be disseminated by the Medical Office. However, Abiomed sales force personnel are permitted to physically deliver such publications to Healthcare Professionals at a hospital, in the Professional's office, or at a medical or scientific conference in a setting appropriate for scientific exchange. When delivering a medical or scientific article to a Healthcare Professional, Abiomed Representatives must always explain any significant adverse events or safety risks identified in the article and draw attention to any known information that reaches a contrary conclusion. If there are questions from the physician about the article or publication, sales force personnel should direct those inquiries to the appropriate personnel in the Medical Office.

Medical and scientific literature and reprints may never be attached to any promotional materials.

Study Recruitment

In certain limited, non-promotional activities and circumstances, Abiomed may communicate the existence of a clinical study that is exploring an uncleared or unapproved use of an approved device (or the availability of an investigational device), for the purpose of recruiting investigators and/or patients to participate in the study. Such communications may not include direct or implied claims about the device or use under investigation and must include a prominent statement indicating that the device or use is investigational or unapproved. Study recruitment communications should be limited to those studies under Abiomed's direction and control and must obtain the necessary approvals as required by SOP-QA27 prior to dissemination.

Communications to Investors

Abiomed is permitted to inform the investment community about uncleared or unapproved products and uses so long as those communications do not discuss the safety or effectiveness of the product or service and are not promotional in tone. Any such communication to investors may not be repurposed or redistributed as promotional material to customers.

Statements about Competitors' Products

Abiomed Representatives may not make false or misleading statements about a competitor's product(s). If an Abiomed Representative is making a direct comparison of safety and/or efficacy between products or is asked a question about a competitor's product, the Abiomed Representative should make such direct comparison using only information that is approved by the relevant approval team and that is supported by valid scientific evidence (generally head-to-head clinical studies or other FDA-approved scientific data).

Abiomed Representatives are prohibited from making the following types of statements:

- Stating or suggesting that the absence of a hazard, contraindication, side effect or precaution on an Abiomed Product's labeling or package in comparison to a competitor product has any clinical significance;

- Stating or suggesting that a lower price means that the device is more cost-effective, because cost effectiveness claims encompass more information than just price;
- Making general superiority claims about overall health benefits, improved quality of life, or comparative customer preferences.

CONDUCT OF ABIOMED REPRESENTATIVES IN CLINICAL SETTINGS

The onsite support we provide to nearly every Impella case has shown to improve outcomes for patients. Therefore, if our presence is requested by a Healthcare Professional, it's essential that an Abiomed Representative is present in the cath lab, operating room, or other clinical setting to guide the Healthcare Professional in the safe and effective use of Abiomed Products and Abiomed Services. In doing so, we need to remember to adhere to the following guidelines that govern our conduct in a clinical setting.

Credentialing

Abiomed Representatives shall obtain the proper credentials as appropriate, from the hospital or other health care facility where a procedure involving the use of an Abiomed Product or Abiomed Service will take place. Additionally, Abiomed Representatives shall comply with all hospital requirements and applicable local laws and regulations governing his or her presence at the health care facility.

Training

Prior to participating in a clinical procedure involving an Abiomed Product or Abiomed Service, the Abiomed Representative must undergo Abiomed training regarding appropriate and inappropriate actions and statements in a clinical setting.

At a minimum, for Abiomed Representatives whose job duties and services require them to be in an operating room environment, such training will include guidance regarding:

- The unauthorized practice of medicine;
- Proper identification of the Abiomed Representative;
- Maintenance of the sterile field;
- Permissible purposes and actions in the operating room; and
- Maintaining the confidentiality of Protected Health Information (PHI).

Unauthorized Practice of Medicine

Abiomed Representatives who will be present in a clinical setting must do so in accordance with the relevant national and/or state provisions relating to the licensing or authorization to practice medicine. Abiomed Representatives are prohibited from: (1) holding themselves out to a patient or the public generally as a physician or a medical professional; and (2) taking any actions that could reasonably constitute the practice of medicine.

At no time should an Abiomed Representative in the clinical setting physically touch a patient or manipulate or “reposition” any medical device, instrument or material. Physical manipulation of the AIC should always be done at the explicit direction of hospital staff. The Abiomed Representatives’ actions and statements shall be limited to providing technical information pertaining to Abiomed Products and Abiomed Services. All decisions regarding the treatment of patients is the responsibility of the treating physician.

