

**Charter for the Governance and Nominating
Committee of the Board of Directors of
ABIOMED, Inc.**

Statement of Purpose

The Governance and Nominating Committee (the “Committee”) assists the Board of Directors (the “Board”) in carrying out its governance responsibilities. The Committee advises the Board concerning appropriate composition of the Board and its committees, recommends to the Board the Company’s Director nominees, advises the Board regarding appropriate corporate governance policies and assists the Board in achieving them and reviews and evaluates the performance of the Chief Executive Officer and the Board as a whole.

Composition

The Governance and Nominating Committee shall consist of at least three members of the Board, all of whom shall satisfy the independence and other requirements of applicable law and the listing standards of The Nasdaq Stock Market, Inc. (each Director who satisfies such requirements is referred to herein as an “Independent Director”).

Responsibilities

The responsibilities of the Committee shall be:

1. To recommend to the Board the Company’s Director nominees.
2. To determine the criteria for selection of new Directors and nominees for vacancies on the Board, develop lists of desirable Director candidates, screen prospective candidates and share information concerning the candidates and the process with the Board, soliciting input from other members of the Board.
3. To develop policies and procedures relating to consideration of Director candidates proposed by the Company’s security holders.
4. To recommend to the full Board the composition of each committee of the Board and the individual Director to serve as chairperson of each committee.
5. To review and monitor the succession plan for the Chief Executive Officer, report periodically to the Board on the status of that plan and assure that the Chief Executive Officer has obtained succession plans for each of the senior officers of the Company who report to him.
6. To evaluate the Committee’s performance annually.

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

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 for the Board. The Committee may meet by telephone conference call or by any other means permitted by law or the Company's By-laws, as in effect from time to time.

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:

1. 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; and
2. 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.

Approved by the Board of Directors on July 2, 2004.