
CHARTER OF THE AUDIT COMMITTEE

of the Board of Directors of TransMedics Group, Inc

I. Purpose and Authority

The Audit Committee (the "Audit Committee") of the Board of Directors (the "Board") shall oversee the accounting and financial reporting processes of TransMedics Group, Inc. (the "Company") and the audits of the Company's financial statements. The Audit Committee is responsible for:

- (A) assisting the Board in its oversight of (i) the integrity of the consolidated financial statements of the Company, (ii) the Company's compliance with legal and regulatory requirements, (iii) the independent auditor's qualifications and independence, (iv) the performance of the Company's independent auditors, and (v) the Company's internal control over financial reporting;
- (B) deciding whether to appoint, retain or terminate the Company's independent auditors and to pre-approve all audit, audit-related, tax and other services, if any, to be provided by the independent auditors; and
- (C) preparing the disclosure required by Item 407(d)(3)(i) of Regulation S-K and the report required by the Securities and Exchange Commission (the "SEC") rules to be included in the Company's annual proxy statement.

The Audit Committee's role is one of oversight. The Company's management is responsible for preparing the Company's financial statements and the independent auditors are responsible for auditing such financial statements. The independent auditor is or shall be ultimately accountable to the Audit Committee, in its capacity as a committee of the Board, and to the full Board. While the Audit Committee has the oversight, supervisory and other powers and responsibilities set forth in this charter, it is not the responsibility of the Audit Committee to plan or conduct audits, to implement or to assess the Company's system of internal controls, or to determine or certify that the Company's financial statements are complete and accurate or are in compliance with generally accepted accounting principles. These matters and tasks are the responsibility of the Company's management and/or the independent auditor. Consistent with the Audit Committee's oversight role, the Audit Committee should encourage continuous improvement of, and should foster adherence to, the Company's policies, procedures and practices at all levels. The Audit Committee should also provide for open communication among the independent auditor, financial and senior management and the Board. The Audit Committee shall engage in such activities as are necessary or appropriate (many of which are outlined herein) in order for it to render an annual report of the Audit Committee that meets any applicable regulatory requirements.

To the fullest extent permissible under applicable law, each member of the Audit Committee is entitled to rely in good faith upon the records of the Company and upon such information, opinions, reports or statements presented to the Audit Committee by any of the Company's officers, employees, or committees, the independent auditor or any other person as to matters the member reasonably believes are within such other person's professional or expert competence and who has been selected with reasonable care by or on behalf of the Company.

II. Composition

1. **Number.** The Audit Committee shall consist of no fewer than three members of the Board, appointed to the Audit Committee by the Board. Members of the Audit Committee may be removed at the Board's discretion.
2. **Independence.** Except as otherwise permitted by applicable phase-in rules and exemptions, each member of the Audit Committee shall meet any applicable independence and experience requirements of the Sarbanes-Oxley Act of 2002 and the listing requirements of The Nasdaq Stock Market ("Nasdaq"), Rule 10A-3 of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), and the rules and regulations of the SEC. No member of the Audit Committee shall have participated in the preparation of the financial statements of the Company or any subsidiary of the Company at any time during the past three years.

- 3. Financial Literacy.** All members of the Audit Committee shall be able to read and understand financial statements, including a balance sheet, income statement and cash flow statement. All members of the Audit Committee shall have a working familiarity with basic finance and accounting practices, and at least one member of the Audit Committee shall, to the extent required, be an “audit committee financial expert” as defined by the SEC or otherwise have accounting or related financial management expertise as interpreted by the Board in its business judgment. A member who qualifies as an “audit committee financial expert” under the rules and regulations of the SEC is presumed to satisfy the Nasdaq requirement to have one financially sophisticated audit committee member.
- 4. Chairperson.** Unless a Chairperson is elected by the Board, the members of the Audit Committee shall designate a Chairperson by majority vote of the full Audit Committee membership. The Chairperson shall lead the Audit Committee, including preparing the agenda, presiding over the meetings, making subcommittee assignments and reporting to the Board on the Audit Committee’s behalf.
- 5. Service on Multiple Audit Committees.** Members may serve on no more than two additional public company audit committees simultaneously without prior review and determination by the Board that such simultaneous service would not impair the ability of such member to effectively serve on the Audit Committee.
- 6. Determinations Regarding Membership.** The Board shall make all determinations regarding satisfaction of the membership requirements described above and shall review, at least annually, the Audit Committee’s compliance with such requirements.

