

## Charter of the Nominating and Corporate Governance Committee

### Tandem Diabetes Care, Inc.

#### **I. Purpose**

The purpose of the Nominating and Corporate Governance Committee (the “*Committee*”) of the Board of Directors (the “*Board*”) of Tandem Diabetes Care, Inc. (the “*Company*”) is to assist the Board in nominating members of the Board and its committees, developing and recommending corporate governance guidelines and policies to the Board, and overseeing certain risk management and compliance functions. This Charter of the Committee (this “*Charter*”) was amended and restated by the Board on [ ], 2024. The operation of the Committee shall be subject to the Bylaws of the Company as in effect from time to time and Section 141 of the Delaware General Corporation Law.

The Committee’s principal functions are to:

- Assist the Board in identifying individuals qualified to become Board members, consistent with criteria approved by the Board, and recommend that the Board select the director nominees for election at each annual meeting of stockholders or fill vacancies on the Board in accordance with the Company’s Certificate of Incorporation and Bylaws;
- Recommend to the Board director nominees for each committee of the Board;
- Develop and recommend to the Board such corporate governance guidelines and policies as the Committee determines is appropriate from time to time;
- Lead the Board in its annual review of the performance of the Board and any committee thereof, as applicable;
- Review the Company’s various insurance programs and policies;
- Review the Company’s compliance efforts with respect to issues relating to fraud and abuse (including Sunshine Act reporting and, as the Committee deems appropriate, comparable reporting in other jurisdictions); and
- Perform such other duties and responsibilities as are enumerated in and consistent with this Charter.

#### **II. Membership**

The Committee shall consist of two or more members of the Board, with the exact number determined by the Board. The members of the Committee shall be appointed by and serve at the discretion of the Board. Committee members may be removed, without cause, by the affirmative vote of the majority of the Board at any time. Any Committee member may resign effective upon giving oral or written notice to the Chairperson of the Board, the Corporate Secretary or the Board (unless the notice specifies a later time for the effectiveness of such resignation). Vacancies occurring on the Committee shall be filled by the Board. The Chairperson of the Committee also shall be appointed by the Board. In the absence of that designation, the Committee may designate a Chairperson by majority vote of the Committee members. The Chairperson will set the agenda for Committee meetings and conduct proceedings of those meetings.

Each member of the Committee must (1) be an “independent director” as defined under the listing rules of the national securities exchange on which the Company’s securities are then-listed for trading, (2) be free from any relationship that, in the opinion of the Board, would interfere with the

exercise of independent judgment as a Committee member, and (3) meet any other requirements imposed by applicable laws, rules, regulations and listing standards, subject to any applicable exemptions and transition provisions.

### **III. Responsibilities and Authority**

The following are general guidelines establishing the responsibilities and authority of the Committee. This list is not intended to be exhaustive, and the Committee may modify the list as appropriate, establishing policies and procedures as required or recommended to meet its purpose and carry out its principal functions.

#### **A. Nominating Directors to the Board and Committees**

The Committee shall:

1. Evaluate the composition and organization of the Board, and of each of its committees, and make recommendations to the Board regarding any modifications thereto.
2. Develop, review and recommend policies regarding the director nomination process, including establishing a policy with regard to consideration of director candidates recommended by stockholders. The current policy is that the Committee will review and consider any director candidates who have been recommended by stockholders of the Company entitled to vote in the election of directors so long as such directors have been nominated in accordance with the procedures set forth in the Company's Certificate of Incorporation and Bylaws and meet the minimum qualifications for Board membership set forth in this Charter.
3. Recommend to the Board criteria for Board membership, which shall include a description of any specific, minimum qualifications that the Committee believes must be met by a Board nominee, whether recommended by the Committee or by stockholders of the Company, and a description of any specific qualities, skills, attributes or personal characteristics that the Committee believes are necessary for one or more of the Company's directors to possess.
4. Consider the diversity of the Board as a whole, and of each director, when evaluating candidates for election or reelection to the Board. In furtherance of the foregoing, where a third-party search firm is engaged and requested to furnish an initial list of possible candidates, such firm would be requested to include in such list diverse candidates who meet the applicable business and search criteria.

The current minimum selection criteria established by the Committee are as follows:

- Each director should be committed to enhancing long-term stockholder value and must possess a high level of personal and professional ethics, sound business judgment and integrity.
- The Committee believes that a well-rounded board consists of directors with backgrounds that are complementary to one another, reflecting a variety and diversity of professional experiences, skills,

education, expertise, socio-economic backgrounds, and personal characteristics including, but not limited to, diversity of gender, ethnicity, race, sexual orientation and age.