Questions in the Clinical Setting Regarding Off-Label Use

As discussed above (see “Promoting Our Products”), Abiomed Representatives are prohibited from encouraging or recommending off-label uses of Abiomed Products or Abiomed Services with physicians. However, if a physician has made the independent determination that he or she will use an Abiomed Product or Abiomed Service in an off-label manner, and requests the technical assistance of an Abiomed Representative during that procedure, the Abiomed Representative is permitted to provide such technical assistance in the clinical setting to ensure the product or service performs as intended. Such technical assistance may necessarily include discussing and even demonstrating the use of the Abiomed Product or Abiomed Service in that setting.

When an Abiomed Representative is present in a clinical setting where an Abiomed Product or Abiomed Service is to be used in an off-label manner, the Abiomed Representative should inform the Healthcare Professional of the relevant approved indications for use, as well as the device’s contraindications and safety information.

Maintaining the Confidentiality of Protected Health Information

If present in a clinical setting during the use of an Abiomed Product or Abiomed Service Abiomed Representatives must adhere to applicable national, state and local laws and regulations relating to the confidentiality of Protected Health Information (PHI) of the patient. Abiomed Representatives should not use or disclose PHI for any purpose and should limit his or her exposure to PHI as much as possible.

BUSINESS RELATIONSHIPS WITH HEALTHCARE PROFESSIONALS

Abiomed, through various types of arrangements, engages Healthcare Professionals to provide a range of valuable, *bona fide* consulting services, such as speaking engagements at Company sponsored training and education events, research, product development, participation on advisory boards, development and/or transfer of intellectual property, and other services.

Consultant or development agreements must be:

- Necessary to fulfill a legitimate business purpose;
- For services or work product that are documented in the agreement and are used, or genuinely intend to be used, by Abiomed;
- Commercially reasonable in terms of compensation (*i.e.* fair market value); and
- Not be related to, or based on, the past, present, or future volume or value of business generated, directly or indirectly by the Healthcare Professional who is party to the agreement.

When contemplating engaging Healthcare Professionals as a consultant, we must conduct a needs assessment to determine and document the legitimate business purpose for retaining consulting and other services from Healthcare Professionals, the scope of services reasonably required to achieve that purpose, and a budget for such services.

The number of consultants retained for an activity must be limited to that which is reasonably necessary to achieve the stated business need. Selection of a consultant must be made based on the totality of the consultant's qualifications and expertise to meet the defined need, and never be based on the value of past or future referrals, purchases, or recommendations of Abiomed Products or Abiomed Services. Abiomed Sales and Marketing personnel may provide input about the suitability of a consultant, but Sales and Marketing personnel should neither control nor unduly influence the decision to engage a Healthcare Professional as a consultant.

For Healthcare Professionals that we engage in these types of relationships, we may reimburse them for documented, reasonable and actual expenses incurred by them during their work for Abiomed. This would include reasonable travel and accommodation costs and Modest meals.

Abiomed shall not enter into a consulting arrangement with a Healthcare Professional to influence or reward the generation of business directly from the Healthcare Professional or a health care provider affiliated with the Healthcare Professional; to promote off-label use of the Company's products; or as a token arrangement where there is no legitimate need for a *bona fide* intended use of the information or service provided by the consultant. Additionally, we will not engage any Healthcare Professional that is excluded from participating in any U.S. federal or state healthcare program.

MEALS WITH HEALTHCARE PROFESSIONALS

The principles provided in this section are meant to address any situation in which a Healthcare Professional is present at a meal with Abiomed Representatives. Such events may include investigator meetings, one-on-one or small group dinners with a Healthcare Professional, meetings to discuss product features, contract negotiation meetings, consultant meetings, speakers' bureau programs, or business meals or events held in conjunction with third-party educational conferences and programs.

Meals provided to Healthcare Professionals must be modest and occasional in nature. In addition, meals must comply with the following standards:

- *Informational Presentation:* The meal should be incidental to a *bona fide* presentation or discussion of scientific, educational or business information, and/or supporting medical research and education, and conducted in a manner conducive to the presentation of such information.
- *Value:* Meals should be modest in value. The cost for such meals (including any taxes, gratuity, etc.) shall not exceed the limits described below.

Meals will be considered modest in value so long as they do not exceed the following limits:

Breakfast: \$50.00 USD per person

Lunch: \$50.00 USD per person

Dinner: \$150.00 USD per person

High-Cost Localities: In high-cost localities (meals taking place in the municipal city limits of New York City, Los Angeles, Chicago, and San Francisco only), the per person limits or the cost of meals (including any taxes, gratuity, etc.) provided to Healthcare Professional shall increase by \$25.00 USD.

