

# **CHARTER OF THE NOMINATING AND GOVERNANCE COMMITTEE OF THE BOARD OF DIRECTORS OF DEXCOM, INC.**

**(As amended and restated on December 5, 2025)**

## **I. PURPOSE**

The purpose of the Nominating and Governance Committee (the “**Committee**”) of the Board of Directors (the “**Board**”) of DexCom, Inc. (the “**Company**”) is to assist the Board in fulfilling its statutory and fiduciary oversight responsibilities with respect to director nominations and corporate governance matters. The Committee’s principal functions are to:

- oversee director nomination processes, including the desired qualifications, skills and characteristics of Board members, with a goal of developing a balanced, experienced and highly qualified Board;
- review the size, functions and needs of the Board and the committees thereof;
- oversee the Company’s corporate governance policies, practices and procedures;
- review with management the Company’s major legal and compliance risk exposures and the steps management has taken to monitor or mitigate such exposures; and
- oversee the Company’s policies and programs concerning corporate social responsibility and sustainability.

## **II. MEMBERSHIP**

The Committee will consist of two or more members of the Board, with the exact number determined by the Board. Each member of the Committee will (a) be “independent” as defined by the applicable rules and regulations of The Nasdaq Stock Market, as they may be amended from time to time, except as otherwise permitted by such rules, (b) 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 (c) meet any other requirements imposed by applicable law, regulations or rules, subject to any applicable exemptions and transition provisions.

All members of the Committee will be appointed by, and will serve at the discretion of, the Board. Unless a chairperson is elected by the Board, the members of the Committee may designate a chairperson by majority vote of the Committee members. The chairperson will set the agenda for Committee meetings and conduct the proceedings of those meetings. Each Committee member will serve during his or her respective term as a director, subject to earlier removal by a majority vote of the Board.

## **III. RESPONSIBILITIES AND DUTIES**

The following are the principal responsibilities and duties of the Committee in carrying out its oversight responsibilities. These responsibilities and duties are set forth as a guide, with

the understanding that the Committee may supplement them as appropriate and may establish policies and procedures from time to time that it deems necessary or advisable in fulfilling its responsibilities.

**A. Director Nominations**

The Committee will:

1. Maintain policies regarding the director nomination processes, including:
  - whether the Committee will consider any director candidates recommended by security holders, and any procedures to be followed by security holders in submitting such recommendations;
  - any specific minimum qualifications that the Committee believes must be met by a director nominee and any specific qualities or skills that the Committee believes are necessary for one or more of the Board members to possess; and
  - the Committee's process for identifying and evaluating nominees for director, including nominees recommended by security holders, and any differences in the manner in which the Committee evaluates nominees based on whether the nominee is recommended by a security holder.
2. Determine the desired qualifications, expertise and characteristics of Board members, with a goal of developing a Board comprised of members that can best further stockholder interests through the exercise of sound judgment, using its balanced perspectives.
3. Make recommendations as needed for changes to the size and composition of the full Board and its standing committees (currently Audit, Compensation, Nominating and Governance, and Technology), including their respective Chairs.
4. Define the future membership needs of the Board and identify, interview, recruit, evaluate and nominate candidates for appointment or election as members of the Board, and oversee inquiries into the personal skills, background and professional experience, and qualifications of potential candidates for membership on the Board.
5. Consider nominations properly submitted by the Company's stockholders in accordance with the procedures set forth in the Company's Bylaws or determined by the Committee from time to time.
6. Consider the desirability of procedures for the retirement or replacement of Board members.
7. Review and discuss the narrative disclosure regarding the director nomination process implemented by the Committee or the Board or the Board leadership structure and role in risk oversight to be included in any Securities and Exchange Commission (the "**Commission**") filing, including in response to the requirements of Item 407(c)(2) and (h) of Regulation S-K (or any successor disclosure item).

8. 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 a slate 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 or stockholders to fill interim director vacancies.
9. Review any director resignation letter tendered in accordance with the Company's director resignation policy set out in the Corporate Governance Principles for the Board of Directors (the “**Corporate Governance Principles**”), and evaluate and recommend to the Board whether such resignation should be accepted.