III. Procedures and Administration

- 1. Meetings.** The Audit Committee shall meet no less frequently than quarterly, and more frequently as circumstances dictate. Any two members or the Chairperson of the Audit Committee may call a meeting of the Audit Committee upon due notice to each other member at least twenty-four (24) hours prior to the meeting. The Audit Committee shall meet periodically in separate executive sessions. It shall meet separately, at least quarterly, with management and the independent auditor, and have such other direct and independent interaction with such persons from time to time as the members of the Audit Committee deem appropriate. Action may be taken by the Audit Committee without a meeting if all of the members of the Audit Committee consent to the action in writing or by means of electronic transmission. Such consents shall be treated for all purposes as votes at a meeting.
- 2. Quorum.** Any two members then serving on the Audit Committee shall constitute a quorum. The Board may designate one or more directors as alternate members of the Audit Committee, who may replace any absent or disqualified member at any meeting of the Audit Committee, provided that such alternate members satisfy all applicable criteria for membership on the Committee. In the absence or upon the disqualification of a member of the Audit Committee, and in the absence of a designation by the Board of an alternate member to replace the absent or disqualified member, the member or members present at any meeting and not disqualified from voting, whether or not he, she or they constitute a quorum, may unanimously appoint another member of the Board to act at the meeting in the place of any absent or disqualified member, provided that such alternate members satisfy all applicable criteria for membership on the Committee.
- 3. Voting.** Action may be taken by the Audit Committee upon the affirmative vote of a majority of the members present, provided that a quorum is present at the time such action is taken.
- 4. Access to Management and Advisors.** The Audit Committee shall have access to management, internal staff, the independent auditor, the corporate compliance staff and the Company’s internal and outside legal counsel, both at meetings and otherwise, as it determines necessary to carry out its duties.

- 5. Information Needs; Meeting Materials.** The Audit Committee shall communicate its expectations and the nature, timing, and extent of its information needs to management and external parties, including the independent auditor. Written materials, including key performance indicators and measures related to key business and financial risks, shall be received from management, auditors, and others sufficiently in advance of meeting dates to give members of the Audit Committee adequate time to review such materials. Meeting conduct shall assume Audit Committee members have reviewed any such written materials in sufficient depth to participate in dialogue with other members of the Audit Committee and the Board regarding the subject matter of such written materials.
- 6. Independent Advisors; Other Expenses.** To the extent deemed necessary by the Audit Committee in carrying out its responsibilities and duties under this charter, in its sole discretion, the Audit Committee shall have the sole authority to (i) engage, oversee and direct the activities of legal, financial, accounting or other specialists as may be necessary to support its role and responsibilities, (ii) cause the Company to pay the compensation of such advisors, and (iii) cause the Company to pay the independent auditor's compensation (or any other 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) as well as the ordinary administrative expenses of the Audit Committee.
- 7. Annual Self-Evaluation.** The Audit Committee shall review, discuss, and assess its performance as well as its role and responsibilities at least annually, seeking input from senior management, the full Board, and others as the members of the Audit Committee deem appropriate. Changes in role and/or responsibilities, if any, shall be recommended to the full Board for approval.
- 8. Subcommittees.** The Audit Committee may delegate authority to one or more members of the Audit Committee who are independent directors of the Board, including the authority to grant pre-approvals of audit and permitted non-audit services, provided that decisions of such subcommittee to grant pre-approvals shall be presented to the full Audit Committee at its next meeting.
- 9. Charter.** The Audit Committee shall review and assess the adequacy of this charter at least annually and recommend any proposed changes to the Board for approval.