For high-cost localities only, meals will be considered modest in value so long as they do not exceed the following limits:

Breakfast: \$75.00 USD per person

Lunch: \$75.00 USD per person

Dinner: \$175.00 USD per person

As with all meals expensed under Abiomed's Travel & Expense Policy, if more than one Abiomed Representative attends a meal with Healthcare Professionals, the cost of the meal shall be paid for and reported by the most senior-ranking Abiomed Representative in attendance. An exception to this rule is if another Abiomed Representative has had prior contact with the vendor providing the meal, that Abiomed Representative is permitted to pay for and report the meal. In this case, the Abiomed Representative expensing the meal should note on his or her expense

report the circumstances why he or she is reporting the meal instead of the most senior-ranking Abiomed Representative.

If Abiomed training and special event personnel with job responsibilities for coordinating events believe they are unable to comply with these limitations, a waiver must be obtained in advance from the appropriate Abiomed departmental Vice President and the Chief Compliance Officer that provides justification for exceeding these limitations in advance of the event. Such exceptions will be available only in **limited** circumstances.

- *Venue*: The meal should be provided in a setting that is conducive to *bona fide* scientific, educational, or business discussions, such as the Healthcare Professional's place of business or a hospital setting. In some cases, however, the place of business or a hospital setting may not be available for, or conducive to, such scientific, educational or business discussions, the Abiomed Representative may provide meals to Healthcare Professionals at an out-of-office location conducive to informational exchange, such as in a private room at a restaurant or hotel conference room when an office or hospital setting is not appropriate.
- *Attendance*: Abiomed may provide meals only to Healthcare Professionals who attend a business meeting. Abiomed Representatives may not provide a meal for an entire office staff where everyone is not invited to attend the business meeting. Furthermore, Abiomed may not provide a meal where Abiomed Representatives are not present for the entire duration of the event.
- *Spouses/Guests*: Abiomed Representatives may not pay for meals for guests or spouses of Healthcare Professionals or for any other person who does not have a *bona fide* professional interest in the information being shared at the meeting.

Additionally, Abiomed Representatives shall comply with any other state or municipal rules enacted regarding the provision of meals and other transfers of value to Healthcare Professionals.

TRAVEL & ACCOMMODATION EXPENSES FOR HEALTHCARE PROFESSIONALS

Abiomed may pay for or reimburse Healthcare Professionals for necessary and reasonable travel-related expenses incurred by the Healthcare Professional, which are related to his/her performance of services for Abiomed or for Abiomed business at the company's request, including travel to events such as company-conducted product training and education; sales, promotional and other business meetings; consultant meetings; and third-party educational conferences. Payment for, or reimbursement of, travel-related expenses to individuals or entities must be limited to those individuals for whom there is a *bona fide* documented, reasonable business purpose for such travel.

Travel expenses are **not** allowed for:

- Potential customers for purely promotional purposes, other than for product demonstrations or plant tours;
- Attendance at educational conferences or professional society meetings, unless serving as an Abiomed consultant or speaker at such event; or
- Spouses or guests of a consultant or other Healthcare Professional or any other person without a genuine professional interest in the information being shared.

Air Travel

Abiomed may provide up to Premium Coach Economy (*e.g.* Coach/Economy class with wider seats and/or extra leg room) class commercial airfare, if available, for Healthcare Professionals who are traveling domestically for a reasonable Abiomed business purpose and in accordance with Abiomed policies and procedures, such as attending an Abiomed Product training event, factory tour, installation, or meeting at Abiomed Headquarters, or in association with providing services to Abiomed pursuant to a written agreement, such as attending an advisory board meeting. Abiomed may provide Business Class airfare for those Healthcare Professionals who are required to travel internationally or on any flight whose published flight time exceeds eight hours.

Healthcare Professionals who choose to extend travel dates before or after an Abiomed training course or consulting engagement to allow for personal travel must book it themselves and do so at their own expense.

Ground Transportation

Reimbursement for ground transportation costs (such as taxi, train, Uber or Lyft) incurred by Healthcare Professionals is generally appropriate and must be reasonable and necessary for the conduct of Abiomed business. A receipt is required for reimbursement of expenses.

Abiomed will reimburse Healthcare Professionals for mileage incurred on their personal vehicles when the vehicle is used as transport in-lieu of any other form of travel (air, rail, etc.) to the event. Abiomed will not reimburse for expenses incurred by Healthcare Professionals for travel to or from

an airport, other than the reasonable and necessary costs incurred to park the Healthcare Professional's personal vehicle at the airport from which he or she departs to fly to the event.

We do not reimburse Healthcare Professionals for professional transportation services or "black-car" services such as Boston Coach.

Accommodations

Any meeting facility or hotel where Healthcare Professionals will be lodged at Abiomed's expense must be reasonable and appropriate to the business purpose.

Reservations may be made for the night prior to a morning meeting to accommodate the Healthcare Professional's reasonable and timely travel to the program. An additional night of lodging after the conclusion of the program may also be reimbursed, if the additional night is required due to flight and other travel constraints.

