

ABIOMED, Inc.'s Compensation Committee Charter

Statement of Policy

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

Organization

The Compensation Committee shall consist of at least three members of the Board, none of whom shall be currently employed by the Company and all of whom shall be free from any relationship which, in the opinion of the Board, would interfere with the exercise of independent judgment.

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

1. To review compensation philosophy and major compensation programs, and to administer particular programs for which the Committee is the designated administrator.
2. To annually review executive compensation programs and to establish the compensation for the CEO and approve the compensation for the executive officers.
3. To establish all components of compensation for directors and recommend changes to the Board.
4. To review any proposed new compensation arrangement which deviates materially from established compensation programs.
5. To review annually the design and administration of the qualified benefit plans in performance of the fiduciary duties assigned to the Committee.
6. To report all Committee activities and findings to the Board with recommendations for action when appropriate.

Meetings

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

respect to calling, noticing, and holding meetings of the Committee and conducting business of the Committee shall be the same as provided in the By-laws of the Company.

Minutes

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

Reports

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

Other:

The Committee shall have the right, as and when it shall determine to be necessary or appropriate to the functions of the Committee at the Company's expense and not at the expense of the members thereof, to retain 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.