

ATRICURE, INC.

**CHARTER OF THE
STRATEGY COMMITTEE OF
THE BOARD OF DIRECTORS**

ADOPTED MAY 14, 2014

A. PURPOSE AND SCOPE

The primary function of the Strategy Committee (the “Committee”) of the Board of Directors (the “Board”) of AtriCure, Inc. (the “Corporation”) is to exercise the responsibilities and duties set forth below, including, but not limited to, assisting the Board in carrying out its oversight responsibilities relating to potential mergers, acquisitions, divestitures, joint ventures and other key strategic transactions outside the ordinary course of the Corporation’s business, in each case other than any transaction involving a sale or change of control of the Corporation (“Corporate Strategic Transactions”).

B. COMPOSITION

The Committee shall be comprised of no less than two members of the Board as appointed by the Board, each of whom shall meet the independence standards promulgated by the Nasdaq Stock Market or any other exchange upon which securities of the Corporation are traded. Each member of the Committee shall also be free from any relationship that, in the opinion of the Board, would interfere with the exercise of his or her independent judgment as a member of the Committee.

The Board shall appoint the members of the Committee annually. Each member of the Committee shall serve until his or her successor shall be duly appointed and qualified or until his or her earlier resignation or removal. Unless a Chair is elected by the full Board, the members of the Committee may designate a Chair by majority vote of the full Committee membership.

The Committee shall meet as necessary to enable it to fulfill its responsibilities and duties as set forth herein. The Committee may invite members of management or others to attend Committee meetings and provide pertinent information as the Committee may request on the issues being considered.

The Committee shall report its actions to the Board and keep written minutes of its meetings which shall be recorded and filed with the books and records of the Corporation.

C. RESPONSIBILITIES AND DUTIES

To fulfill its responsibilities and duties, the Committee shall:

- Board Guidance and Review
 - Review, and provide guidance to management and the Board with respect to, the Corporation’s strategy for Corporate Strategic Transactions.

- Assist management and the Board with the review of proposals made by management for Corporate Strategic Transactions, when and as appropriate.
 - Periodically review with management prospective candidates for Corporate Strategic Transactions, when and as appropriate.
 - Notify the Nominating and Corporate Governance Committee of the Board of any conflict of interest or related party transaction that comes to the attention of the Committee in the exercise of its duties under this Charter.
 - Review, consider and make recommendations to the Board regarding Corporate Strategic Transactions having a transaction price as estimated by management to be greater than that delegated to management under any delegation of authority from the Board.
- Periodic Reporting
 - Review periodic reports from management on completed Corporate Strategic Transactions.
 - Provide periodic reports to the Board of any Corporate Strategic Transactions being considered, or authorized and approved, by management.
- Additional Board Assistance
 - Review and assess the adequacy of this Charter periodically as conditions dictate and recommend any modifications to this Charter, if and when appropriate, to the Board for its approval.
 - Exercise such additional powers and duties as may be reasonable, necessary or desirable, in the Committee's discretion, to fulfill its duties under this Charter. Specifically, the Committee may appoint, retain, terminate and oversee the work of any advisors and approve such advisors' fees and retention terms.
 - Perform any other activities or responsibilities as may be delegated to the Committee, from time to time, by the Board.

D. ADVISORS

The Committee may conduct or authorize investigations into or studies of matters within the Committee's scope of responsibilities and duties as described above, and may seek and retain accounting, legal, consulting or other expert advice, at the expense of the Corporation.

The Committee shall periodically evaluate its own performance and report the results of such evaluation to the Board.