Spouses/Guests

Abiomed will only pay for or reimburse the travel-related expense for individuals who are performing services on behalf of Abiomed or have a *bona fide* business purpose for such travel. Abiomed will not pay travel-related expenses for a spouse or other guest of a Healthcare Professional.

PROHIBITION ON ENTERTAINMENT

Company interactions with Healthcare Professionals should be professional in nature and should facilitate the exchange of medical or scientific information that will benefit patient care. To ensure the appropriate focus on an educational and/or informational exchange and to avoid the appearance of impropriety, Abiomed Representatives may not provide or pay for any entertainment or recreational event or activity (theater, sporting events, golf, skiing, hunt, leisure/vacation trips, dinner cruises) for any non-employee Healthcare Professional or employee of a Health Care Organization (HCO). This includes paying or reimbursing for such from his or her personal funds.

Such entertainment or recreation should not be provided, regardless of its value, whether the HCP provides services to Abiomed under an agreement or whether the entertainment or recreation is secondary to an education purpose.

This prohibition on entertainment or recreation also applies to activity with government officials.

TRAINING AND EDUCATION BY ABIOMED

Abiomed recognizes that it must promote the safe and effective use of its products and services. We do that by making quality training and detailed education available to Healthcare Professionals. Abiomed product training and education programs must comply with the following standards:

- *Appropriate business purpose and documentation*: The *bona fide* commercial business, clinical purposes, goals and objectives, and agenda of each product training or educational program must be clearly established and documented in writing before any attendee is invited to participate and before any location is selected for the program.
- *“On-Label”*: All training and education programs organized and controlled by Abiomed must be intended to train or educate Healthcare Professionals in a manner consistent with the approved or cleared product labeling. Abiomed Representatives may only control and influence speakers or program content in programs where the only topics of discussion are approved uses of Abiomed products or services. In addition, if another manufacturer's product is discussed during a training or education program, any discussion of such product, including its use during a procedure in which an Abiomed Product is also used, must be consistent with its product labeling.
- *Venue*: Training and education activities should be conducted in settings that are conducive to the effective transmission of information. Generally, venues should be located in cities that are (1) reasonable in proximity to the places of business of the Healthcare Professionals attending; (2) centrally located with easy travel access and reasonable travel and modest lodging available or other reasonable location convenient to a large number of the attending Healthcare Professionals; or (3) Abiomed's place of business.
- *Hands-on Training and Faculty*: Programs providing “hands-on” training on Abiomed Products should be held at training facilities, medical institutions, laboratories or other appropriate facilities including hotel conference rooms. Any training staff used by Abiomed should have the proper qualifications and expertise to conduct such training. Training staff may include qualified field sales or clinical employees who have the technical expertise to perform the training. Training staff and faculty must not be selected based on the actual or potential volume or value of Abiomed Products used, ordered, or recommended by the proposed trainer or faculty member.

When using consultants, Abiomed may compensate faculty (including trainers and speakers), except in limited circumstances. Compensation should only be at rates that do not exceed Fair Market Value of any such commercially reasonable services furnished to Abiomed. Abiomed will negotiate any such arrangements at arms-length and maintain written agreements with all service providers (including speakers, faculty, and trainers).

- *Selection of Invitees*: Selection and invitation of Healthcare Professionals to attend an Abiomed Product training or education program shall be limited to individuals for whom there is a *bona fide* business or scientific purpose for attendance, consistent with the written goals and purpose of the training program.

- *Meals, Refreshments, and Expenses:* Abiomed may provide Healthcare Professionals attending a training or education program with Modest meals and refreshments, so long as such meals and refreshments are subordinate in time and focus to the educational purpose of the program, and comply with applicable state law requirements. In addition, as necessary, Abiomed may cover and/or reimburse reasonable and necessary travel and lodging costs of Healthcare Professionals attending an off-site product training program. For overnight stays, a substantial amount of the business day must be allocated to training and education, and/or round-trip travel must not be practical within a single day.
- *Massachusetts and Vermont* require that any reasonable meals, travel, or lodging costs provided to Healthcare Professionals licensed in that state in connection with device training programs be described in a written agreement.
- *Prohibited Compensation and Reimbursement:* Under no circumstances should a Healthcare Professional be provided compensation for their time required to attend a training or education event (with the exception of a consultant providing services to the Company in connection with the event and as specified in a written agreement).
- *Guests:* It is not appropriate for Abiomed to pay for meals, refreshments, travel or other expenses of guests of Healthcare Professionals or for any other person who does not have a *bona fide* professional interest in the information being shared at the program.
- *No Entertainment:* Training and education activities must not include Entertainment of any kind.

