

INSULET CORPORATION

Nominating, Governance and Risk Committee Charter

I. General Statement of Purpose

The purpose of 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 to:

- identify 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 occurring between annual meetings of stockholders;
- develop and recommend 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 review such guidelines and code and recommend any changes thereto, and oversee the annual evaluation of the Board’s and management’s performance;
- assist 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;
- oversee the assessment and management of risk, including with respect to cybersecurity, and provide recommendations, reports, and guidance to the Board regarding the Company’s major risk exposures and the steps taken to monitor and mitigate them; and
- oversee 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 (together with its exhibits, 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, authority and responsibilities shall be to:

A. Charter and Committee Performance

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

B. 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.
- Make recommendations as needed for changes to the size and composition of the Board and its committees, including their respective Chairs.

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. 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 with any other company or charitable organization represents or would represent a conflict of interest with such director's membership on the 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 sustainability initiatives, and 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 any 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. At the Nominating Committee's discretion, this discussion and review may also consider 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 or 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 ensure 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 sale 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

AMENDED: May 20, 2026

EXHIBIT A

NOMINATING COMMITTEE POLICY AND PROCEDURES

Capitalized terms used herein but not defined shall have the meanings ascribed to them in this Charter.

Process for identifying and evaluating 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 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:

- (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) (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.

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