

# INSULET CORPORATION

## Nominating, Governance and Risk Committee Charter

### **I. General Statement of Purpose**

The Nominating, Governance and Risk Committee of the Board of Directors (the “Nominating Committee”) of Insulet Corporation (the “Company”) on behalf of the Board of Directors (the “Board”) is responsible for (1) identifying individuals qualified to become Board members, consistent with criteria approved by the Board, and recommending that the Board select the director nominees for election at each annual meeting of stockholders or to fill vacancies occurring between annual meetings of stockholders, (2) developing and recommending to the Board a set of Corporate Governance Guidelines applicable to the Company and a Code of Business Conduct and Ethics applicable to all Company employees, officers and directors, periodically reviewing such guidelines and code and recommending any changes thereto, and overseeing the annual evaluation of the Board’s and management’s performance, (3) [assisting the Board in its oversight of the Company’s Environmental, Social and Governance (“ESG”) policies, including programs related to sustainability initiatives, and the Company’s public disclosures on ESG and sustainability matters, (4) overseeing the assessment and management of risk, including with respect to cybersecurity, and providing recommendations, reports, and guidance to the Board regarding the Company’s major risk exposures and the steps taken to monitor and mitigate them, and (5) overseeing significant health care related regulatory and compliance issues by overseeing, evaluating, and monitoring the Company’s compliance policies, standards, procedures, systems and initiatives.

This charter (this “Charter”) sets forth the authority and responsibilities of the Nominating Committee in fulfilling its purpose.

### **II. Nominating Committee Composition**

The number of individuals serving on the Nominating Committee shall be fixed by the Board from time to time but shall consist of no fewer than two members, each of whom shall satisfy the independence standards established pursuant to Listing Rule 5605(a)(2) of the NASDAQ Stock Market LLC Rules (the “NASDAQ Rules”) and any other applicable laws, rules or regulations (including the rules and regulations of the U.S. Securities and Exchange Commission (the “SEC”).

The members of the Nominating Committee shall be appointed annually by the Board, will serve at the Board’s discretion and may be replaced or removed by the Board at any time with or without cause. Resignation or removal of the director from the Board, for whatever reason, shall automatically constitute resignation or removal, as applicable, from the Nominating Committee. Vacancies occurring, for whatever reason, may be filled by the Board. The Board shall designate one member of the Nominating Committee to serve as Chair of the Nominating Committee. The Chair of the Nominating Committee may not serve as the Chair of any other committee of the Board while he or she is serving as Chair of the Nominating Committee. All indemnification, exculpation, expense reimbursement and advancement provisions and rights available to members of the Nominating Committee in their capacities as directors of the Board

shall be fully applicable with respect to their service on the Nominating Committee or any subcommittee thereof.

### **III. Meetings**

The Nominating Committee shall meet as often as it determines is necessary and appropriate to carry out its responsibilities under this Charter, but not less frequently than two times per year. The Chair of the Nominating Committee shall preside at each meeting. In the event that the Chair of the Nominating Committee is not present at a meeting, the Nominating Committee members present at that meeting shall designate one of its members as the acting chair of such meeting. A majority of the members of the Nominating Committee shall constitute a quorum for purposes of holding a meeting, and the Nominating Committee may act by a vote of a majority of members present at such meeting. In lieu of a meeting, the Nominating Committee may act by unanimous written consent.

### **IV. Nominating Committee Activities**

The Nominating Committee's purpose and responsibilities shall be to:

#### **A. Review of Charter and Committee Performance**

- Review and reassess the adequacy of this Charter annually and submit any proposed changes to the Board for approval.
- Review and assess annually the Nominating Committee's own performance.

