

ATRICURE, INC.

CORPORATE GOVERNANCE GUIDELINES

AS AMENDED THROUGH MAY 15, 2012

These Corporate Governance Guidelines were adopted by the Board of Directors (the “Board”) of AtriCure, Inc. (the “Company”) on June 7, 2005 and amended on February 8, 2007, July 27, 2011 and May 15, 2012.

I. COMPOSITION OF THE BOARD OF DIRECTORS

A. Size of the Board

The Second Amended and Restated Bylaws of the Company provide that the Board will establish the number of directors from time to time.

B. Selection of Board Nominees

The Board is responsible for recommending director nominees to the stockholders of the Company (the “Stockholders”) for election. The Board has delegated the screening process to the Nominating and Corporate Governance Committee of the Board (the “Nominating and Corporate Governance Committee”).

The Nominating and Corporate Governance Committee is responsible for reviewing with the Board, on an annual basis, the appropriate skills and characteristics required of directors in the context of the current make-up of the Board. This assessment includes issues of judgment, diversity, age and skills (such as understanding of relevant technologies, business and financial background, etc.), in the context of an assessment of the perceived needs of the Board at that point in time.

The Nominating and Corporate Governance Committee considers recommendations for Board candidates submitted by Stockholders using the same criteria it applies to recommendations from directors and members of management. Stockholders may submit recommendations by writing to the committee at AtriCure, Inc., Attn: Chairman of the Nominating and Corporate Governance Committee, 6217 Centre Park Drive, West Chester, Ohio 45069.

Invitations to serve as a nominee are extended by the Board itself via the Chairman of the Board or the Chairman of the Nominating and Corporate Governance Committee.

C. Board Independence

The Board shall have a majority of directors that it has affirmatively determined are “independent directors” in accordance with the rules promulgated by the Nasdaq Stock Market, Inc. (“Nasdaq”) and applicable laws and regulations.

D. Commitment and Limits on Other Activities

Directors are expected to limit the number of other boards (excluding non-profits) on which they serve in order to allow adequate time for performance as a director of the Company.

E. Term and Age Limits

As an alternative to term limits, the Nominating and Corporate Governance Committee will formally review each director’s continuation on the Board at the expiration of the director’s term. The Board also has set an age limit of 75 for directors, provided that directors turning 75 shall be permitted to serve the remainder of their term. The Board, through recommendation by the Nominating and Corporate Governance Committee or otherwise, may waive the application of this age limit on a case by case basis.

F. Directors Who Change Their Job Responsibility

A director who retires from his or her present employment or materially changes his or her position should promptly notify the Chairman of the Board and the Nominating and Corporate Governance Committee. The Board does not believe any director who retires from his or her present employment, or who materially changes his or her position, should necessarily leave the Board.

II. **DIRECTOR RESPONSIBILITIES**

The role of the Board is to direct the affairs of the Company, in the interests of the Stockholders, including their interest in optimizing financial returns and the value of the Company over the long term.

A. Board Role

The Board fulfills its role (directly or by delegating certain responsibilities to its committees) by:

1. providing advice and counsel to the Chief Executive Officer and principal senior executives;
2. selecting, regularly evaluating, and, where appropriate, replacing the Chief Executive Officer;

3. overseeing the conduct of the Company's business and strategic plans to evaluate whether the business is being properly managed;
4. reviewing and approving the Company's financial objectives and major corporate plans and actions;
5. reviewing and approving major changes in the appropriate auditing and accounting principles and practices;
6. providing oversight of internal and external audit processes and financial reporting;
7. providing oversight of risk management and related assessment and protection processes and processes designed to promote legal compliance; and
8. performing such other functions as the Board believes appropriate or necessary, or as otherwise prescribed by rules or regulations.

B. Care, Candor and Avoidance of Conflicts

The Company's directors recognize their obligation individually and collectively as the Board to pay careful attention and be properly informed. This requires regular attendance at Board meetings and preparation for Board meetings, including the advance review of circulated materials. The directors also recognize that candor and the avoidance of conflicts in fact and in perception are hallmarks of the accountability owed to the Stockholders. Directors have a personal obligation to disclose a potential conflict of interest to the Chairman of the Board prior to any Board decision related to the matter and, if the Chairman in consultation with legal counsel determines a conflict exists or the perception of a conflict is likely to be significant, to recuse themselves from any discussion or vote related to the matter.

