

Charter of the Cybersecurity and Data Privacy Oversight Subcommittee

Tandem Diabetes Care, Inc.

I. Purpose

The purpose of the Cybersecurity and Data Privacy Oversight Subcommittee (the “*Subcommittee*”) is to assist the Nominating and Corporate Governance Committee (the “*Committee*”) of the Board of Directors (the “*Board*”) of Tandem Diabetes Care, Inc. (the “*Company*”) in overseeing certain risk management and compliance functions related to cybersecurity and data privacy, including the processing and protection of confidential or proprietary information. This Charter of the Subcommittee (this “*Charter*”) was adopted by the Committee on February 3, 2022.

II. Membership

The Subcommittee shall consist of two or more members of the Committee, with the exact number determined by the Committee. The Subcommittee members shall be appointed by and serve at the discretion of the Committee (with the approval of the Board, if any proposed member of the Subcommittee is not also a member of the Committee). The Subcommittee’s membership shall be such that the Subcommittee shall have, in the reasonable judgment of the Committee, the experience, expertise and judgment necessary to discharge its duties and responsibilities under this Charter.

Subcommittee members may be removed, without cause, by the affirmative vote of the majority of the Committee at any time. In addition, any Subcommittee member may resign effective upon giving oral or written notice to the Chairperson of the Committee (unless the notice specifies a later time for the effectiveness of such resignation). The Committee shall fill vacancies occurring on the Subcommittee.

No Chairperson shall be designated if the Subcommittee is comprised of only two members. If the Subcommittee is comprised of three or more members, then the Chairperson of the Subcommittee shall be appointed by the Committee. The Chairperson, if any, will set the agenda for Subcommittee meetings and conduct proceedings of those meetings.

III. Responsibilities and Authority

The following are general guidelines establishing the responsibilities and authority of the Subcommittee. This list is not intended to be exhaustive, and the Subcommittee may modify the list as appropriate, setting policies and procedures as required or recommended to meet its purpose and carry out its principal functions.

A. Cybersecurity and Data Privacy Oversight Responsibilities

The Subcommittee shall assist the Committee in its oversight of risk management and compliance functions related to cybersecurity and data privacy inherent in the Company’s business and operations, including, but not limited to, review, discussion and approval (as appropriate) of the following:

1. the Company’s cybersecurity and privacy related business or mission statement and strategic and program goals;

2. the Company's cybersecurity and data privacy risk profile and risk tolerance;
3. the effectiveness of overall cybersecurity and data privacy risk management at the Company;
4. management's procedures for identifying, measuring and reporting on cybersecurity and data privacy risks, including monitoring and analysis of the threat environment, vulnerability assessments, and third-party cybersecurity and data privacy risks;
5. significant policies, programs, plans, controls, safeguards and insurance coverage, and proposed changes to any of the foregoing, concerning the management of cybersecurity and data privacy risks;
6. the Company's internal controls and procedures to prevent, detect and respond to cyberattacks and other information security incidents that threaten the availability, integrity or confidentiality of the Company's information systems and resources, or that threaten the security of confidential or proprietary information, including personal information of the Company's employees or users of the Company's products and software systems;
7. the Company's cybersecurity crisis preparedness, incident response plans and disaster recovery capabilities;
8. the Company's internal programs to comply with applicable cybersecurity, data privacy and data protection legislation and regulations, and related administrative and operational compliance functions;
9. significant findings identified by senior management, regulatory agencies or the Company's advisors, concerning cybersecurity or data privacy risk management or compliance activities and management responses to, and/or remediation of (including timing and compensating controls), such findings;
10. the capabilities and qualifications of the Company's cybersecurity and data privacy risk professionals; and
11. the appropriateness of the resources allocated to cybersecurity and data privacy risk management at the Company.

B. Annual Review of Charter

The Subcommittee shall review and assess the adequacy of this Charter at least annually and recommend to the Committee any amendments or modifications to the Charter that the Subcommittee deems appropriate.

C. Annual Performance Review

The Subcommittee shall annually evaluate and assess its performance in connection with the overall assessment of the performance of the Committee as a whole.

D. Authority to Retain Advisors

In performing its responsibilities, the Subcommittee shall have the authority to engage and obtain advice, reports or opinions from independent counsel, cybersecurity and/or privacy consultants and other advisors, as it determines necessary, to carry out its duties. The Subcommittee shall be directly responsible for the appointment, compensation and oversight of the work of any legal counsel and other advisor retained by the Subcommittee. It will have sole authority to approve related fees and retention terms for any such legal counsel and advisors. The Company will provide the Subcommittee with appropriate funding, as the Subcommittee determines, for compensation to any legal counsel and other advisors as the Subcommittee deems appropriate.

E. Additional Subcommittee Authority

The Subcommittee is authorized, on behalf of the Committee, to do any of the following, as the Subcommittee deems necessary or appropriate in its discretion:

1. Rely upon advice and information that it receives in its discussions and communications with management and such advisors as may be consulted by the Subcommittee.
2. 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 Subcommittee, or meet with any members of or advisors to the Subcommittee, provided that the Subcommittee shall retain discretion to exclude any such person from all or a portion of any Subcommittee meeting.
3. Subject to the requirements of applicable law, authorize one or more officers of the Company to take certain actions on behalf of the Subcommittee.
4. 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.
5. Incur such expenses as are necessary or appropriate in carrying out its duties.
6. Perform such other functions as may be requested by the Committee from time to time.

IV. Meetings and Minutes

The Subcommittee will meet at least once per year or more frequently, as determined appropriate by the Subcommittee. The Subcommittee will regularly report to the Committee on significant matters related to the Subcommittee's responsibilities and as requested by the Committee with respect to other matters. A quorum of the Subcommittee for the transaction of business will be a majority of its members. Meetings may be held telephonically or by video conference. The Subcommittee may also act by unanimous written consent in lieu of a meeting, including through electronic communications as permitted under the Company's Bylaws. The Subcommittee will maintain written minutes of its meetings and will make such minutes available to the Committee.