

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*” or “*Nominating 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, developing and recommending corporate governance guidelines and policies to the Board and overseeing certain risk management and compliance functions. 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 to fill vacancies on the Board in accordance with the Company’s 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;
- Recommend to the Board director nominees for each committee of the Board;
- Lead the Board in its annual review of the performance of the Board and any committee thereof, as applicable;
- Review the Company’s various commercial insurance programs and policies;
- Oversee the Company’s compliance efforts with respect to issues relating to fraud and abuse (including Sunshine Act reporting); 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. 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 must (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 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 stock exchange 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.

A. Nominating Directors

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.
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, and a description of any specific qualities or skills that the Committee believes are necessary for one or more of the Company's directors to possess.

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 of experiences, skills and expertise;
- 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) personal skills and attributes, (ii) expertise in the areas of accounting, marketing, strategy, financial reporting or corporate governance, or (iii) professional experience in diabetes care, the medical device industry, or the healthcare industry generally, as well

as other factors that would be expected to contribute to an effective 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.
4. Annually assess the adequacy of the criteria for Board membership and submit any proposed changes to the Board for approval.
 5. Recommend to the Board the composition of the full Board and its standing committees (currently: Audit, Compensation, and Nominating and Corporate Governance), including their respective chairs, 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 interim director vacancies
 7. Evaluate the “independence” of directors and director nominees against the independence requirements of the listing standards of the stock exchange on which the Company’s securities are 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.
 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. Develop and recommend to the Board a Code of Business Conduct and Ethics applicable to the Chief Executive Officer and other senior financial officers that complies with applicable laws, rules, regulations and listing standards. Review and assess the adequacy of the Code of Business Conduct and Ethics at least annually and recommend any proposed changes to the Board for approval.
4. Develop and recommend to the Board a Code of Business Conduct and Ethics applicable to all Company directors, officers and employees. Review and assess the adequacy of the Code of Business Conduct and Ethics at least annually and recommend any proposed changes to the Board for approval.
5. Develop and recommend to the Board an Insider Trading Policy. Review and assess the adequacy of the Insider Trading Policy at least annually and recommend any proposed changes to the Board for approval.
6. Review periodically the terms and conditions of the Company's indemnification arrangements and make recommendations to the Board with respect to changes thereto.
7. Review and, together with assistance from the Company's outside legal counsel, recommend that the Board consider and approve such other governance and compliance policies and documents as are consistent with applicable laws, rules, regulations and listing standards, as well as current corporate governance practices. Review and assess the adequacy of such policies and documents at least annually and recommend any proposed changes to the Board for approval.
8. 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.
9. Oversee the performance and self-evaluation process of the Board and each committee.
10. 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.
11. 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.

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 manufacturing processes, regulatory matters and product liability issues. 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 and general liability insurance.

D. Compliance Oversight Related to Issues of Fraud and Abuse

The Committee is generally authorized to oversee the Company's compliance efforts with respect to issues relating to healthcare fraud and abuse. In this regard, the Committee may, without limitation:

1. Periodically review and, with assistance from the Company's outside legal counsel, make recommendations to the Board regarding the adequacy, effectiveness and implementation of the Company's policies, procedures, controls and practices for ensuring compliance with applicable regulatory requirements governing payments to healthcare professionals, such as fraud and abuse laws, including the Anti-Kickback Statute and the Sunshine Act.
2. Review with the General Counsel or other appropriate legal or compliance personnel: (a) the receipt of any significant compliance related reports or complaints concerning compliance with, or other issues impacting, fraud and abuse laws, including the Anti-Kickback Statute and the Sunshine Act; (b) compliance matters that may have a material impact on the Company's policies, procedures, controls or practices designed to prevent issues of fraud and abuse; and (c) any material reports or inquiries received from regulators or governmental agencies.

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 independent counsel and other advisors, as it determines necessary, to carry out its duties, including advisers retained for the purpose of assisting the Committee in identifying director candidates. The Committee shall be directly responsible for the appointment, compensation and oversight of the work of any legal counsel and other adviser 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 Nominating 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 discretion to exclude any such person from all or a portion of any Committee meeting.
4. Perform other activities required by applicable laws, rules, regulations or listing standards.
5. Perform other activities that are 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

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.