IV. Responsibilities and Duties

- 1. General.** The following responsibilities and duties shall be the common recurring activities of the Audit Committee in fulfilling the purposes of the Audit Committee set forth in Section I of this charter. The Audit Committee may undertake additional responsibilities and establish additional policies and procedures as may be appropriate from time to time to respond to changing business, legislative, regulatory, legal or other conditions. The Audit Committee also shall carry out any other responsibilities and duties delegated by the Board to the Audit Committee related to the purposes of the Audit Committee set forth in Section I of this charter.
- 2. Oversight of Independent Auditors**
 - (a) Appointment.** The Audit Committee shall have the sole authority to appoint, evaluate, oversee, retain, compensate, terminate and change the Company's independent auditor (including resolution of disagreements between management and the Company's independent auditor regarding financial reporting) for the purpose of preparing or issuing an audit report or performing other audit, review or attest services for the Company, and the independent auditor shall report directly to the Audit Committee. The Audit Committee may, in its discretion, seek stockholder ratification of the independent auditor it appoints.

- (b) **Compensation.** The Audit Committee shall approve all audit and permitted non-audit engagement fees and terms, any fees paid to any advisors employed by the Audit Committee, and/or funding for the payment of expenses of the Audit Committee, that are necessary or appropriate in carrying out the purposes of the Audit Committee set forth in Section I of this charter.
- (c) **Pre-Approval of Services.** The Audit Committee shall pre-approve all auditing services, internal control-related services and permitted non-audit services to be performed for the Company by its independent auditor. Consistent with any applicable SEC rules on auditor independence, the Audit Committee annually may establish ceilings on the level of fees and costs of generally pre-approved and sufficiently defined services that may be performed without seeking additional approval from the Audit Committee. The Audit Committee may delegate pre-approval authority to one or more of its members. The member (or members) to whom such authority is delegated must report, for informational purposes only, any pre-approval decisions to the Audit Committee at its next regularly scheduled meeting or as soon as practicable thereafter.
- (d) **Evaluation.** The Audit Committee shall evaluate the qualifications, performance and independence of the independent auditor, including considering whether the independent auditor's quality controls are adequate and the provision of permitted non-audit services is compatible with maintaining the auditor's independence, taking into account the opinions of management.
- (e) **Oversight.** The Audit Committee shall oversee the work of the independent auditor (including, if necessary and appropriate, resolution of disagreements between management and the independent auditor regarding financial reporting) for the purpose of preparing or issuing an audit report or performing other audit, review or attestation services for the Company. To the extent necessary or appropriate, with respect to oversight of the Company and the independent auditor relationship, the Audit Committee shall:
- i) at least annually, obtain and review (i) a report from the independent auditor describing the independent auditor's internal quality-control procedures, any material issues raised by the most recent internal quality-control review, or peer review, of the independent auditor, or by any inquiry or investigation by governmental or professional authorities within the preceding five years and any steps taken to deal with any such issues, and (ii) all relationships and services between the independent auditor and the Company potentially impacting the independent auditor's independence;
 - ii) engage in a dialogue with the independent auditor about any disclosed relationships that may impact the objectivity and independence of the auditor and recommend that the full board take appropriate action to oversee the independence of the independent auditor. Obtain a formal written statement delineating all relationships between the independent auditor and the Company;
 - iii) request that the independent auditor inform the Audit Committee of material issues on which the national office of the independent auditor was consulted by the Company's audit team;
 - iv) meet with the independent auditor before the audit to discuss the preparation and employment of the audit;
 - v) ensure the regular rotation of the lead audit partner and other members of the engagement team to the extent required by law, and further consider whether, in order to ensure continuing auditor independence, there should be regular rotation of the independent auditing firm itself;

- vi) set clear policies for the Company's hiring of employees or former employees of the independent auditor. Additionally, make inquiries to confirm that controls and required approvals are in place to prevent the Company from engaging the independent auditors in any services that might impact their independence; and
- vii) obtain from the independent auditor assurance that, to the extent applicable, Section 10A(b) of the Exchange Act (set forth on **Appendix I** hereto) has not been implicated.