PROVIDING EDUCATIONAL ITEMS OF VALUE

As a preliminary matter, certain U.S. states, such as Massachusetts and Vermont, have limitations or outright bans on providing any items of value to Healthcare Professionals licensed in those states. If you have a specific inquiry regarding interactions with Healthcare Professionals licensed in certain U.S. states, contact Chief Compliance Officer Jason Cofield at **978-882-8449**, or a member of the Abiomed legal department for further information.

Educational Gifts Permitted

Generally, for Healthcare Professionals not licensed in states with specific limitations, Abiomed may occasionally provide items to Healthcare Professionals that benefit patients or serve a genuine educational function for Healthcare Professionals. Such permitted items include but are not limited to educational brochures, journal reprints, textbooks, and anatomical models. Other than medical textbooks or anatomical models used for educational purposes, any such item should have a Fair Market Value of less than \$100.00.

Abiomed-Branded Promotional Gifts

Abiomed Representatives are also permitted to occasionally provide a Healthcare Professional with low cost branded promotional items (items typically with a value significantly less than \$25) such as pens, notebooks, mugs or other similar, branded material.

Prohibited Gifts

Prohibited gifts include, but are not limited to:

- Items that are capable of use by a Healthcare Professional (or his or her family members, office staff or friends) for non-educational or non-patient related purposes including, DVD players, MP3 players, iPods, cameras and computers.
- Abiomed Product, equipment, or product accessories, Abiomed Services, or other non-educational items. We cannot provide sample products or services to Healthcare Professionals.
- Personal gifts. Abiomed Representatives also may not provide any gift or item of value to a Healthcare Professional to acknowledge "life events" such as weddings, births, anniversaries, or deaths. Examples of prohibited gift items include, but are not limited to, cookies, chocolates, wine, flowers, gourmet food items, gifts baskets, holiday gifts, or cash equivalents.

Unless approved in advance by the Chief Compliance Officer, Abiomed Representatives may not provide gifts or items of value to Healthcare Professionals, regardless of whether the gift is paid for or reimbursed using Abiomed's funds or the personal funds of Abiomed Representatives.

No item must ever be offered to a Healthcare Professional with the intent to encourage referrals, purchases, orders, use, or recommendations of Abiomed Products or Abiomed Services.

EDUCATIONAL, RESEARCH & CHARITABLE GRANTS TO THIRD-PARTIES

Abiomed may make monetary or in-kind grants to third parties for educational, research or charitable purposes. Such grants shall comply with all established procedures and shall be subject to the authority and determination of the Abiomed Grants Committee as detailed in those procedures.

All grant applications must be submitted through the Abiomed grants portal (<http://www.abiomed.com/resources/requests>). Neither the eligibility for, nor the approval of, any grant provided by Abiomed to any recipient will be based on the past, present or future volume or value of business generated for Abiomed by that recipient.

Upon request by the Abiomed Grants Committee, Abiomed sales and marketing personnel may provide input about the suitability of a proposed grant recipient or grant-funded fellowship program, but sales and marketing personnel should neither control nor unduly influence the decision of whether an organization will receive a grant, or the amount of such grant. All inquiries and decisions will be made solely by the Abiomed Grants Committee.

Grants shall not be made to any individual or organization excluded from participating in U.S. federal or state health care programs.

Educational Grants

Abiomed may elect to support genuine independent, educational projects, including scientific and policymaking conferences that promote scientific knowledge, medical advancement and the delivery of effective healthcare. These typically include conferences sponsored by national, regional, or specialty medical associations and conferences sponsored by accredited continuing medical education providers. Submission and approval of educational grant requests must be made in accordance with Abiomed's Educational Grants SOP which can be found on the Abiomed intranet.

Grants to support independent educational programs must satisfy the following criteria:

- The program must be a genuine educational program;
- A minimum 35% of the program's curriculum must align with Abiomed's overarching educational objects;
- The program's proposed speakers must be recognized authorities in the areas that align with Abiomed's overarching educational objects, such that the exchange of information or intended outcome will be recognized as valued and respected; and
- The amount of funding requested and approved must be reasonable and consistent with industry standards given the type and duration of the program.

Abiomed may also make grants to educational organizations to purchase advertisements or lease booth space for Abiomed displays at third-party educational conferences and other third-party

programs attended by potential customers or prescribers of Abiomed Products or Abiomed Services. Such grants shall be made in accordance with Abiomed's Booth/Tradeshows Requests policy and procedures.