III. EXECUTIVE SESSIONS & PRESIDING DIRECTOR

A. Executive Session of Non-Management Directors

The non-management directors of the Board will meet in Executive Session at least three (3) times per year to discuss such topics as the non-management directors determine. "Non-Management" directors are those who are not company officers (as such term is defined in Rule 16a-1(f) as promulgated under the Securities Exchange Act of 1934), and can include directors who do not meet the definition of an independent director under the rules of Nasdaq. Minutes of the Executive Sessions should be kept, describing who participated, the general topics discussed, and such other details as the non-management directors determine.

The non-management directors shall designate from time to time one non-management director to serve as the Presiding Director to chair the Board's Executive Sessions.

In addition, the Presiding Director shall advise the Chairman of the Board and, as appropriate, committee chairs with respect to agendas and information needs relating to Board and committee meetings; provide advice with respect to the selection of committee chairs; and perform such other duties as the Board may from time to time delegate to assist the Board in the fulfillment of its responsibilities.

IV. FORMAL EVALUATION OF THE CHIEF EXECUTIVE OFFICER

The Board has delegated to the Compensation Committee of the Board (the “Compensation Committee”) the task of evaluating the Chief Executive Officer annually and reporting its recommendations to the Board. The Chairman of the Compensation Committee (together with the Chairman of the Board if the Chairman is an independent director) communicates the Board’s conclusions to the Chief Executive Officer.

The evaluation is based on objective criteria including performance of the business, accomplishment of strategic objectives, development of management, etc. The evaluation is used by the Compensation Committee in its recommendation to the Board regarding the Chief Executive Officer’s compensation.

V. MANAGEMENT DEVELOPMENT & SUCCESSION PLANNING

The Chief Executive Officer reports at least annually to the Board on the Company’s program for management development and on succession planning, which the Board views as closely related issues. In its consideration of these issues, it is the policy of the Board to consider issues related to Chief Executive Officer and senior executive selection and performance.

VI. DIRECTOR ORIENTATION AND CONTINUING EDUCATION

Upon joining the Board, each new director should familiarize himself or herself with the Company’s strategic plans, its financial and accounting practices and its internal procedures, and meet with Company management. Directors are expected to continue educating themselves with respect to industry practice, accounting and finance, leadership, crisis management, general management and strategic planning. The Company may, from time to time, offer continuing education programs for directors.

VII. DIRECTOR COMPENSATION

The Compensation Committee is responsible for reviewing and recommending to the Board, on an annual basis, the compensation for directors. The Compensation Committee will consider how the Company’s director compensation practices compare with those of public and peer group corporations. Any change in Board compensation will be made upon the recommendation of the Compensation Committee and following discussion and approval by the Board.

Compensation may be paid in the form of cash or equity interests in the Company or such other forms as the Board deems appropriate. Separate compensation may be provided to members of committees of the Board and additional compensation may be provided to the chairs

of the Board and committees. Directors who are also employees of the Company shall not receive any additional compensation for their services as directors.

VIII. STOCK OWNERSHIP GUIDELINES

Consistent with its compensation philosophy and the principle of aligning the interests of Specified Officers (defined below) and non-employee directors of the Company with the interests of its stockholders, the Board of Directors of the Company adopted the following stock ownership guidelines for its Specified Officers and non-employee directors.

Specified Officers

“Specified Officers” consist of the officers of the Company required to file beneficial ownership reports with the U.S. Securities and Exchange Commission pursuant to Section 16 of the Securities Exchange Act of 1934, as amended. Within three (3) years of the later of the date of adoption of these guidelines or the appointment to their position, the Company’s Specified Officers are required to have a stock ownership position in the Company in an amount no less than the multiple of their base salary set forth below:

Executive	Ownership Multiple of Base Salary
Chief Executive Officer	3 times
Specified Officers (other than CEO)	1 time

Non-employee Directors

Within three (3) years of the later of the date of adoption of these guidelines or the appointment to the Board of Directors, each of the Company’s non-employee directors is required to have a stock ownership position in the Company in an amount no less than three times their annual cash retainer for their director service.