#### **B. Recommendation of Director Nominees**

- Recommend to the Board criteria for Board membership, which shall include a description of any specific, minimum qualifications that the Nominating Committee believes must be met by a Nominating Committee-recommended nominee and a description of any specific qualities or skills that the Nominating Committee believes are necessary for one or more of the Company's directors to possess, and annually reassess the adequacy of such criteria and submit any proposed changes to the Board for approval. The current criteria, as approved by the Nominating Committee and Board, are set forth in Exhibit A, which is attached to this Charter.
- Establish a policy with regard to the consideration of director candidates recommended by stockholders. The current policy, as approved by the Nominating Committee, is set forth in Exhibit A, which is attached to this Charter.
- Establish procedures to be followed by stockholders in submitting recommendations for director candidates to the Nominating Committee. The current procedures to be followed by stockholders, as approved by the Nominating Committee, are set forth in Exhibit A, which is attached to this

Charter.

- Establish a process for identifying and evaluating nominees for the Board, including nominees recommended by stockholders. The current process for identifying and evaluating nominees for the Board, as approved by the Nominating Committee, is set forth in Exhibit A, which is attached to this Charter.
- Upon identifying individuals qualified to become members of the Board, consistent with the minimum qualifications and other criteria approved by the Board from time to time, recommend that the Board select the director nominees for election at each annual meeting of stockholders; provided that, if the Company is legally required by contract or otherwise to provide third parties with the ability to nominate individuals for election as a member of the Board (pursuant, for example, to the rights of holders of preferred stock to elect directors upon a dividend default or in accordance with stockholder agreements or management agreements), the selection and nomination of such director nominees shall be governed by such contract or other arrangement and shall not be the responsibility of the Nominating Committee.
- Consider recommendations in light of the requirement in the Company's Corporate Governance Guidelines that at least two-thirds of the members of the Board shall meet the independence requirements set forth in Listing Rule 5605(a)(2) of the NASDAQ Rules.
- Recommend that the Board select directors for appointment to committees of the Board.

**C. Training and Orientation**

- Monitor and evaluate the orientation and training needs of directors and make recommendations to the Board where appropriate.

**D. Succession Planning**

- In conjunction with the full Board, oversee and review succession planning for the Chief Executive Officer.

**E. Corporate Governance**

- Review and reassess annually, or more frequently as it deems appropriate, the adequacy of the Company's Corporate Governance Guidelines and recommend any proposed changes to the Board for approval.
- Review stockholder proposals relating to corporate governance and other matters and recommend to the Board the Company's response to such

proposals.

**F. Code of Business Conduct and Ethics**

- Review and reassess the adequacy of the Company's Code of Business Conduct and Ethics annually and recommend any proposed changes to the Board for approval.

**G. Matters Relating to Retention and Termination of Search Firms to Identify Director Candidates**

- Exercise sole authority to retain and terminate any search firm that is to be used by the Company to assist in identifying director candidates. The Nominating Committee shall have sole authority to approve any such search firm's fees and other retention terms. The Nominating Committee shall also have authority to obtain advice and assistance from internal or external legal, accounting, or other advisors at the Company's expense.

**H. Director Conflicts of Interest**

Evaluate whether any position held or proposed to be held by any new or existing director on the board of directors or a committee thereof of any other company or charitable organization represents or would represent a conflict of interest with such director's membership on the Company's Board or any committee thereof (in connection therewith all directors of the Company shall be required to provide notice to the Nominating Committee of any such proposed position and obtain consent from the Nominating Committee prior to accepting any such position).

**I. ESG Matters**

- Assist the Board in its oversight of and periodically review the Company's ESG policies, practices and disclosures, including programs related to sustainability initiatives, and the Company's public disclosures on ESG and sustainability matters.

**J. Directors & Officers Insurance Policy**

- Review periodically the terms and conditions of the Company's directors and officers insurance policy and indemnification arrangements and make recommendations to the Board with respect to changes thereto.

**K. Risk Assessment and Management**

- Discuss and review periodically the guidelines and policies that govern the process by which the Company's exposure to risk is assessed and

managed by management, including with respect to cybersecurity risk.

- In connection with the Nominating Committee's discussion and periodic review of the Company's risk assessment and management guidelines and policies, at the Nominating Committee's discretion, discuss or consider with management the Company's major financial risk exposures and the steps that the Company's management has taken to monitor and control such exposures.

