

**DEXCOM, INC.**  
**STOCK OWNERSHIP GUIDELINES**  
**Adopted May 20, 2010, as amended September 9, 2016**

DexCom, Inc. (the “*Company*”) believes that in order to align the interests of its executive officers (within the meaning of Rule 3b-7 of the Securities Exchange Act of 1934, as amended) and members of its Board of Directors (“*directors*”) with those of its stockholders, its executive officers and directors should have a financial stake in the company. Such executive officers and directors are required to hold a minimum number of shares with a value equal to at least the following dollar values:

- Executive Officers: 3x annual base salary
- Non-employee directors: 3x annual cash retainer<sup>1</sup>

Each executive officer or director is required to acquire and thereafter maintain the stock ownership required within three years of becoming an executive officer or director of the Company. Notwithstanding the foregoing, executive officers and directors may sell enough shares to cover their income tax liability on vested equity awards.

The Compensation Committee (the “*Committee*”) of the Company’s Board of Directors will measure compliance with these stock ownership requirements as of the end of each fiscal year. The Committee will use the following formula to measure compliance:

*[(the multiple of base salary) x (base salary)] / [(the average closing price of DexCom Common Stock one month prior to the valuation date, as reported by the NASDAQ) x (the number of shares held by each participant as of the valuation date)]*

The Committee may, if it determines it to be appropriate in its sole discretion, require the acquisition of additional shares in the event that these stock ownership requirements are not met at the time of measurement. For purposes of illustration only, the Committee may, in its sole discretion, determine that it is not appropriate to require the acquisition of additional shares when the failure to comply with these stock ownership guidelines is caused solely by volatility in the trading price of the Company’s common stock.

For purposes of calculating the value of each executive officer’s or director’s holdings, the shares underlying unvested restricted stock units count toward meeting these stock ownership guidelines. Unvested stock options do not count toward these stock ownership requirements; however, the Committee may, if it determines it to be appropriate in its sole discretion, take into account the intrinsic value (i.e., current trading price less the exercise price) of vested shares underlying outstanding and unexercised stock options when determining whether these stock ownership requirements are met. In addition, shares owned directly by the participant’s spouse, dependent children, and/or trust count toward meeting these stock ownership guidelines.

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<sup>1</sup> Excluding fees paid for serving as lead independent director, chairman of the board or chair of a committee of the board of directors.