Abiomed may only seek marketing and promotional opportunities with Healthcare Professionals at conventions and other promotional events (such as purchasing certain naming rights, advertising rights and/or booth space in association with such events) in order to further the Company's commercially reasonable business purposes, goals and objectives. Securing sales or potential sales of Abiomed Products or Services to the convention/conference or promotional event host is not a commercially reasonable business purpose, goal or objective. No fees paid by Abiomed should be designated in any way for the use or deferral of expenses for Healthcare Professionals attending the event.

Research Grants

It is generally appropriate for Abiomed to provide support for scientific or medical-related research to non-profit, charitable research institutions, including hospitals, universities and medical schools, in the form of research grants to support specified legitimate independent medical research activities that have scientific or clinical merit related to Abiomed Products or Abiomed Services or in disease state areas where Abiomed has an interest in supporting important research. Such grants shall be made in accordance with our Research Grants SOP.

Abiomed may also support research through in-kind grants of Abiomed Products or Services. Recipient of these types of grants must also certify that:

- The grant recipient does not intend to use the provided Abiomed Products for commercial purposes, and will not sell or trade such products for financial or commercial gain;
- The grant recipient can and will use the provided Abiomed Products in a safe and appropriate manner; and
- The grant recipient will only use the provided Abiomed Products in conjunction with the identified research activity, and not for other research activities or to supplement inventory for patient use.

Charitable Grants

Abiomed may provide monetary or product donations to charitable organizations for charitable purposes, such as supporting indigent care, patient education, public education or the sponsorship of events where the proceeds are intended for charitable purposes consistent with the charitable mission of the recipient organization.

Donations should be made only to organizations recognized as charitable organizations by an appropriate governmental authority, such as organizations recognized by the United States Internal Revenue Service as tax-exempt under Section 501(c)(3) of the Internal Revenue Code or community-based non-profit organizations that do not have a formal status as a charitable organization, but are not in a position to generate or influence business for Abiomed (such as

children's sports leagues or other community activities). Abiomed will not make charitable donations or in-kind donations to organizations for religious purposes.

Any charitable donations or in-kind donations made by Abiomed must be unrestricted and given to the non-profit, charitable organization or the community-based non-profit and not directly to any individual

In addition, if Abiomed is providing an in-kind charitable donation, the charitable organization must:

- Certify that it has been formed for humanitarian purposes, does not intend to use such donation for commercial purposes, has financial integrity and is a qualified recipient of an in-kind donation;
- Safeguard all Abiomed's intellectual property and confidential information it receives;
- Be able to demonstrate the safe and effective use of any Abiomed Products or Abiomed Services provided to it as an in-kind donation; and
- Comply with all relevant laws and regulations, including all import/export control laws if the product will be used outside the United States.

PROVIDING COVERAGE, REIMBURSEMENT, AND HEALTH ECONOMICS INFORMATION

Abiomed Representatives may provide coverage, reimbursement and health economics information (“CRHE Information”) regarding Abiomed Products and Abiomed Services that is accurate and objective. Abiomed Representatives may also collaborate with Healthcare Professionals, patients and organizations representing their interests, to achieve government and commercial payor coverage decisions, guidelines, policies and adequate reimbursement levels that allow patients to access Abiomed Products and Abiomed Services.

Abiomed Representatives may not interfere with a Healthcare Professional’s independent clinical decision making or provide CRHE Information support as an unlawful inducement. Furthermore, Abiomed Representatives must not suggest mechanisms for billing services that are not medically necessary, or for engaging in unlawful practices to achieve inappropriate payment.

CRHE Information must be provided and available to all Healthcare Professionals on equal terms and conditions. Abiomed may not offer or provide any items or services to a Healthcare Professional based on the volume or value of business generated for Abiomed. In addition, Abiomed must ensure that the Company does not provide general practice management advice to Healthcare Professionals. It is inappropriate for Abiomed to provide personnel or services to a Healthcare Professional in situations that relieve the Healthcare Professional of hiring such personnel or purchasing such services. It is also not appropriate for Abiomed to provide customized advice to Healthcare Professionals that is not Abiomed Product-focused. Coding or third-party reimbursement information programs must not take the place of work normally performed by the Healthcare Professional and should not include, without a Fair Market Value charge, the use of systems, functions or duties that would normally be provided by, or purchased at the expense of, the Healthcare Professional.

Abiomed must not condition the sale of any Abiomed Product on coverage or reimbursement by an insurer. The Company must not provide any assurances to a Healthcare Professional that any coding or coverage determination is correct, that an Abiomed Product will be reimbursed by an insurer, or that the product will be reimbursed at any predetermined amount.