#### **L. Compliance**

- Receive an annual report and other periodic reports from the Company's Chief Compliance Officer and other compliance personnel, in executive session if deemed appropriate by the Nominating Committee, on the adoption and implementation of policies, procedures and practices designed to assure compliance with applicable requirements. At least one report annually will include an update on relevant legislative, regulatory and policy developments and trends.
- Review the content, operations and effectiveness of the Company's compliance program, including as it relates to the marketing, promotion and sales of medical devices.
- Assist the Board in determining and monitoring whether members of the Board satisfy the independence standards pursuant to Rule 5605(a)(2) of the NASDAQ Rules and any other applicable laws, rules or regulations (including the rules and regulations of the SEC).

#### **V. General**

- The Nominating Committee may establish and delegate authority to subcommittees consisting of one or more of its members, when the Nominating Committee deems it appropriate to do so in order to carry out its responsibilities.
- The Nominating Committee shall make regular reports to the Board concerning areas of the Nominating Committee's responsibility.
- The Nominating Committee shall oversee any annual self-evaluations conducted by the Board and its committees.
- In carrying out its responsibilities, the Nominating Committee shall be entitled to rely upon advice and information that it receives in its discussions and communications with management and such experts, advisors and professionals with whom the Nominating Committee may consult. The Nominating Committee shall have the authority to request

that any officer or employee of the Company, the Company's outside legal counsel, the Company's independent auditor or any other professional retained by the Company to render advice to the Company attend a meeting of the Nominating Committee or meet with any members of or advisors to the Nominating Committee. The Nominating Committee shall also have the authority to engage legal, accounting or other advisors to provide it with advice and information in connection with carrying out its responsibilities and shall have sole authority to approve any such advisor's fees and other retention terms.

- The Nominating Committee may perform such other functions as may be requested by the Board from time to time.

ADOPTED: May 14, 2007

AMENDED: January 22, 2009

AMENDED: September 2, 2014

AMENDED: February 22, 2017

AMENDED: May 28, 2020

AMENDED: May 27, 2021

AMENDED: September 21, 2021

AMENDED: May 23, 2023

AMENDED: May 22, 2025

## **EXHIBIT A**

### **NOMINATING COMMITTEE POLICY AND PROCEDURES**

Capitalized terms used herein but not defined shall have the meanings ascribed to them in the Nominating Committee's Charter.

#### **Process for identifying and evaluating director nominees for the Board.**

The current process for identifying and evaluating nominees for the Board is as follows:

1. The Nominating Committee may solicit recommendations from any or all of the following sources: non-management directors, the Chief Executive Officer, other executive officers, third-party search firms, or any other source it deems appropriate.
2. The Nominating Committee will review and evaluate the qualifications of each director candidate, and conduct inquiries as it deems appropriate.
3. The Nominating Committee will comply with and follow procedures set forth in the Company's Bylaws concerning the proposal and nomination of director candidates.
4. The Nominating Committee will evaluate proposed director candidates who have been recommended by stockholders of the Company in compliance with the policies and procedures established by the Nominating Committee in the same manner as all other proposed director candidates being considered by the Nominating Committee, with no regard to the source of the initial recommendation of such proposed director candidate.
5. In identifying and evaluating proposed director candidates, the Nominating Committee may consider, in addition to the minimum qualifications and other criteria for Board membership approved by the Nominating Committee from time to time, all facts and circumstances that it deems appropriate or advisable, including, among other things, the skills of the proposed director candidate, his or her depth and breadth of business experience or other background characteristics, his or her other professional commitments, his or her independence and the needs of the Board. Based on these considerations, the Nominating Committee will recommend to the Board the nomination of the director candidates who it believes will, together with the existing Board members and other nominees, best serve the interests of the Company and its stockholders.