- Each director should be free of any conflicts of interest which would violate applicable laws, rules, regulations or listing standards, conflict with any of the Company's corporate governance policies or procedures, or interfere with the proper performance of his or her responsibilities.
  - Each director should possess experience, skills and attributes which enhance his or her ability to perform duties on behalf of the Company. In assessing these qualities, the Committee will consider such factors as (i) expertise in the areas of technology, privacy, cybersecurity, manufacturing, accounting, finance, sales, marketing, strategy, financial reporting or corporate governance, (ii) professional experience in diabetes care, the medical device industry, insurance reimbursement or the healthcare industry generally, (iii) the oversight or performance of clinical research studies, and (iv) experience in global commercial operations of highly regulated industries. The Committee may also consider such other factors as it determines would reasonably be expected to contribute to the overall effectiveness of the Board.
  - Each director should have the willingness and ability to devote the necessary time and effort to perform the duties and responsibilities of Board membership; and
  - Each director should demonstrate his or her understanding that his or her primary responsibility is to the stockholders of the Company, and that his or her primary goal is to serve the best interests of those stockholders, and not his or her personal interest or the interest of a particular group or stockholder.
5. Recommend to the Board the composition of the Board and its standing committees, including their respective chairpersons, if applicable.
  6. Approve all nominees to serve as members of the Board before they are appointed by the Board or proposed by the Board for election by the stockholders, including approval of director nominees to be proposed by the Board for election at each annual meeting of stockholders and approval of all director nominees to be elected by the Board to fill vacancies.
  7. Evaluate the "independence" of directors and director nominees against the independence requirements of the listing standards of the national securities exchange on which the Company's securities are then-listed for trading, the rules and regulations of the Securities and Exchange Commission (the "**SEC**"), and other applicable laws, rules and regulations, in each case to the extent applicable.
  8. Review the composition and organization of each committee of the Board and make recommendations to the Board regarding a change in mandate or dissolution of existing committees, or the creation of additional committees.
  9. Review and make recommendations to the Board regarding the Company's succession plans for the Board, including members of each committee of the Board, giving due consideration to the specific selection criteria addressed

above, including the consideration of personal qualities, skills, attributes and characteristics.

10. Review the narrative disclosure regarding the director nomination process implemented by the Committee or the Board to be included in any SEC filing.

## **B. Corporate Governance**

The Committee shall:

1. Periodically review, with advice from the Company's legal counsel, and recommend changes to the Company's Certificate of Incorporation and Bylaws.
2. Ensure that charters are prepared for each of the standing committees of the Board by the respective committees, that such charters comply with applicable laws, rules, regulations and listing standards, and that such charters have been approved by the Board.
3. Review periodically the terms and conditions of the Company's indemnification arrangements and make recommendations to the Board with respect to changes thereto.
4. Establish and periodically review the Company's succession plans for senior management positions, including reviewing, from time to time, contingency plans for a successor to assume the role of Chief Executive Officer.
5. With assistance from the Company's legal counsel, oversee compliance by the Board and its committees with applicable laws, rules, regulations and listing standards.
6. Oversee on an annual basis the performance and self-evaluation process of the Board, each committee, and individual director, including, to the extent deemed appropriate by the Committee, conducting surveys of director observations, suggestions and preferences regarding the effective operation of the Board and each committee.
7. Evaluate whether any position held or proposed to be held by any director or director nominee would represent a conflict of interest with such director's membership on the Board or any committee thereof.
8. Oversee and facilitate the continuing education of directors in matters affecting the Company's business and the responsibilities of directors in order to provide them the tools to meet their obligations and exercise their fiduciary duties.
9. Monitor and review the overall adequacy of, and provide oversight with respect to, the Company's Environmental, Social & Governance (ESG) strategy, initiatives and policies which will include receiving periodic reports regarding the Company's ESG efforts and progress.
10. Periodically review the processes and procedures used by the Company to provide information to the Board and its committees and make recommendations to the Board and management for improvement as appropriate.
11. Review and consider the Board's leadership structure, including, as applicable, the separation of the chair of the Board and Chief Executive Officer roles, whether the chair of the Board is also an employee director or a non-independent director, and/or appointment of a lead independent

director of the Board, either permanently or for specific purposes, and make such recommendations to the Board with respect thereto as the Committee deems appropriate.

### **C. Risk Assessment and Management**

The Committee is generally authorized to review and discuss with management the Company's risk assessment and risk management guidelines and policies as they relate to day-to-day business operations, including with respect to manufacturing, sales, regulatory, insurance reimbursement, product liability, privacy and cybersecurity. In addition, the Committee is generally authorized to review and discuss with management the Company's various commercial insurance programs (exclusive of employee benefit arrangements), including director and officer insurance, product liability insurance, property and casualty insurance, cyber insurance and general liability insurance.

