AtriCure, Inc. Charter of the Compliance, Quality, and Risk Committee (CQRC)

Purpose

The purposes of the Compliance, Quality and Risk Committee (the "Committee") of the Board of Directors (the "Board") of AtriCure, Inc. (the "Company") are: (i) to provide ongoing oversight over the Company's Code of Conduct, compliance with applicable U.S. Food and Drug Administration ("FDA") and international requirements and other compliance activities which present significant quality risk to the Company; (ii) to assist the Board in evaluating the effectiveness of the Company's compliance program; (iii) to oversee the Company's quality systems; and (iv) to oversee compliance, legal and enterprise risk management and control activities of the Company.

Membership

The Committee will consist of a minimum of two members of the Board. The members of the Committee will be appointed by and serve at the discretion of the Board. Each member of the Committee shall be free of any relationship that, in the reasonable judgment of the Board, would interfere with the exercise of his or her independent judgment as a Committee member, considering applicable legal and regulatory requirements in effect from time to time.

Duties and Responsibilities

The Committee will have the following duties and responsibilities, in addition to any other duties and responsibilities prescribed by the Board from time to time:

1. as necessary, oversee all Code of Conduct matters, compliance with applicable FDA requirements and other compliance requirements as they arise and recommend any proposed corrective actions or responses to the Board and/or management for approval;
2. as necessary, receive reports from the Compliance Officer regarding the effectiveness of the Company's compliance program, compliance-related activities

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undertaken by the Company, the results of compliance audits and investigations and implementation of corrective or preventative actions taken, whether as a result of compliance audits and investigations, or otherwise;

3. as necessary, receive reports or summaries and review with senior management reports from third parties, such as independent review organizations, retained to evaluate the Company compliance program;

4. as necessary, refer to the Audit Committee of the Board any matters that arise in the course of compliance audits and investigations that implicate accounting or internal control issues;

5. oversee compliance with any ongoing undertaking by the Company with FDA, the U.S. Department of Health and Human Services, U.S. Department of Justice, or any other government agency;

6. oversee compliance with the Foreign Corrupt Practices Act of 1977, other anti-bribery and corruption laws and regulations, anti-money laundering and Office of Foreign Assets Control laws and regulations, and privacy and data security laws and regulations;

7. oversee the Company's enterprise risk management functions, except for those related to accounting, audit and financial matters for which the Audit Committee shall be responsible;

8. periodically review the Code of Conduct and other compliance activities and recommend any proposed changes to the Board for approval;

9. assess and provide oversight to management relating to the identification and evaluation of compliance and regulatory risks inherent in the business of the Company and the control plans and processes with respect to such risks;

10. together with the Board, review, assess and discuss with management: (i) any significant compliance and regulatory risks or exposures; (ii) the steps management has taken to minimize or mitigate such risks or exposures; and (iii)

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the Company's underlying policies with respect to compliance and enterprise risk assessment and risk management;

11. oversee the Company's quality systems and functions and, as necessary, receive reports from management relating to the Company's quality systems and functions;

12. periodically report to the Board on the activities of the Committee;

13. periodically assess the adequacy of this Charter and recommend any proposed changes to the Board for approval; and

14. periodically conduct a self-evaluation of the Committee.

Meetings

The Committee will meet at least quarterly, and more frequently as circumstances dictate. Not less than quarterly the Committee or one of its members will meet with the Compliance Officer and/or other members of management regarding the following: (i) the operation of the Company's compliance program; (ii) the status of any investigations concerning the Company's compliance program and legal proceedings; (iii) the Company's quality systems; and (iv) the legal and enterprise risk management and control activities of the Company. With the consent of a majority of the members of the Committee, meetings of the Committee may be conducted with no prior notice during or in conjunction with meetings of the Board. A majority of the members of the Committee will constitute a quorum for the transaction of business. The chairperson of the Committee will preside at each meeting and, in consultation with the other members of the Committee, will set the frequency and length of each meeting and the agenda of items to be addressed at each meeting. The Committee will maintain written minutes of its meetings which will be filed with the minutes of the Board meetings.

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Resources and Authority

The Committee will have the resources and authority appropriate to discharge its responsibilities, including the authority to obtain advice and assistance from internal or external advisors and will have sole authority to retain and terminate any such advisors and to approve the fees and other retention terms related to the appointment of such advisors.

The Committee may delegate its authority to subcommittees established by the Committee from time to time, which subcommittees will consist of one or more members of the Committee and will report to the Committee.

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