3. Financial Statements, Earnings Releases and Guidance

- (a) **Review and Discussion of Annual Audited Financial Statements.** The Audit Committee shall meet to review and discuss with management and the independent auditor the annual audited and quarterly financial statements, including reviewing, to the extent applicable, specific disclosures made under "Management's Discussion and Analysis of Financial Condition and Results of Operations," and recommend to the Board whether the audited financial statements should be included in any Annual Report on Form 10-K required to be filed by the Company with the SEC.
- (b) **Review and Discussion of Quarterly Financial Statements.** The Audit Committee shall meet to review and discuss with management and the independent auditor the quarterly financial statements, including reviewing, to the extent applicable, specific disclosures made under "Management's Discussion and Analysis of Financial Condition and Results of Operations," and the results of the independent auditor's review of the quarterly financial statements, prior to the filing of any Quarterly Report on Form 10-Q required to be filed by the Company with the SEC.
- (c) **Accounting Principles and Presentation.** The Audit Committee shall review and discuss with management and the independent auditor any material issues regarding accounting principles and financial statement presentations, including any significant changes in the Company's selection or application of accounting principles.
- (d) **Independent Auditor's Reports.** The Audit Committee shall review and discuss reports from the independent auditors with regard to (i) critical accounting policies and practices to be used; (ii) alternative treatments of financial information within generally accepted accounting principles that have been discussed with management, ramifications of the use of such alternative disclosures and treatments, and the treatment preferred by the independent auditor; (iii) material judgmental areas where there may have been differing views between management and the independent auditor, including with regard to accounting, disclosure and presentation matters; (iv) the effect of regulatory and accounting pronouncements and initiatives on the financial statements of the Company; (v) off-balance sheet structures; and (vi) other material written communications between the independent auditor and management, including management letter or schedules of unadjusted differences.
- (e) **Earnings Press Releases and Guidance.** The Audit Committee shall:
 - i) review and discuss earnings press releases (paying particular attention to the use of "pro forma" or "adjusted" non-GAAP information); and
 - ii) periodically discuss with management the Company's earnings releases, financial information and earnings guidance provided to analysts and rating agencies as well as any policies in respect thereof.

- (f) **Conduct of Audit.** The Audit Committee shall, to the extent applicable, review with the independent auditor the matters required to be communicated to the Audit Committee by the independent auditor under applicable auditing standards, relating to the conduct of the audit, including any audit problems or difficulties encountered in the course of the audit work, any restrictions on the scope of activities or access to requested information, management's response to the difficulties or problems, and any significant disagreements with management.
- (g) **Integrity of Financial Statements.** Discuss with management and the independent auditor any correspondence with regulators or governmental agencies and any published reports that raise material issues regarding, or call into question the integrity of, the Company's financial statements or accounting policies.

4. Controls and Procedures

- (a) **Disclosure.** The Audit Committee shall review disclosures about any significant deficiencies or material weaknesses in the design or operation of internal controls and any fraud involving management or employees playing a significant role in the Company's internal controls, made to the Audit Committee by the Company's chief executive officer and chief financial officer, including, to the extent applicable, any disclosures made during their certification process for the Annual Report on Form 10-K and Quarterly Report on Form 10-Q.
- (b) **Internal Controls and Internal Controls Report.** The Audit Committee shall review and discuss with management and the independent auditor the adequacy of the Company's internal controls, any special steps or remedial measures adopted in light of material control weaknesses or significant deficiencies and, to the extent applicable, the Company's internal controls report and the independent auditor's internal controls report prior to the filing of any Annual Report on Form 10-K required to be filed by the Company with the SEC.

5. Procedures for Complaints. The Audit Committee shall establish procedures for the receipt, retention and treatment of complaints received by the Company regarding accounting, internal accounting controls or auditing matters, and the confidential, anonymous submission by employees of concerns regarding questionable accounting or auditing matters.

6. Related Party Transactions. The Audit Committee shall review and approve all related party transactions to the extent such transactions are required to be disclosed in any public filings made by the Company pursuant to Item 404 of Regulation S-K.

7. Ethics and Compliance. The Audit Committee shall oversee the Company's ethics and compliance functions, including the Company's Global Code of Business Conduct and Ethics and other procedures established by the Company with regard to ethical behavior, avoidance of conflicts of interest, and other related matters.

8. Legal and Regulatory Matters. The Audit Committee shall confer with the Company's Chief Financial Officer or General Counsel, if any, about legal matters that may have a material impact on the financial statements or the Company's compliance policies. The Audit Committee also shall:

- (a) at least annually, receive a presentation by management summarizing the Company's programs and control for compliance with legal and regulatory requirements; and

- (b) review and discuss with management and the Company's procedures and practices designed to provide reasonable assurance that: (i) the Company's books, records, accounts and internal accounting controls are established and maintained in compliance with the Foreign Corrupt Practices Act of 1977, the UK Bribery Act 2010 and similar laws and regulations to which the Company is subject, and (ii) there are adequate company level controls in place to prevent or detect (A) any improper or illegal disbursement of corporate funds or property of value or (B) the making of any arrangement on behalf of the Company which may provide for or result in the improper or illegal disbursement of funds or property of value, in order that the Company be in compliance with such laws and regulations.