### **D. Compliance Oversight**

The Committee is generally authorized to oversee the Company's compliance efforts with respect to applicable legal and regulatory requirements and relevant Company codes, programs and policies for matters related to compliance with U.S. laws and regulations, as well as the laws and regulations of any applicable foreign jurisdictions. In this regard, the Committee may, without limitation:

1. Periodically review at least annually and, with assistance from the Company's legal counsel, make recommendations to the Board regarding the adequacy, effectiveness and implementation of the Company's governance and compliance practices generally, and the Company's policies, procedures and controls for ensuring compliance, as established by management and the Board, including without limitation the Company's Code of Business Conduct and Ethics for Employees and Directors, Code of Business Conduct and Ethics for Chief Executive Officer and Other Senior Financial Officers, Insider Trading Policy, Related Party Transaction Policy and Communication Policy (collectively, the "***Governance and Compliance Policies***"), and recommend any proposed changes to the Governance and Compliance Policies to the Board;
2. Oversee implementation by management of the Company's policies, procedures and practices for ensuring compliance with applicable legal and regulatory requirements, as well as codes, programs and policies as established by management and the Board, including without limitation the Governance and Compliance Policies, and recommend any proposed changes to the Governance and Compliance Policies to the Board;
3. Meet with, and receive and review reports from the Company's legal counsel concerning compliance matters (other than those relating to financial matters, which are within the purview of the Audit Committee), including without limitation (i) complaints received from internal and external sources, such as the Company's compliance hotline, (ii) industry practices and trends, and (iii) enhancements to the Company's governance and compliance practices generally, and the Governance and Compliance Policies specifically;
4. Promptly refer all compliance matters regarding financial matters to the Audit Committee, and with respect to all other significant compliance matters,

promptly notify the Chair of the Audit Committee of the initiation of any such significant compliance matters and keep the Chair of the Audit Committee reasonably apprised of the status of any such significant compliance matters; and

5. Authorize or oversee investigations into any matters within the Committee's scope of responsibility as described in this Charter or as otherwise may be subsequently delegated to the Committee by the Board.

#### **E. Annual Review of Charter**

The Committee shall review and assess the adequacy of this Charter at least annually and recommend to the Board any amendments or modifications to this Charter that the Committee deems appropriate.

#### **F. Annual Performance Review**

The Committee shall annually evaluate and assess its performance.

#### **G. Authority to Retain Advisors**

In performing its responsibilities, the Committee shall have the authority, in its sole discretion, to engage and obtain advice, reports or opinions from independent legal counsel and other advisors, as it determines necessary, to carry out its duties, including advisors retained for the purpose of assisting the Committee in identifying director candidates. The Committee shall be directly responsible for the appointment, compensation, retention and oversight of the work of any legal counsel and other advisor retained by the Committee and will have sole authority to approve related fees and retention terms for any legal counsel and advisors retained by the Committee. The Company will provide the Committee with appropriate funding, as the Committee determines, for the payment of compensation to any legal counsel and other advisors as the Committee deems appropriate.

#### **H. Additional Committee Authority**

The Committee is authorized, on behalf of the Board, to do any of the following, as the Committee deems necessary or appropriate in its discretion:

1. Form and delegate authority to subcommittees consisting of one or more of its members as the Committee deems appropriate to carry out its responsibilities and exercise its powers.
2. Rely upon advice and information that it receives in its discussions and communications with management and such advisors as may be consulted by the Committee.
3. Request that any officer or employee of the Company, the Company's outside legal counsel, or any other advisor retained by the Company to render advice to the Company, attend a meeting of the Committee, or meet with any members of or advisors to the Committee, provided that the Committee shall retain the discretion to exclude any such person from all or any portion of any Committee meeting.
4. Perform other activities required by applicable laws, rules, regulations or listing standards.

5. Perform other activities consistent with this Charter, the Company's Certificate of Incorporation and Bylaws, and applicable laws, rules, regulations and listing standards as the Committee or the Board deems necessary or appropriate.
6. Have unrestricted access to Company personnel and documents, and the authority to direct and supervise an investigation into any matters within the scope of its duties.
7. Incur such expenses as are necessary or appropriate in carrying out its duties.
8. Perform such other functions as may be requested by the Board from time to time.

#### **IV. Meetings and Minutes; Reports to the Board**

The Committee will meet at least once per year or more frequently, as determined appropriate by the Committee. The Committee will regularly report to the Board on significant matters related to the Committee's responsibilities and as requested by the Board with respect to other matters. A quorum of the Committee for the transaction of business will be a majority of its members. Meetings may be held telephonically. The Committee may also act by unanimous written consent in lieu of a meeting, including through electronic communications as permitted under the Company's Bylaws. The Committee will maintain written minutes of its meetings and will make such minutes available to the Board.