EVALUATION AND DEMONSTRATION PRODUCTS

Abiomed may provide reasonable quantities of products to Healthcare Professionals at no charge to permit Healthcare Professionals to evaluate and assess whether to purchase the product or to demonstrate the Abiomed Product or Service. Evaluation and demonstration products or services must never be provided with the intent to induce or reward, a Healthcare Professional's use of another Abiomed Product or Service, or as a reward for such activity.

Provision of an evaluation or demonstration product should be documented in writing, which sets forth the terms and conditions of the use of the product including the length of time the product will be provided, a prohibition on the resale or inappropriate billing for use of the product, and that a charge will incur, for multiple use products, if the Healthcare Professional fails to return the product.

Evaluation Products

The number of single-use products (such as any Impella device) or service provided at no charge shall not exceed the amount reasonably necessary for an HCP to adequately evaluate the product or service and may not be provided for a period greater than 60 days.

Multiple use products (such as the Automated Impella Controller – AIC) should be furnished only for a period that is reasonable under the circumstances, and no greater than 60 days, to allow an adequate evaluation and consistent with any applicable transparency reporting requirements (*i.e.* US Sunshine Act). Abiomed should retain title to multiple use products during the evaluation period and promptly remove the products from the HCP's location when the evaluation period has concluded unless the HCP purchases or leases the product.

Demonstration Products

Abiomed may also provide non-sterile demonstration units to use in educating patients about Abiomed Products and Services. These units are not intended to be used in patient care and should be designated as such ("Sample" or "Not for Human Use" visibly displayed on the packaging). The number of demonstration units provided at no charge shall not exceed the amount reasonably necessary for the adequate demonstration of the product under the circumstances and may not be provided on a repeated basis

DISCOUNT PROGRAMS

Abiomed is permitted to use discounts and rebates to negotiate the sale of an Abiomed Product or Abiomed Service. The discount or rebate must be disclosed to the customer in writing at the time of the sale.

The discount price cannot be less than Abiomed's cost and cannot be tied to the purchase of additional Abiomed Products or Services.

A rebate must be in the form of a check or credit, not cash, and must be paid after the customer has purchased the product (no "prebates" or signing bonuses).

Abiomed Representatives should be mindful when providing discounts or rebates for products or services covered by a state or federal healthcare program (Medicare, Medicaid, etc.). Any discount or rebate earned on such product or service must be applied to that product or service and cannot be applied to another product or service not covered by the program. Additionally, all discounts or rebates must be available equally to all products or services regardless of whether the product or service is covered by private or public (Medicare, Medicaid, etc.) payors.

For more information, please see the company's Discount Programs Policy.

BRIBERY AND CORRUPTION

Abiomed is a global company whose products and services are used around the world to recover hearts and save lives. In conducting business around the world, we do not make or receive improper payments, nor do we offer inappropriate gifts or entertainment. We do not participate in any corrupt practices nor do we allow those who work on our behalf to do so. We keep accurate and transparent business records.

Regardless of the local custom or competitive practices, we do not offer, make or authorize, request, agree to receive or receive payment of money or anything of value – including, but not limited to, cash, gift cards, gifts, travel expenses, entertainment, charitable or political contributions, per diem payments, sponsorships, honoraria, loans or employment offers – to:

- Influence the judgment, conduct or action of any individual to ensure a desired outcome;
- Win or retain business or influence any act or decision of any government official, political party, candidate for political office or business partner; or
- Gain an improper business advantage.

Third Parties

Third parties who act on our behalf (such distributors and consultants) shall comply with the same restrictions. We never make, offer to make, or authorize payment to a third-party if we know or have reason to believe that all or part of the payment will be offered or given by the third-party to someone to secure an improper advantage or to obtain or retain business.

Interactions with Government Officials

Abiomed Representatives working in the U.S or other countries must follow the laws of the country in which they operate, including laws that prohibit participation by U.S. companies, such as Abiomed, in bribery and corruption in other countries. Laws such as the U.S. Foreign Corrupt Practices Act (FCPA) and the U.K. Bribery Act are serious and far-reaching and, in addition to the legal consequences, can cause significant reputational harm to Abiomed should we violate them.

A government official includes not only elected officials but also government employees, consultants, officers or employees of government owned companies, or anyone else acting in an official capacity for a government. Officials or employees of public international organizations, such as the World Health Organization or World Bank, are also government officials. Even spouses and immediate family members of these individuals are government officials. Of special concern for Abiomed, in certain countries and circumstances, Healthcare Professionals may be government officials because they are employed by a governmental entity or work at government-owned hospitals.

Here at Abiomed, we are committed to acting vigilantly to ensure our foreign business dealings follow all applicable laws and regulations.