9. Matters Relating to Risk Assessment and Risk Management

- (a) **Risk Assessment.** The Audit Committee shall periodically (but no less than annually) discuss guidelines and policies to govern the process by which risk assessment and management is undertaken.
- (b) **Risk Management.** The Audit Committee shall discuss with management the Company's major financial risk exposures and the steps management has taken to monitor and control such exposures, including the Company's risk assessment and risk management policies.

10. Information Technology Systems, Processes and Data

- (a) **Oversight.** The Audit Committee shall oversee the integrity of the Company's information technology systems, processes and data and periodically (but no less than annually), at its discretion, review and assess with management, the adequacy of security for the Company's information technology systems, processes and data and the Company's contingency plans in the event of a breakdown or security breach affecting the Company's information technology systems, and data or the information technology systems, processes and data of the Company's clients.

11. Other

- (a) The Audit Committee shall perform such other functions as may be required by applicable laws, rules and regulations and the Company's Restated Articles of Organization or Amended and Restated Bylaws, or by the Board, and shall report regularly to the Board.

It is acknowledged that all of the above listed tasks and focus areas may not be relevant to all of the matters and tasks that the Audit Committee may consider and act upon from time to time, and the members of the Audit Committee in their judgment may determine the relevance thereof and the attention such items shall receive in any particular context.

Adopted by the Board of Directors on March 27, 2019.

Section 10A(b) of the Securities Exchange Act of 1934

(b) Required response to audit discoveries

(1) Investigation and report to management

If, in the course of conducting an audit pursuant to this chapter to which subsection (a) applies, the registered public accounting firm detects or otherwise becomes aware of information indicating that an illegal act (whether or not perceived to have a material effect on the financial statements of the issuer) has or may have occurred, the firm shall, in accordance with generally accepted auditing standards, as may be modified or supplemented from time to time by the Commission:

- (A) (i) determine whether it is likely that an illegal act has occurred; and
 - (ii) if so, determine and consider the possible effect of the illegal act on the financial statements of the issuer, including any contingent monetary effects, such as fines, penalties, and damages; and
- (B) as soon as practicable, inform the appropriate level of the management of the issuer and assure that the audit committee of the issuer, or the board of directors of the issuer in the absence of such a committee, is adequately informed with respect to illegal acts that have been detected or have otherwise come to the attention of such firm in the course of the audit, unless the illegal act is clearly inconsequential.

(2) Response to failure to take remedial action

If, after determining that the audit committee of the board of directors of the issuer, or the board of directors of the issuer in the absence of an audit committee, is adequately informed with respect to illegal acts that have been detected or have otherwise come to the attention of the firm in the course of the audit of such firm, the registered public accounting firm concludes that --

- (A) the illegal act has a material effect on the financial statements of the issuer;
- (B) the senior management has not taken, and the board of directors has not caused senior management to take, timely and appropriate remedial actions with respect to the illegal act; and
- (C) the failure to take remedial action is reasonably expected to warrant departure from a standard report of the auditor, when made, or warrant resignation from the audit engagement;

the registered public accounting firm shall, as soon as practicable, directly report its conclusions to the board of directors.

(3) Notice to Commission; response to failure to notify

An issuer whose board of directors receives a report under paragraph (2) shall inform the Commission by notice not later than 1 business day after the receipt of such report and shall furnish the registered public accounting firm making such report with a copy of the notice furnished to the Commission. If the registered public accounting firm fails to receive a copy of the notice before the expiration of the required 1-business-day period, the registered public accounting firm shall--

- (A) resign from the engagement; or
- (B) furnish to the Commission a copy of its report (or the documentation of any oral report given) not later than 1 business day following such failure to receive notice.

(4) Report after resignation

If a registered public accounting firm resigns from an engagement under paragraph (3)(A), the firm shall, not later than 1 business day following the failure by the issuer to notify the Commission under paragraph (3), furnish to the Commission a copy of the report of the firm (or the documentation of any oral report given).