

## **ABIOMED, Inc.**

### **Audit Committee Charter**

Amended and Restated: March 9, 2021

#### **Purpose:**

The purpose of the Audit Committee (the "Committee") of the Board of Directors (the "Board") of ABIOMED, Inc. is to perform general oversight of the accounting and financial reporting processes of the ABIOMED, Inc. and its subsidiaries (the "Company") and the audits of the financial statements of the Company. The Committee shall assist the Board of the Company in fulfilling its oversight responsibilities relating to: (a) the quality and integrity of the Company's financial statements and other financial reports; (b) the Company's system of internal accounting controls; (c) the performance of the Company's internal and independent auditors; and (d) the Company's compliance with legal and regulatory requirements.

In addition, the Committee shall have the authority to undertake the specific duties and responsibilities listed below and the authority to undertake such other specific duties as the Board from time to time may prescribe.

#### **Membership:**

The Committee shall consist of at least three (3) members of the Board. 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. All members of the Committee shall meet the independence standards set forth for audit committee members in Rule 10A-3 under the Securities Exchange Act of 1934, as amended (the "Exchange Act") and the applicable rules of The Nasdaq Stock Market LLC ("Nasdaq"). Each member of the Committee must be able to read and understand fundamental financial statements, including the Company's balance sheet, income statement and cash flow statement. As required by Nasdaq rules for independence of audit committee members, no member of the Committee can have participated in the preparation of the Company's or any of its subsidiaries' financial statements at any time during the past three years.

In addition, at least one member of the Committee must have past employment experience in finance or accounting, requisite professional certification in accounting or other comparable experience or background that results in the member's financial sophistication as required by Nasdaq rules and at least one member of the Committee shall qualify as an "audit committee financial expert" as defined by applicable SEC rules. A member who satisfies the definition of "audit committee financial expert" may be presumed to have financial sophistication.

## **Responsibilities:**

The Committee shall have the following duties and responsibilities:

1. To appoint, retain, establish compensation for, and oversee the work of an independent registered public accounting firm engaged for the purpose of preparing or issuing an audit report or performing other audit, review or attest services for the Company ("independent auditors" or "auditors"). The Company's independent auditors shall report directly to the Committee.
2. To select, retain, establish compensation for, oversee and terminate, if necessary, any other registered public accounting firm engaged for the purpose of preparing or issuing an audit report or performing any other audit, review or attest services for the Company.
3. Prior to the annual independent audit, to review with the independent auditors the auditors' proposed audit scope, timing and approach, the areas of audit emphasis and each party's responsibilities in the audit process.
4. To receive and review from the independent auditors a formal written statement delineating all relationships between the auditors and the Company, to actively engage in a dialogue with the auditor with respect to any disclosed relationships or services that may impact the objectivity and independence of the auditor and to take, or recommend that the Board take, appropriate action to oversee the independence of the independent auditors.
5. To review and evaluate the lead audit partner of the independent auditors and confirm and evaluate audit partner rotation.
6. To review and discuss reports from the independent auditors concerning: (a) all critical accounting policies and practices used by the Company, (b) alternative accounting treatments within generally accepted accounting principles ("GAAP") related to material items that have been discussed with management, including the ramifications of the use of the alternative treatments and the treatment preferred by the independent auditors and (c) other material written communications between the independent auditors and management.
7. To discuss with management and the independent auditors the Company's policies and procedures for assessing, monitoring and diminishing business risks, including the Company's major financial, legal and other risk exposures and the steps taken to monitor and control such risks. The Committee shall also be responsible for ensuring that management assesses cybersecurity risks and reports its findings to the Board on an annual basis.

8. To review regular internal reports to management prepared by the internal audit function, as well as management's response.
9. To review with management and the independent auditors at the completion of the annual audit:
  - the Company's annual financial statements and related footnotes, and the Company's compliance with GAAP and applicable regulations of the Securities and Exchange Commission ("SEC");
  - the independent auditors' audit of the financial statements and the independent auditors' report thereon, including a review of any significant changes required in the independent auditors' audit plan;
  - reports regarding any major issues regarding accounting principles and financial statement presentation, including any significant changes in the Company's selection or application of accounting principles, any significant financial reporting issues and judgements and the effect of regulatory and accounting initiatives and off-balance sheet structures; and
  - any other matters related to the conduct of the audit or the audit findings as are required to be communicated to the Committee under generally accepted auditing standards and any applicable Public Company Accounting Oversight Board and SEC rules.
10. To review and discuss with management and the independent auditors the Company's Annual Reports on Form 10-K, Quarterly Reports on Form 10-Q, quarterly and annual earnings press releases and information prepared by the Company for its regular public conference telephone calls concerning its earnings and results of operations in the context of information provided to the Audit Committee and the Board.
11. To review with senior management and the independent auditors the Company's accounting and financial personnel resources.
12. To pre-approve all audit and permitted non-audit services to be performed by the Company's independent auditors, except for *de minimis* activities and amounts under circumstances as permitted by applicable SEC rules and Section 10A(i) of the Exchange Act. To establish, if desired by the Committee, policies and procedures for the review and pre-approval of audit and permissible nonaudit services (including the fees and terms thereof) to be performed by the Company's independent auditors, with exceptions for *de minimis* activities and amounts under circumstances as permitted by applicable SEC regulations.

