

**ATRICURE, INC.**  
**INSIDER TRADING POLICY**  
**(as amended on February 26, 2019)**

**Introduction**

AtriCure, Inc. (“**AtriCure**” or the “**Company**”) and the directors, officers, employees, independent contractors and consultants of the Company are subject to certain “insider trading” laws. Such laws prohibit persons with **material non-public information** (defined below) with respect to a company from buying or selling securities of that company or from giving such information (“**tipping**”) to another person. In addition, such laws require companies and supervisory personnel to affirmatively supervise the actions of employees.

In order to assure that AtriCure and its directors, officers, employees, independent contractors and consultants are attentive to these laws, and to maintain the integrity and reputation of AtriCure and such persons, AtriCure has adopted the policy set forth herein (the “**policy**”). Directors, officers, employees, certain independent contractors and certain consultants of the Company should carefully read the policy.

AtriCure has adopted this policy to avoid even the appearance of improper conduct of anyone employed by AtriCure or any of its subsidiaries. It is the policy of AtriCure to comply with all applicable laws and regulations in conducting its business.

- I. **No insider trading.** Our policy is that no director, officer, employee, independent contractor or consultant of AtriCure or any of its subsidiaries who is aware of material nonpublic information relating to the Company or other public companies may buy or sell the Company’s or other companies’ securities (*i.e.* stock, bonds, notes, etc.) or pass such information on to others. As described below, the same restrictions apply to family members of directors, officers and employees and others living in their households. The Company may also determine that other persons should be subject to this policy.
- You must not trade in any Company security while you possess (are aware of) material nonpublic information about the Company.
  - You must not “tip,” tell, or disclose such information to anyone else.
  - You must not recommend the purchase or sale of any Company security.
  - You must not trade in (or tip regarding) the securities of other public companies if you become aware of material nonpublic information concerning them in the course of your employment or otherwise.
  - You must not buy or sell any stocks or bonds or trade in derivative securities such as put and call options if you are aware of material nonpublic information.

- You must not engage in short sales of AtriCure stock. “Short” sales of stock are transactions where you borrow stock, sell it, then buy stock at a later date to replace the borrowed shares.

II. **Transactions by Family Members & Others.** This policy applies to your family members who reside with you (including a spouse, a child, a child away at college, stepchildren, grandchildren, parents, stepparents, grandparents, siblings and in-laws), anyone else who lives in your household, and any family members who do not live in your household but whose transactions in Company securities are directed by you or are subject to your influence or control, such as parents or children who consult with you before they trade in Company securities (collectively referred to as "**Family Members**").

You are responsible for the transactions of these other persons and therefore should make them aware of the need to confer with you before they trade in Company securities, and you should treat all such transactions for the purposes of this policy and applicable securities laws as if the transactions were for your own account. This policy does not, however, apply to personal securities transactions of Family Members where the purchase or sale decision is made by a third party not controlled by, influenced by or related to you or your Family Members.

III. **Transactions by Entities that You Influence or Control.** This policy applies to any entities that you influence or control, including any corporations, partnerships or trusts (collectively referred to as "**Controlled Entities**"), and transactions by these Controlled Entities should be treated for the purposes of this policy and applicable securities laws as if they were for your own account.

IV. **Pre-clearance.** Because the Company’s directors, executive officers and certain other key employees designated by the Company from time to time (the “**Covered Persons**”) may have regular access to material nonpublic information, our policy requires that such persons comply with the trading blackout and pre-clearance procedures described below. A “**Covered Person**” is any of the following persons subject to this policy: (a) all executive officers and members of the Board of Directors of AtriCure, Inc. and each of its subsidiaries, (b) all vice presidents and directors of AtriCure, Inc. (c) all administrative assistants supporting executive officers or their direct reports, (d) all finance/accounting employees; (e) all sales representatives and specialists; (f) all information technology employees and staff; (g) all sales operations and support employees; and (h) any other employees notified in writing by the Company’s Chief Financial Officer or Chief Compliance Officer as being subject to our policy or identified in an exhibit to this policy. The trading blackout and pre-clearance procedures described below are not applicable to employees other than the Covered Persons, and the Company may amend the list from time to time as it deems necessary to add or subtract from the list of Covered Persons.

