

Charter of the Compensation Committee

Tandem Diabetes Care, Inc.

I. Purpose

The purpose of the Compensation Committee (the “*Committee*” or “*Compensation Committee*”) of the Board of Directors (the “*Board*”) of Tandem Diabetes Care, Inc. (the “*Company*”) is to oversee the compensation policies and plans that are appropriate for the Company, and to oversee the Company’s cash and equity incentive plans, including approving individual grants under such plans. The Committee’s principal functions are to:

- Develop, review, and approve the Company’s overall compensation programs, and regularly report to the full Board regarding the adoption of such programs;
- Develop, review and approve the Company’s cash and equity incentive plans, including approving individual grants or awards thereunder, and regularly report to the full Board regarding the terms of such plans and individual grants or awards;
- Review and make recommendations, with respect to the compensation of the Company’s Chief Executive Officer (“*CEO*”), to the full Board for final approval;
- To the extent deemed necessary or appropriate by the Committee, with respect to any authority or responsibilities granted hereunder, make a recommendation to the full Board for final approval by the full Board;
- Review and discuss with the Company’s management the tables and narrative discussion regarding executive officer and director compensation to be included in the Company’s annual proxy statement;
- Produce an annual report on executive compensation for inclusion in the Company’s annual proxy statement; and
- Perform such other duties and responsibilities as are enumerated in and consistent with this Charter.

For purposes of this charter, it is understood that the term “compensation” includes salary, discretionary bonuses, cash incentive plan awards, equity incentive plan awards, perquisites, severance or change of control arrangements, retirement benefits, tax gross up provisions and other related benefits and benefit plans.

II. Membership

The Committee shall consist of two or more members of 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 of Directors at any time. Any Committee member may resign effective upon giving oral or written notice to the Chairman of the Board, the Corporate Secretary or the Board of Directors (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 Chairman of the Committee also shall be appointed by the Board.

Each member of the Committee shall (1) be an “independent director” as defined under the listing rules of the stock exchange on which the Company’s securities are listed for trading, (2) be a

“non-employee director” as defined in Rule 16b-3 promulgated under the Securities Exchange Act of 1934, as amended (the “*Exchange Act*”), (3) be an “outside director” as defined in Section 162(m) of the Internal Revenue Code of 1986, as amended, (4) 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 (5) 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. Compensation of the Company’s Chief Executive Officer, Other Executive Officers and Other Key Employees

The Committee shall:

1. Annually review the Company’s overall compensation strategy and policies applicable to the Company’s Chief Executive Officer (“CEO”) and the Company’s other “Officers,” as defined under Section 16 of the Exchange Act and the rules promulgated thereunder (together with the CEO, the “*Executive Officers*”) and other key employees. This shall include a review of base salary, discretionary bonuses, cash incentive plan awards, equity incentive plan awards, perquisites and other benefits, to assure that such compensation supports the Company’s overall compensation philosophy. In doing so, the Committee will consider whether the strategy and policies encourage undue or inappropriate risk taking by employees.
2. Annually review and recommend to the full Board for final approval the Company’s performance goals.
3. Annually review and approve individual performance goals and objectives that may be relevant to the compensation of the Executive Officers and other key employees.
4. Review and approve the terms of any employment agreement, severance or change in control arrangements, or other compensatory arrangement with any Executive Officer and other key employees.
5. Review and approve policies and procedures relating to benefits and perquisites of the Executive Officers and other key employees.
6. Require that the CEO may not be present during voting or deliberations regarding his or her specific compensation and benefits, and that the other Executive Officers may not be present during voting or deliberations regarding their specific compensation and benefits; provided that the CEO and other Executive Officers may be present during the voting or deliberations regarding compensation plans generally applicable to employees and pursuant to which they may also be eligible to participate.

7. Review and assess periodically the Company's processes and procedures for the consideration and determination of compensation for Executive Officers and other key employees, and review and discuss with management any tabular or narrative description of such processes and procedures to be included in the Company's proxy statement.
8. Review and approve policies for the recovery or "clawback" of compensation paid or awarded to Executive Officers or other employees as required by applicable law or Company policies.