### **Nominating Committee-recommended nominee criteria.**

The Nominating Committee believes that it is in the best interests of the Company and its stockholders to obtain highly qualified individuals to serve on the Board. At a minimum, the Nominating Committee must be satisfied that each Nominating Committee-recommended nominee meets the following minimum qualifications:

- The nominee must have (i) high personal and professional integrity, (ii) demonstrated exceptional ability and judgment, (iii) a broad experience base or an area of particular expertise or experience that is important to the long-term success of the Company, (iv) a background that is complementary to that of existing directors so as to provide management and the Board with a range and freshness of views, (v) a level of self-confidence and articulateness to participate effectively and cooperatively in Board discussions, (vi) the willingness and ability to devote the necessary time and effort to perform the duties and responsibilities of Board membership, and (vii) the experience and ability to bring informed, thoughtful and well-considered opinions for the benefit of all stockholders to the Board and management.

In addition to the minimum qualifications for each nominee set forth above, the Nominating Committee will recommend that the Board select persons for nomination to help ensure that:

- At least two-thirds of the members of the Board shall be “independent directors” in accordance with the standards established pursuant to Listing Rule 5605(a)(2) of the NASDAQ Rules.
- Each of the Audit, Compensation and Nominating Committees shall be comprised entirely of independent directors.
- Each member of the Audit Committee is able to read and understand fundamental financial statements, including a company’s balance sheet, income statement, and cash flow statement.
- At least one member of the Audit Committee shall have such experience, education and other qualifications necessary to qualify as an “audit committee financial expert” as defined by the rules of the Securities and Exchange Commission.

Finally, in addition to any other standards the Nominating Committee may deem appropriate from time to time for the overall structure and composition of the Board, the Nominating Committee, when recommending that the Board select persons for nomination, may consider whether the nominee has direct experience in the industry or in the markets in which the Company operates.



**Policy with regard to the consideration of director candidates recommended by stockholders.**

The current policy with regard to the consideration of director candidates recommended by stockholders is that the Nominating Committee will review and consider any director candidates who have been recommended in accordance with the Company's Bylaws by stockholders of the Company entitled to vote in the election of directors in compliance with the procedures established from time to time by the Nominating Committee and set forth in this Charter. The Nominating Committee will seek to complete customary vetting procedures and background checks with respect to individuals suggested for potential Board membership by stockholders of the Company.

**Procedures to be followed by stockholders in submitting recommendations for director candidates to the Nominating Committee.**

In addition to the requirements set forth in the Company's By-Laws, the current procedures to be followed by stockholders in submitting recommendations for director candidates to the Nominating Committee are set forth below:

1. All stockholder recommendations for director candidates must be submitted to the Secretary of the Company at 100 Nagog Park, Acton, Massachusetts 01720, by U.S. mail, who will forward all recommendations to the Nominating Committee.
2. All stockholder recommendations for director candidates must be submitted to the Company not less than the earlier of 120 calendar days prior to the date on which the Company's proxy statement was released to stockholders in connection with the previous year's annual meeting or 120 calendar days prior to the date of the previous year's annual meeting.
3. All stockholder recommendations for director candidates must include the following information:
  - a. The name and address of record of the stockholder.
  - b. A representation that the stockholder is a record holder of the Company's securities entitled to vote in the election of directors, or if the stockholders is not a record holder, evidence of ownership in accordance with Rule 14a-8(b)(2) of the Securities Exchange Act of 1934, as amended.
  - c. The name, age, business and residential address, educational background, current principal occupation or employment, and principal occupation or employment for the preceding five full fiscal years of the proposed director candidate.

- d. A description of the qualifications and background of the proposed director candidate which addresses the minimum qualifications and other criteria for Board membership approved by the Board from time to time and set forth in this Charter.
- e. A description of all arrangements or understandings between the stockholder and the proposed director candidate.
- f. The consent of the proposed director candidate (i) to be named in the proxy statement relating to the Company's annual meeting of stockholders and (ii) to serve as a director if elected at such annual meeting.
- g. Any other information regarding the proposed director candidate that is required to be included in a proxy statement filed pursuant to the rules of the Securities and Exchange Commission.

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