V. **Stock Incentives and ESPP.** Our policy does not apply to the exercise or vesting of any stock incentive granted by the Company or the issuance of shares of the Company’s stock pursuant to the Company’s equity incentive plans. However, our policy **does** apply to the sale of any stock purchased, acquired or received through exercise of any stock option or pursuant to a stock award. The use of Company stock to address required withholding

taxes that does not involve a market transaction related to the exercise or vesting of an award made under the Company's equity incentive plans is not prohibited by this policy. Our policy does not apply to purchases of Company securities in the employee stock purchase plan resulting from periodic contribution of money to the plan pursuant to the election made at the time of enrollment in the plan. Our policy does apply, however, to the election to participate in the plan for any enrollment period, and to sales of Company securities purchased pursuant to the plan.

- VI. **Hedging Transactions.** Hedging or monetization transactions can be accomplished through a number of possible mechanisms, including through the use of financial instruments such as prepaid variable forwards, equity swaps, forward-sale contracts, put options, collars and exchange funds. Such transactions may permit a director, officer or employee to continue to own Company securities obtained through employee benefit plans or otherwise, but without the full risks and rewards of ownership. When that occurs, the director, officer or employee may no longer have the same objectives as the Company's other shareholders. Therefore, directors, officers and employees are prohibited from engaging in any such transactions.
- VI. **Margin Accounts and Pledged Securities.** Securities held in a margin account as collateral for a margin loan may be sold by the broker without the customer's consent if the customer fails to meet a margin call. Similarly, securities pledged (or hypothecated) as collateral for a loan may be sold in foreclosure if the borrower defaults on the loan. Because a margin sale or foreclosure sale may occur at a time when the pledgor is aware of material nonpublic information or otherwise is not permitted to trade in Company securities, directors, officers and other employees are prohibited from holding Company securities in a margin account or otherwise pledging Company securities as collateral for a loan. (Pledges of Company securities arising from certain types of hedging transactions are governed by the paragraph above captioned "Hedging Transactions.")

### **Consequences of Non-Compliance**

Those individuals who violate the insider trading laws, regardless of how small the profit, can be liable for civil and criminal penalties up to \$5 million, including a jail term of up to 20 years. Companies and supervisory personnel who fail to prevent such illegal trading face civil penalties of the greater of \$1 million or three times the profit gained, and criminal fines, in the case of willful violations, of up to \$25 million.

In addition, an individual's failure to comply with this policy may subject the individual to Company-imposed sanctions, including dismissal for cause, whether or not the employee's failure to comply results in a violation of law. Needless to say, a violation of law, or even an SEC investigation that does not result in prosecution, can tarnish a person's reputation and irreparably damage a career.

### **Material Nonpublic Information**

“**Material**” information refers to any information that a reasonable investor would consider important in making a decision to buy, sell, hold, or vote securities, given the total mix of available information in the marketplace. In simple terms, material information is any type of information that reasonably could be expected to affect the price of the Company’s stock. There is no bright-line standard for assessing materiality; rather, materiality is based on an assessment of all of the facts and circumstances, and is often evaluated by enforcement authorities with the benefit of hindsight. While it is not possible to define all categories of material information, some examples of information that ordinarily would be regarded as material are:

- Projections of future earnings or losses or other earnings guidance;
- Changes to previously announced earnings guidance, or the decision to suspend earnings guidance;
- Results of clinical trials relating to the Company’s products or significant actions by regulators (*e.g.*, the FDA) with respect to the Company;
- A pending or proposed merger, acquisition or tender offer;
- A pending or proposed acquisition or disposition of a significant asset;
- A pending or proposed joint venture;
- A Company restructuring;
- Significant related party transactions;
- New major contracts, orders, suppliers, customers, or finance sources, or the loss thereof;
- Major discoveries or significant changes or developments in products or product lines, research, pricing or technologies;
- A change in auditors or notification that the auditor's reports may no longer be relied upon;
- Significant changes or developments in supplies or inventory, including significant product defects, recalls, or product returns;
- Major marketing changes;
- Stock splits, public or private securities/debt offerings, or changes in Company dividend policies or amounts;
- Significant changes in senior management;
- Actual or threatened major litigation or investigation, or the resolution of such litigation or investigation;

- A significant cybersecurity incident, such as a data breach; and
- The imposition of an event-specific restriction on trading in Company securities or the securities of another company or the extension or termination of such restriction.

