

ABIOMED, Inc.

Compensation Committee Charter

Amended and Restated: March 9, 2021

Purpose:

The purpose of the Compensation Committee (the "Committee") of the Board of Directors (the "Board") of ABIOMED, Inc. (the "Company") is to assist the Board in carrying out its responsibilities with respect to: (a) the compensation of the Chief Executive Officer ("CEO") and other executive officers of the Company; (b) employee qualified benefit plans and employee programs; (c) executive compensation programs; and (d) director compensation programs.

Membership:

The Committee shall consist of at least three members of the Board, each of whom shall meet the independence standards set forth for compensation committee members in the rules of The Nasdaq Stock Market LLC ("Nasdaq"). Each member of the Committee shall also qualify as a "non-employee director" for the purposes of Rule 16b-3 under the Securities Exchange Act of 1934, as amended (the "Exchange Act").

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

Responsibilities:

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

1. To review the Company's compensation philosophy and major compensation programs and to administer particular programs for which the Committee is the designated administrator in a manner consistent with each program's purpose; such as with respect to the Company's annual cash incentive plan, to reward the achievement of corporate and individual performance and with respect to the Company's long-term equity incentives plan, to align the long-term interests of the Company, its stockholders and its executives, while rewarding sustainable value creation and driving retention .
2. To annually review executive compensation programs, to make recommendations to the Board regarding the compensation of the CEO, and to establish and approve the compensation for the executive officers, in each case including base salary, performance goals and annual cash incentive levels under any annual incentive plan and the size, mix and terms of awards under any long-term incentive award plan, taking into account, among other relevant factors, the Company's performance, creation of long-term value,

such officer's achievement of goals and objectives, stockholder feedback and compensation practices of peer companies.

3. To evaluate CEO and other executive officer performance and resulting incentive payouts in light of both annual and long-term components of the executive compensation programs.
4. To approve grants of equity awards, including stock options, RSUs and performance stock units ("PSUs"), to executive officers (except for where authority for grants to employees, who are not considered "executive officers" under Section 16 of the Exchange Act, is delegated to the Special Stock Award Committee, a non-Board, executive committee);
5. To review and evaluate director compensation, with input from an independent compensation consultant, and make recommendations to the Board for approval.
6. To review any proposed new compensation arrangement which deviates materially from established compensation programs.
7. To review the Company's major compensation programs to determine whether they encourage excessive risk-taking and whether risks arising from the Company's compensation policies and practices for all employees, including non-executive officers, are reasonably likely to have a material adverse effect on the Company, to review and discuss at least annually the relationship between risk management policies and practices and compensation and to evaluate compensation policies and practices that could mitigate any such risk.
8. To review annually the design and administration of the qualified benefit plans in performance of the fiduciary duties assigned to the Committee.
9. To oversee compliance with Securities and Exchange Commission ("SEC") rules and regulations regarding stockholder approval of certain executive compensation matters, including stockholder advisory votes on executive compensation of named executive officers as defined in applicable SEC rules ("Say on Pay Votes") and the frequency of such votes, and to discuss the results of any such votes.¹
10. To review and discuss with management the Company's Compensation Discussion and Analysis ("CD&A"), recommend that the CD&A be included in the Company's Annual Report on Form 10-K or proxy statement, as applicable, and produce the compensation committee report on executive officer compensation required to be included in the Company's proxy statement or annual report on Form 10-K.

11. To determine stock ownership guidelines for the CEO and other executive officers and monitor compliance with such guidelines.
12. To evaluate the Committee's performance annually and review the adequacy of this Charter at least annually and recommend any proposed changes to the Board for approval.
13. To report all Committee activities and findings to the Board with recommendations for action when appropriate.

Meetings:

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

All non-management directors that are not members of the Committee may attend meetings of the Committee but may not vote. Additionally, the Committee may invite to its meetings any director, management of the Company and such other persons as it deems appropriate in order to carry out its responsibilities; however, the Chief Executive Officer or any executive officer may not be present during any voting or deliberations on his or her compensation. The Committee may also exclude from its meetings any persons it deems appropriate in order to carry out its responsibilities.

Reports:

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

Minutes:

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

Advisors to the Committee:

The Committee shall have the right, as and when it shall determine in its sole discretion to be necessary or appropriate to the functions of the Committee, to select and retain compensation consultants, legal counsel (which may be, but need not be, the regular corporate counsel to the Company) and other advisors (each, an "Advisor" and, collectively, "Advisors") to assist it in connection with its functions. The Compensation Committee shall be directly responsible for the appointment, compensation and oversight of the work of Advisors. The Committee shall receive appropriate funding from the Company for the payment of reasonable compensation by the Committee to such Advisors.

The Compensation Committee may select or receive advice from an Advisor only after taking into consideration the following factors as required by applicable Nasdaq rules:

1. The provision of other services to the Company by the person that employs the Advisor.
2. The amount of fees received from the Company by the person that employs the Advisor, as a percentage of total revenue of that person.
3. The policies and procedures of the person that employs the Advisor that are designed to prevent conflicts of interest.
4. Any business or personal relationship of the Advisor with a member of the Compensation Committee.
5. Any stock of the Company owned by the Advisor.
6. Any business or personal relationship of the Advisor or the person employing the Advisor with an executive officer of the Company.

Pursuant to applicable Nasdaq rules, the Compensation Committee shall not be required to conduct the above independence assessment with respect to:

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

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

It is also expected that the Committee shall evaluate, on at least an annual basis, whether any work provided by any compensation consultant to the Committee raised any conflict of interest.

Delegation of Authority:

The Committee may delegate to the Special Stock Award Committee the authority to make grants and awards of cash or options or other equity securities to any officer or employee of the Company or its subsidiaries who is not an “officer” as defined in Rule 16a-1(f) under the Exchange Act, under the Company’s incentive compensation or other equity-based plans as the Committee deems appropriate and in accordance with the terms of such plan; provided that such delegation is in compliance with the plan and the laws of the state of the Company’s jurisdiction.