B. Cash and Equity Incentive Plans

The Committee shall:

1. Approve and report to the full Board regarding grants of restricted stock, stock options or other equity-based awards to plan participants, and set time- or performance-based goals associated with the vesting of those awards after taking into consideration the Company's compensation philosophy and strategy. The Committee may also delegate this authority to the CEO or the Chief Financial Officer ("CFO") to make grants of plan awards to employees (other than officers) provided any such grants are consistent with specific parameters approved in advance by the Committee.
2. Approve and report to the full Board regarding target and maximum cash incentive amounts under the Company's cash incentive plans, and performance goals associated with the achievement of incentive payments under those plans after taking into consideration the Company's compensation philosophy and strategy. Review and recommend to the full Board for final approval the CEO's target and maximum cash incentive amounts and associated performance goals.
3. Evaluate and determine the compensation for Executive Officers' and other key employees, including with respect to cash incentive compensation earned and equity-based grants vested, based on achievement with respect to performance objectives that were set for the Company and each individual, provided any such approvals shall be reported to the full Board.

C. Compensation Committee Report and Narrative Discussion of Executive Compensation

The Committee shall:

1. Review and discuss with management the tables and narrative disclosure regarding the Company's compensation policies and practices applicable to Executive Officers and directors.
2. Prepare a report of the Committee for inclusion in the annual report or the proxy statement for the Company's annual meeting in accordance with the rules and regulations of the Securities and Exchange Commission (the "SEC").

3. To the extent applicable to the Company, consider and determine, or make recommendations to the Board regarding, the frequency with which stockholder votes on executive compensation (“*say-on-pay*” votes) should occur, consider the results of say-on-pay votes, and make such adjustments to the Company’s compensation programs applicable to Executive Officers as it deems appropriate in response to say-on-pay votes.

D. Compensation of Non-Employee Directors

The Committee shall make recommendations to the full Board regarding the type and amount of compensation to be paid or awarded to non-employee members of the Board, including consulting, retainer, Board meeting, committee and committee chair fees, equity incentive plan awards, and any deferred compensation arrangements or similar programs.

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 the 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 to engage and obtain advice, reports or opinions from compensation consultants, or independent legal counsel and other advisors, as it determines necessary, to carry out its duties. The Committee shall be directly responsible for the appointment, compensation and oversight of the work of any compensation consultant, legal counsel and other adviser retained by the Committee and will have sole authority to approve related fees and retention terms for any consultants 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 compensation consultant, legal counsel, and other advisors as the Company deems appropriate. The Committee may select, or receive advice or opinions from, a compensation consultant, legal counsel or other adviser to the Committee only after taking into consideration independence factors as required under the listing rules of the stock exchange on which the Company’ securities are listed for trading. In accordance with the applicable listing standards, the Committee shall at least annually review the independence of advisors to the Committee.

H. Additional Compensation 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. Meet with the CEO to discuss the cash and equity incentive plans to be in effect for the Executive Officers and other employees of the Company, and the Company and individual objectives and performance goals applicable to the Executive Officers and, to the extent appropriate, other employees of the Company.
2. Periodically review the Company's procedures with respect to employee loans.
3. 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.
4. To the extent deemed appropriate by the Committee, and subject to such terms and conditions as the Committee may establish from time to time, delegate authority to the CEO to grant cash incentive plan awards or equity incentive plan awards to the Company's non-executive employees, taking into consideration the Company's compensation philosophy and strategy.
5. Rely upon advice and information that it receives in its discussions and communications with management or other independent advisors properly engaged by the Committee.
6. Subject to the limitations set forth above, request that any officer or employee of the Company, the Company's outside legal counsel, or any other advisor retained by the Company, attend a meeting of the Compensation Committee (or any subcommittee), or meet with any members of or advisors to the Compensation Committee.
7. Perform other activities required by applicable laws, rules, regulations, or listing standards.
8. Perform other activities consistent with this Charter, the Company's Certificate of Incorporation and Bylaws (each as amended and in effect from time to time), and applicable laws, rules, regulations or listing standards as the Committee or the Board deems necessary or appropriate.
9. 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.
10. Incur such expenses as are necessary or appropriate in carrying out its duties. Perform such other functions as may be requested by the Board from time to time.
11. With respect to any authority or responsibilities granted to it hereunder, in lieu of making a final determination with respect thereto, make a recommendation to the full Board for final approval by the full Board.

IV. Meetings and Minutes

The Committee will meet at least twice 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.