
TRANSMEDICS GROUP, INC. WHISTLEBLOWER POLICY

Section 301 of the Sarbanes-Oxley Act requires the Audit Committee of the Board of Directors (the "Audit Committee") of TransMedics Group, Inc. (the "Company") to establish procedures for: (a) the receipt, retention and treatment of complaints received by the Company from employees regarding accounting, internal accounting controls or auditing matters; and (b) the submission by employees of the Company or others, on a confidential and anonymous basis, of good faith concerns regarding questionable accounting or auditing matters.

The Audit Committee has adopted the following procedures:

- 1.** Employees may report any concerns about accounting, internal accounting controls, auditing matters or violations of the Company's Global Code of Business Conduct and Ethics or similar codes or policies (collectively, the "Codes") through an anonymous, confidential hotline at 866-815-7148. All concerns submitted through the hotline shall initially be reviewed and investigated by the Chairperson of the Audit Committee or the designee of the Chairperson of the Audit Committee.
- 2.** Complaints regarding accounting, internal accounting controls or auditing matters deemed credible by the Chief Financial Officer or the Chief Financial Officer's designee shall be promptly forwarded to the Chairperson of the Audit Committee. Complaints that are not deemed credible shall be communicated to the Chairperson of the Audit Committee no less frequently than quarterly.
- 3.** Complaints relating to violations of the Codes shall be reviewed by the Chief Financial Officer or the Chief Financial Officer's designee.
- 4.** Following the receipt of any complaints submitted hereunder, the Audit Committee and/or the Chief Financial Officer shall investigate each matter so reported and take corrective and disciplinary actions, if appropriate, which may include, alone or in combination, a warning or letter of reprimand, demotion, loss of merit-based salary increase, bonus, stock options or other equity awards, suspension without pay or termination of employment.
- 5.** The Audit Committee and/or the Chief Financial Officer may enlist employees of the Company and/or outside legal, accounting or other advisors, as appropriate, to conduct any investigation of complaints about accounting, internal accounting controls, auditing matters or violations of the Codes. In conducting any investigation, the Audit Committee and/or the Chief Financial Officer shall protect the confidentiality and anonymity of the complainant.
- 6.** The Company does not permit retaliation of any kind against employees for complaints submitted hereunder that are made in good faith.
- 7.** Anyone filing a complaint concerning a violation or suspected violation of accounting, internal accounting controls, auditing matters or the Codes must be acting in good faith and have reasonable grounds for believing the information disclosed indicates a violation. Any allegations that prove not to be substantiated and which prove to have been made maliciously or knowingly to be false will be viewed as a serious offense.
- 8.** The Audit Committee and/or the Chief Financial Officer shall retain as a part of its records any such complaints or concerns for a period of no less than seven (7) years.

Effective: May 1, 2019