“**Nonpublic**” information is simply information that has not been disclosed to the general public. This sort of information only becomes public after it is released to the public and the market has had time to absorb and adjust to the information. What constitutes “public disclosure” will vary on a case-by-case basis.

Because investor decisions to buy, hold, sell, or vote stock affect the price of securities, it is easy to understand how trading while in possession of material non-public information can unfairly impact stock prices. It is this effect that the federal securities laws are meant to avoid.

If you are uncertain if you possess material nonpublic information, you must consult our Chief Financial Officer (by email at [cfo@atricure.com](mailto:cfo@atricure.com) or by telephone at 513-755-4100) before trading in any securities of the Company. Our policy requires all Covered Persons to pre-clear all securities transactions, even if they do not possess material nonpublic information, in order to avoid even the appearance of insider trading violations.

**IF YOU ARE IN POSSESSION OF MATERIAL NONPUBLIC INFORMATION OR IF YOU HAVE RECEIVED NOTIFICATION FROM THE COMPANY THAT YOU ARE IN POSSESSION OF MATERIAL NONPUBLIC INFORMATION, YOU CAN NOT TRADE IN THE SECURITIES OF THE COMPANY OR ANY OTHER AFFECTED COMPANY.**

### **Automatic and Other Trading Blackouts**

Trading in the Company's equity securities by all Covered Persons is not permitted during the period beginning fourteen (14) calendar days before the last day of each quarter and ending two trading days (usually 48 hours) after the release of earnings (subject to the examples below), unless the trade is made pursuant to a pre-arranged trading plan (see below). Additionally, any other person with actual knowledge of nonpublic quarterly financial information cannot trade in the Company's securities during this trading blackout.

- Example: Suppose that earnings results for the third quarter, ending September 30, are released to the public on a Tuesday in November. Trading in the Company's securities is not permitted from the last two weeks of September until Thursday of that week in November, at least 48 hours after Tuesday's announcement.

### Examples of Permissible Timing of Trades Following Public Announcements

- 7:00 a.m. press release regarding quarterly earnings or other announcement--trading permitted the second trading day (*i.e.*, at least 48 hours) after the release.
- 12:00 noon press release—trading permitted at noon the second trading day after the release.
- Friday 5:00 p.m. press release—trading not permitted until the following Wednesday (even though more than 48 hours).

BECAUSE OF PENDING OR POTENTIAL DEVELOPMENTS OR EVENTS, THE COMPANY MAY ANNOUNCE OTHER TRADING “BLACKOUTS” FROM TIME TO TIME FOR ALL EMPLOYEES OR SPECIFIC COVERED PERSONS AS THE COMPANY DEEMS NECESSARY OR DESIRABLE, DURING WHICH TRADING SHALL BE PROHIBITED UNDER THIS POLICY FOR THE PERSONS TO WHOM THE BLACKOUT APPLIES. IN ADDITION, DIRECTORS AND OFFICERS MAY ALSO BE SUBJECT TO EVENT-SPECIFIC BLACKOUTS PURSUANT TO THE SEC’S REGULATION BTR (BLACKOUT TRADING RESTRICTION) DURING SPECIFIED BENEFIT PLAN BLACKOUT PERIODS.

Except as expressly provided in this policy, if your relationship with the Company terminates during a trading blackout, you shall nevertheless be required to refrain from trading until the trading blackout period terminates in accordance with the terms of this policy and at all times while in possession of material nonpublic information.

### **Pre-Clearance Policy**

- All Covered Persons are required to pre-clear all transactions in the Company’s securities (see “**Pre-Clearance Procedure**,” below) in order to avoid insider trading violations.