Stock Considered

For purposes of these requirements, the shares that are counted for purposes of satisfying ownership requirements are shares owned directly or indirectly by an entity of which such Specified Officer or non-employee director is a director, officer, consultant, partner (retired or otherwise), member or affiliate, vested and unvested shares of restricted common stock and restricted stock units. Options to purchase the Company’s common stock are not considered for satisfying these ownership requirements.

Compliance Measurement Dates

The foregoing stock ownership requirements will be measured annually on the last day of the calendar year unless the Board of Directors determines otherwise. For purposes of the measurement, the individual’s stock ownership holdings shall be valued based on the average

daily close price of the Company's common stock during the prior twenty-four (24) calendar months.

Compliance with Stock Ownership Requirements

Failure to reach the target ownership amounts in the time allotted or to make progress towards such levels may be taken into account in evaluating the individual executive's commitment to a continuing relationship with the Company. The Company's incentive compensation programs are designed to provide the individuals named above with an opportunity to redeploy certain amounts of the compensation benefits they have received, and expect to receive, into Company equity. Nonetheless, there may be extenuating facts and circumstances that will require the Board of Directors to use its judgment to override the specifics of these requirements for executive officers and non-employee directors. However, this must be done on a case-by-case basis in order to allow for fair application of the requirements.

IX. BOARD AGENDA, MATERIALS, INFORMATION AND PRESENTATIONS

The Chairman of the Board, with input from senior members of management, establishes the agenda for each Board meeting. Each director is free to suggest the inclusion of item(s) on the agenda.

Information and data that is important to the Board's understanding of the business is distributed in writing to the Board generally five or so days before the Board meets, although this is not a strict standard, so as to allow for unusual circumstances. Management should ensure that material is as brief as possible while still providing the desired information.

Presentations on specific subjects are forwarded to the directors in advance so that directors may prepare, Board meeting time may be conserved, and discussion time may be focused. However, it is recognized that there may be occasions when an important issue arises without time for written background materials to circulate or the subject matter is not appropriate for written materials, such that more presentation time will be required.

X. DIRECTOR ACCESS TO SENIOR MANAGEMENT AND INDEPENDENT ADVISERS

Directors have complete access to senior management and to the Board's advisors. Directors are expected to use good judgment to ensure that this contact is not distracting to the business operation of the Company or to management's duties, and that independent advisors are used efficiently. It is also assumed that such contact, to the extent reasonably practical or appropriate, will be coordinated with the Chief Executive Officer. Written communications to management should, whenever appropriate, be copied to the Chief Executive Officer.

XI. BOARD INTERACTION WITH INVESTORS, PRESS, CUSTOMERS AND STOCKHOLDERS

The Board believes that management, and, in particular, the Chief Executive Officer and Chief Financial Officer speak for the Company. Each director should refer all inquiries from investors, the press or customers to management. Individual directors may, from time to time, meet or otherwise communicate with various constituencies that are involved with the Company, but it is expected that directors will coordinate such communications with the prior knowledge of management and, in most instances, at the request of management. Directors are expected to take special care in all communications concerning the Company, in light of confidentiality requirements and laws prohibiting insider trading, tipping and avoidance of selective disclosure.

XII. BOARD COMMITTEES

The Board currently has three committees: Audit, Compensation and Nominating and Corporate Governance. Membership on such committees is limited to independent directors. The Board retains discretion to form new committees or disband current committees depending upon the circumstances.

XIII. ANNUAL BOARD & COMMITTEE PERFORMANCE EVALUATIONS

The Board conducts an annual self-evaluation of its performance and the performance of its committees. The Nominating and Corporate Governance Committee recommends to the Board and its committees the methodology for such evaluations and oversees its execution.

XIV. CORPORATE GOVERNANCE GUIDELINES

The Nominating and Corporate Governance Committee reviews these Guidelines periodically and recommends amendment to the Board as necessary.

XV. COMMUNICATING WITH THE BOARD

Stockholders are invited to communicate to the Board or its committees by writing to: AtriCure, Inc., Attn: Chairman of the Board of Directors, 6217 Centre Park Drive, West Chester, Ohio 45069.