**B. Corporate Governance**

The Committee will:

1. Review and assess on at least an annual basis the adequacy of this Charter and the charters for all other committees of the Board and recommend any changes to the Board for approval.
2. Review and assess on at least an annual basis the adequacy of the Company's charter and bylaws and recommend any changes to the Board for approval.
3. Review and assess on at least an annual basis the adequacy of the Corporate Governance Principles and the Company's Code of Conduct and Business Ethics for directors, officers and employees of the Company and approve any changes thereto.
4. Consider and make recommendations as needed for changes to the functions or responsibilities of the full Board and its standing committees.
5. From time to time recommend that the Board establish additional standing or special committees as may be desirable or necessary in order to address ethical, legal or other matters that may arise; provided, that, each standing committee of the Board and the Board itself shall have concurrent authority with respect to subject matter within such other committee's purview.
6. Review with management the Company's major legal and compliance risk exposures and the steps management has taken to monitor or mitigate such exposures, including the Company's procedures and any related policies that are material to legal and compliance risk assessment and legal and compliance risk management, including its Insider Trading Policy, and any changes thereto.
7. Oversee the activities of the compliance function within the Company, including its purpose, authority, organization, responsibilities, budget and staffing.
8. Oversee implementation of orientation for new directors and facilitate the continuing education of directors in matters affecting the Company's business and the responsibilities of directors in order to exercise their fiduciary responsibilities.
9. Periodically review the business interests and business activities of members of the

Board and management (other than proposed transactions between members of the Board, management and other related parties of the Company and the Company, which are subject to review by the Audit Committee of the Board, and compensation matters between members of the Board and management, which are subject to review by the Compensation Committee of the Board) as reported in the annual questionnaire completed by the directors or that otherwise is brought to the attention of the Committee, including any interests and activities, which may constitute a conflict of interest.

10. Oversee and review (a) the Company's policies and programs concerning (i) corporate social responsibility and (ii) the Company's participation and visibility as a global corporate citizen; (b) the Company's sustainability performance; and (c) the assessment and management of environmental, sustainability and governance risks affecting the Company's business.
11. On at least an annual basis, oversee the evaluation of the performance of the Board and its committees and oversee the preparation of a presentation to the Board on this assessment and recommendations for improvements of the Board's and each of its committees' operations.
12. Have the sole authority and right, at the expense of the Company, to obtain advice and assistance from internal or external legal or other advisors. In order to carry out its nominating duties, the Committee may retain search firms or other advisors to assist the Committee to identify candidates to serve as members of the Board. The Committee will have the sole authority to approve the fees and other retention terms of any such advisors. The Company will provide for appropriate funding, as determined by the Committee, for payment of compensation to any such advisors retained by the Committee pursuant to this Charter and for ordinary administrative expenses of the Committee that are necessary and appropriate in carrying out its functions. Irrespective of the retention of legal and other consultants, accountants, experts and other advisers to assist the Committee, the Committee shall exercise its own judgment in fulfillment of its functions.

#### **IV. MEETINGS AND MINUTES**

The Committee will meet at least once each quarter or more frequently in response to the needs of the Board or as otherwise determined appropriate by the chairperson of the Committee. The Committee will regularly report to the Board on significant matters related to the Committee's responsibilities. A quorum of the Committee for the transaction of business will be a majority of its members. Meetings may be held telephonically or by video conference. The Committee may also act by unanimous written consent in lieu of a meeting. The Committee will maintain written minutes of its meetings and copies of its actions by written consent, and will file such minutes and written consents with the minutes of the meetings of the Board.

#### **V. DELEGATION OF AUTHORITY**

The Committee may from time to time, as it deems appropriate and to the extent permitted under applicable law, the Exchange Rules and the Commission Rules, and the Company's Certificate of Incorporation and Bylaws, form and delegate authority to subcommittees.

## **VI. PUBLICATION**

The Company will make this Charter freely available to stockholders on request and, provided that the Company is subject to the periodic reporting requirements of the Exchange Act, will publish it on the Company's website.