TRADING WHILE IN POSSESSION OF MATERIAL NONPUBLIC INFORMATION IS PROHIBITED EVEN IF IT OCCURS AFTER THE TRADE IS PRE-CLEARED.

### **Pre-Clearance Procedure**

*This pre-clearance procedure is part of the Company’s Insider Trading Policy and is not to be interpreted as financial or personal legal advice on securities trading.*

Prior to any purchase or sale of any of the Company’s securities, the Covered Person must contact our Chief Financial Officer (by email at [cfo@atricure.com](mailto:cfo@atricure.com) or by telephone at 513-755-4100), to determine whether a trade at such time is permitted under this policy. The contact may be made orally, in writing, or by email at your discretion. Please note the following:

- Be certain that you obtain pre-clearance *prior to* effecting any purchase or sale of the Company’s securities or entering into any securities-based swap agreements.
- You must also obtain pre-clearance prior to initiating discussion of a proposed trade with other individuals such as brokers or investment advisors.
- If your proposed transaction is approved, the approval is effective from the time approval is given until the close of business on the following day, unless you are advised otherwise at the time of pre-clearance.
- In the event that you are advised not to trade, such advice must be followed and be kept confidential. Maintaining such advice in confidence will prevent the inadvertent signal to others that something material and nonpublic may be occurring with respect to the Company.

## **Pre-Arranged Trading Plans**

An individual may pre-arrange a plan of trading in the Company's securities or the securities of other companies. A pre-arranged trading plan provides an individual with an affirmative defense to a charge of insider trading law violation. This means that you can pre-arrange stock transactions which may go forward, irrespective of your knowledge of material nonpublic information at the time.

However, such an arrangement must be made at a time when you do not possess material nonpublic information. Therefore, setting up any trading plan **by any Covered Person** must be pre-cleared by contacting the Chief Financial Officer (see "**Pre-Clearance Procedure**," above).

The individual must enter into a binding contract, instruction, or written plan under specified terms and conditions for the purchase or sale of securities. Such an arrangement might be with a broker or pursuant to a 401(k) plan. The contract, instruction, or plan must either:

- 1) expressly specify the amount, price, and date of trades;
- 2) include a written formula or algorithm, or computer program, for determining amounts, prices, and dates; or
- 3) not permit the person to exercise any subsequent influence over how, when, or whether to effect purchases or sales; provided, in addition, that any other person who does exercise such influence is not aware (or is deemed to be unaware of the material nonpublic information when doing so).

Use of a pre-arranged plan allows a person to trade in Company securities or the securities of other companies even during trading blackout periods because trading decisions are made by an independent third party according to a pre-set plan. However, a purchase or sale would not be protected from insider trading liability if you alter or deviate from the plan (in other words, if you exercise investment control).

## **Internet Message Boards, Chat Rooms, and Discussion Groups**

In an effort to prevent unauthorized disclosure of our information, you are prohibited from posting or responding to any posting on or in Internet message boards, chat rooms, discussion groups, or other publicly accessible forums, with respect to us. Keep in mind that any inquiries about us should be directed to our investor relations personnel.

## **Other Requirements**

The Company's officers and directors are also required to comply with short-swing trading rules under Section 16 of the Securities Exchange Act of 1934, limitations on trading restricted or control securities under Rule 144 promulgated under the Securities Act of 1933, and reporting obligations under the securities laws.

**ATRICURE, INC.  
ACKNOWLEDGMENT OF THE COMPANY'S  
INSIDER TRADING POLICY**

TO: Chief Financial Officer

FROM: \_\_\_\_\_  
Print Name

\_\_\_\_\_  
Position

This is to acknowledge that I have received, read and understood AtriCure's Insider Trading Policy. I agree to comply fully with all of its terms.

\_\_\_\_\_  
Signature

\_\_\_\_\_  
Date

PLEASE SIGN, DATE, AND RETURN THIS ACKNOWLEDGEMENT TO:

Chief Financial Officer  
AtriCure, Inc.  
7555 Innovation Way  
Mason, OH 45040

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