13. To review with management and the Company's independent auditors the adequacy and effectiveness of the Company's system of internal controls, policies and procedures, including any significant deficiencies or material weaknesses in the design or operation of, and any material changes in, the Company's controls and procedures and any special audit steps adopted in light of any material control deficiencies, and to approve policies relating to internal controls and protection of the Company's assets.
14. To review on a continuing basis the activities, organizational structure and qualifications of the Company's internal audit function to the extent that the size and operations of the Company warrant this function.
15. If deemed appropriate, to recommend to the Board that the audited financial statements be included in the Annual Report on Form 10-K for the corresponding year.
16. To review, in conjunction with counsel, any legal or regulatory matters that could have a significant impact on the financial statements, related company compliance policies, and programs and reports received from regulators.
17. To prepare a report of the Committee required by the rules of the SEC to be included in the Company's annual proxy statement.
18. To establish procedures for: (a) the receipt, retention, and treatment of complaints received by the Company regarding accounting, internal accounting controls, or auditing matters and (b) the confidential, anonymous submission by employees of the Company of concerns regarding questionable accounting or auditing matters.
19. To review all related party transactions (as such term is defined in the Item 404(a) of Regulation S-K of the SEC) (each a "Related Party Transaction") for potential conflict of interest situations and, if appropriate, approve such transactions. The Committee shall review and approve any such Related Party Transactions in accordance with the procedures adopted by the Audit Committee, including any related party transactions policy.
20. To keep the Company's independent auditors informed of the Committee's understanding of the Company's relationships and transactions with related parties that are significant to the company; and to review and discuss with the Company's independent auditors the auditors' evaluation of the Company's identification of, accounting for, and disclosure of its relationships and transactions with related parties, including any significant matters arising from the audit regarding the Company's relationships and transactions with related parties.
21. To establish for the Company clear hiring policies for employees or former employees of the independent auditors that comply with applicable SEC regulations.

22. To provide oversight and review of the Company's asset management policies, including an annual review of the Company's investment policies and performance for cash and short-term investments, and approve such policies.
23. To provide a forum for the independent auditors to meet in closed session with the Committee.
24. To receive and review the response of the management of the Company to any management letter or report from the independent auditors.
25. To review, and oversee the resolution of, any disagreement between management and the independent auditors and, if appropriate, make recommendations with respect thereto to the Board.
26. To review and approve with senior management the internal audit plan annually. To review the status of internal audit projects quarterly.
27. To institute, if necessary, special investigations and, if appropriate, hire special counsel or experts to assist.
28. At least annually, to obtain and review a report by the Company's independent auditors that describes the accounting firm's internal quality control procedures and any material issues raised by the most recent internal quality control review, peer review or Public Company Accounting Oversight Board review or inspection of the firm or by any other inquiry or investigation by governmental or professional authorities in the past five years regarding one or more audits carried out by the firm and any steps taken to deal with any such issues.
29. To perform other oversight functions as requested by the full Board.

In addition to the above responsibilities, the Committee shall undertake such other duties as the Board delegates to it or as are assigned to it by law, and shall report, at least annually, to the Board regarding the Committee's examinations, actions and recommendations.

**Meetings:**

It is anticipated that the Committee will meet at least four (4) times in each fiscal year. However, the Committee may establish its own schedule. Each meeting shall include an executive session that will allow the Committee to maintain free and open communications with the Company's independent auditors.

The Committee shall meet separately with the Chief Executive Officer and the Chief Financial Officer of the Company at least annually to review the financial affairs of the Company. The Committee shall meet with the independent auditors of the Company, at such times as it deems appropriate, to review the independent auditors' examination and management report.

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. The Committee may also exclude from its meetings any persons it deems appropriate in order to carry out its responsibilities.

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. 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 those provided in the By-laws of the Company with respect to calling, noticing and holding meetings of and taking action by the Board.

**Reports:**

The Committee may present its reports or recommendations to the Board in written or oral form. The Committee's 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 will be filed with the minutes of the meetings of the Board.

**Other:**

The Committee shall have the right, as and when it shall determine to be necessary or appropriate to the functions of the Committee:

1. to receive appropriate funding from the Company, as determined by the Committee in its capacity as a committee of the Board, for the payment of compensation to the Company's independent auditors and any other accounting firm engaged to perform services for the Company;
2. at the Company's expense and not at the expense of the members thereof, to retain independent counsel (which may be, but need not be, the regular corporate counsel to the

Company) and other advisors to assist it in connection with its functions;

3. at the Company's expense and not at the expense of the members thereof, to incur ordinary administrative expenses that are necessary or appropriate in carrying out its duties; and
4. to request, and to rely upon, advice, orally or in writing, from the Chief Executive Officer and the Chief Financial Officer of the Company and from any representative of the independent auditors to the Company participating in such independent auditors' engagement by the Company, concerning aspects of the operation or financial condition of the Company relevant to the functions of the Committee.

**Limitation of Audit Committee Responsibility:**

In carrying out its obligations, the Committee relies on: management for the preparation and accuracy of the Company's financial statements; management for establishing effective internal controls and procedures to ensure the Company's compliance with accounting standards, financial reporting procedures and applicable laws and regulations; and the Company's independent auditors for an unbiased, diligent audit or review, as applicable, of the Company's financial statements and the effectiveness of the Company's internal controls. In adopting this Charter, the Board acknowledges that it is not the responsibility of the Committee to prepare the Company's financial statements, plan or conduct audits of those financial statements, or determine whether those financial statements are complete and accurate and conform to GAAP and applicable rules and regulations. These tasks are the responsibility of management and the Company's independent auditors.

**Delegation:**

To the extent permitted by law, the Committee may delegate any of its responsibilities to a subcommittee comprised of one or more members of the Committee.

**Annual Reviews:**

The Committee will review and reassess the adequacy of this Charter on at least an annual basis and will report to the Board the results of such review and reassessment. At least annually, the Committee will conduct an evaluation of its performance to determine whether it is functioning effectively.