ENFORCING THE CODE OF CONDUCT

At Abiomed we must always act with honor and integrity and demand the best of ourselves. This Code of Conduct embodies our values as a company and is a guide for how we conduct business. Every Abiomed Representative is responsible for adhering to this Code of Conduct. It is also the responsibility of every Abiomed Representative to promptly bring violations and suspected violations of the Code of Conduct, Company policy or law to the attention of the Company as described below.

Reporting Concerns

At Abiomed, we speak up if we learn about actual or potential unethical conduct or violations of the Code of Conduct. You should always feel that you can report your concerns to your manager, the Chief Compliance Officer or the Compliance Hotline (by phone in the U.S. at 888-475-8376 or online around the world at Abiomed.EthicsPoint.com). If the Chief Compliance Officer is party to the concern, Abiomed Representatives should report the concern to Abiomed's General Counsel or Head of Human Resources.

Abiomed Representatives are encouraged to identify themselves when reporting their concerns, as such information allows for additional follow-up when investigating the concerns. Reports can also be made anonymously to the Chief Compliance Officer or the Compliance Hotline. In those cases, reporters should provide enough information about their concerns to allow for a thorough investigation of the concerns.

Retaliation

Abiomed has zero tolerance for retaliation. All Abiomed Representatives should know that they can share concerns in good faith without fear of retaliation. Any Abiomed Representative who reports in good faith another's violation or potential violation of the Code of Conduct will not be subject to any disciplinary or other retaliatory action for doing so.

If you feel like you have faced retaliation of any kind for reporting your concerns, please contact the Chief Compliance Officer or the Compliance Hotline. All such claims will be thoroughly investigated, and if found to be actionable, Abiomed Representatives who engaged in the retaliation may be disciplined, up to and including termination of employment.

Investigation of Potential Violations of the Code of Conduct

The Chief Compliance Officer, is responsible for initiating, coordinating, and directing investigations of issues, reports, and/or complaints, that are brought to the company's attention pursuant to the Code of Conduct. The investigations will be conducted thoroughly and expeditiously and the identity of the source of the information that formed the basis for the investigation, if provided, will be maintained in confidence, unless otherwise required by law.

The Chief Compliance Officer shall have the authority to determine if the violation report merits further investigation and shall direct that investigation. During the investigation, the Chief Compliance Officer may, at the company's expense, seek the advice and assistance of independent legal counsel.

Every Abiomed Representative shall cooperate with any internal investigation, whether conducted by Abiomed employees or outside counsel. Such cooperation is a requirement for continued employment at Abiomed.

Upon conclusion of the investigation, the Chief Compliance Officer shall formulate conclusions based on the evidence obtained and make recommendations for corrective action or other remedial measures for those employees found to have acted unethically and/or violated the Code of Conduct. The Chief Compliance Officer shall transmit these conclusions and recommendations to the senior executive responsible for the employee's department) who may implement the recommendations after consulting with the Chief Compliance Officer, human resources, and other senior management.

If investigators determine there is credible evidence of misconduct that may violate criminal, civil or administrative law, the Chief Compliance Officer will consult with Abiomed's General Counsel and independent legal counsel. If it is so determined, and upon notice to the Compliance Committee, the Chief Compliance Officer will promptly report the matter to the appropriate government authorities within a reasonable period after the determination to report is made.

Remedies for Code of Conduct Violations

Any Abiomed Representative found to have acted unethically and/or violated the Code of Conduct will be subject to corrective action and other remedial measures, including any of the following:

- informal warning
- formal warning
- forfeiture of voluntary remuneration elements/stock awards
- forfeiture of variable pay
- transfer to another position
- dismissal

Every employee who commits a compliance violation warranting more than an informal warning must complete a compliance training, which provides instruction in the specific subject matter area involved in the violation. The Chief Compliance Officer is responsible for implementing adequate training. The employee's direct supervisor is responsible for ensuring that the compliance training is completed.

Code of Conduct Violations Effect on Annual Performance Evaluations

A violation that results in corrective action beyond a formal warning shall have an impact on the employee's annual performance evaluation, income, and development actions in the Abiomed's Employee Management System (EMS).

Compliance violations warranting more than a formal warning have an impact on the employee's "Efforts and Attitudes" evaluation in EMS. Specifically, a compliance violation warranting more than a formal warning will result in the employee receiving a "1" in the "Commitment to Abiomed

Code of Conduct and Compliance Policy” block of the Efforts and Attitude section of the evaluation. Such a rating will automatically result in the employee being rated as an overall “1” (below the target level expectation) for the fiscal year in which the violation occurred.

Code of Conduct Violations Effect on Income

An employee who receives more than a formal warning due to a compliance violation will be excluded from a salary increase during the following management review meeting.