

## TANDEM DIABETES CARE, INC.

### STOCK OWNERSHIP GUIDELINES

#### PURPOSE

The Board of Directors (the “**Board**”) of Tandem Diabetes Care, Inc. (the “**Company**”) believes that a reasonable level of stock ownership by its executive officers and directors further aligns their interests with the interests of the Company's stockholders. Consistent with this objective, and in furtherance of the Board’s intention to follow sound corporate governance practices, the Board is adopting these Stock Ownership Guidelines (the “**Guidelines**”).

This Guidelines were adopted by the Board on August 19, 2020. The Board has delegated to the Compensation Committee of the Board (the “**Compensation Committee**”) the responsibility of administering these Guidelines. The Compensation Committee may, from time to time, recommend amendments to these Guidelines. Any amendments to these Guidelines must be approved by the Board. The Compensation Committee may approve waivers to these Guidelines (including granting hardship exceptions) without the further approval of the Board.

#### STOCK OWNERSHIP REQUIREMENTS

Each executive officer is required to own shares of the Company’s common stock (the “**Common Stock**”) valued at a multiple of his or her base salary as set forth below:

- **3X** for the President and Chief Executive Officer;
- **1X** for all Executive Vice Presidents; and
- **1X** for any other “executive officers” not addressed above.

In addition, each non-employee director is required to own shares of the Common Stock valued at **3X** his or her annual cash retainer for service on the Board (excluding cash retainer for service on any Committee). To the extent the Chairman of the Board or the Lead Independent Director, as applicable, is paid a higher annual cash retainer for his or her service on the Board (excluding cash retainer for service on any Committee), the **3X** multiple shall apply to such larger amount.

#### TIMEFRAME FOR COMPLIANCE

Each executive officer shall have three (3) years, and each director shall have five (5) years, from the later of (i) the date these Guidelines were adopted, and (ii) the date he or she first becomes an executive officer or director, as applicable, to comply with these Guidelines. Executive officers and directors are subject to these Guidelines for so long as they continue to serve as an executive officer or director, as applicable.

#### DEFINITION OF EXECUTIVE OFFICER

For purposes of these Guidelines, “executive officer” shall be defined by reference to Rule 3b-7 promulgated under the Securities Exchange Act of 1934, as amended. A person shall be deemed to be an executive officer upon a formal determination by the Board.

## **DETERMINATION OF BASE COMPENSATION**

For purposes of these Guidelines, (i) an executive officer's base salary for any particular calendar year shall be the executive officer's base salary on December 31st of the immediately preceding calendar year, and (ii) a director's annual cash retainer for any particular calendar year shall be the director's annual cash retainer on December 31st of the immediately preceding calendar year.

## **SHARE VALUATION METHODOLOGY**

For purposes of assessing compliance with these Guidelines, the value of the shares of Common Stock shall be determined by reference to the average closing price of the Common Stock on the Nasdaq Stock Market (or such other national securities exchange on which the shares are then listed for trading) for the thirty trading days prior to the determination date.

## **DETERMINATION OF SHARES HELD**

In determining the shares of Common Stock held by an executive officer or director for purposes of these Guidelines, the following shares may be included:

- Shares owned directly (including, without limitation, through open market purchases, exercise of stock options and settlement of restricted stock units);
- Shares held in trust for the benefit of the person and/or his or her "immediate family" (as defined in Item 404 of Regulation S-K) members residing in the same household;
- Shares held jointly with, or separately by, (i) the person's spouse and/or (ii) the person's "immediate family" members residing in the same household;
- Shares purchased through an Employee Stock Purchase Plan (or similar plan);
- Shares held through a profit sharing plan, savings plan or deferred compensation plan (e.g., 401(k) plan); and
- The "in-the-money" value of stock options that have vested.

In addition, subject to the following section, in determining the number of shares held by an officer or director for purposes of these Guidelines, the Compensation Committee shall have the discretion to take into account the direct or indirect ownership of such other shares as it deems necessary or appropriate provided such determination is not inconsistent with the intent and purpose of these Guidelines.

## **EXCLUSION OF SHARES**

In determining the shares of Common Stock held by an executive officer or director for purposes of these Guidelines, the following shares may not be included:

- Stock options that are unvested (regardless of whether they have performance-based vesting or time-based vesting, and regardless of whether they are "in-the-money");
- Shares of restricted stock or restricted stock units that are unvested (regardless of whether they have performance-based vesting or time-based vesting); and
- Shares that are the subject of option awards granted pursuant to the Employee Stock Purchase Plan, but which have not been acquired.

## **HARDSHIP EXCEPTIONS**

The stock ownership requirements set forth in these Guidelines may be waived for executive officers or directors if, in the sole discretion of the Compensation Committee, compliance would create a serious hardship (financial or otherwise) or prevent an executive officer or director from complying with applicable law or court order.

## **COMPLIANCE; ANNUAL NOTIFICATION**

The Compensation Committee shall be responsible for evaluating compliance with these Guidelines at least annually based on stock ownership levels as of January 31<sup>st</sup> of each year (or, to the extent such day is not a trading day, the next succeeding trading day). Executive officers and directors who are subject to these Guidelines shall be notified as to their compliance promptly following the evaluation date.

## **FAILURE TO COMPLY**

Failure to meet the stock ownership requirements set forth in these Guidelines may result in (i) a reduction in future short-term or long-term equity incentive compensation, (ii) a request to acquire additional shares of Common Stock in open market transaction, and/or (iii) other penalties or recommendations as determined by the Compensation Committee in its sole discretion, *provided, however*, the Compensation Committee also retains the discretion not to levy penalties for non-compliance.

## **PUBLIC DISCLOSURE**

The Company shall post these Guidelines to the “Investor Center” section of its website and provide a summary of these Guidelines in the proxy statements relating to its annual meetings of stockholders.

## **INTERPRETATION**

These Guidelines have been approved by the Board and are intended to serve as a flexible framework within which the Board, the Compensation Committee and the Company may act with respect to the matters contemplated herein. It is not intended to create a set of legally binding obligations on the Board, the Compensation Committee or the Company. No failure to take any action required or suggested hereunder shall be deemed to constitute a violation of any laws, regulations, listing standards or Company policies, except to the extent such failure would have constituted a violation of applicable laws, regulations or listing standards in the absence of the relevant portion of these Guidelines.