

DEXCOM, INC.

**NOMINATING AND GOVERNANCE COMMITTEE CHARTER
(Adopted February 9, 2005, and as amended through May 20, 2016)**

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 discharging the responsibilities of the Board with respect to certain governance and nominating matters by carrying out the activities enumerated in Part IV of this charter (the “*Charter*”).

The Committee may obtain advice and assistance from internal or external legal or other advisors at the Company’s expense. 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 shall have the sole authority to approve the fees and other retention terms of any such advisors. The Company shall provide for appropriate funding, as determined by the Committee, for payment of compensation to any such advisors employed 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.

II. Membership

All members of the Committee will be appointed by, and shall serve at the discretion of, the Board. Unless a Chair is elected by the full Board, the members of the Committee may designate a Chair by majority vote of the Committee membership. 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.

The Committee will consist of two or more members of the Board, with the exact number being determined by the Board. Each member of the Committee will (a) be “independent” as defined by the rules 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.

III. Meetings and Minutes

Meetings of the Committee will be held from time to time, but no less than twice per year, in response to the needs of the Board or as otherwise determined by the Chair of the Committee. In accordance with the Bylaws of the Company and in lieu of a meeting, the Committee may also act by unanimous written consent.

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. The Committee will report to the Board from time to time, as requested by the Board and at such other times as determined by the Committee to be appropriate.

IV. Duties and Responsibilities

The following shall be the principal duties and responsibilities of the Committee. These items 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. Nomination

1. The Committee will develop and recommend 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 Committee-recommended nominee for a position on the Board 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. The Committee will recommend to the Board for determination the desired qualifications, expertise and characteristics of Board members, with a goal of developing a diverse, experienced and highly qualified Board. The Committee will make recommendations annually for the composition of the full Board and its standing committees (currently Audit, Compensation, and Nominating and Governance), including their respective Chairs.

3. The Committee will define the future membership needs of the Board and identify, recruit, evaluate and nominate candidates for appointment or election as members of the Board. The Committee shall oversee inquiries into the backgrounds and qualifications of potential candidates for membership on the Board.

4. The Committee shall 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.

5. The Committee shall consider the desirability of procedures for the retirement or replacement of Board members.

6. The Committee shall review and discuss the narrative disclosure regarding the director nomination process implemented by the Committee or the Board to be included in any Securities and Exchange Commission (the "**Commission**") filing, including in response to the requirements of Item 407(c)(2) of Regulation S-K (or any successor disclosure item).

7. The Committee will 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.

B. Governance

1. The Committee will ensure that charters are written for each of the standing committees of the Board.

2. The Committee will develop, recommend and review a code of business conduct and ethics for the chief executive officer and senior finance department personnel and a code of conduct and ethics applicable to directors, officers and employees of the Company (the “*Codes of Conduct and Ethics*”) that comply with the rules and regulations of the Securities and Exchange Commission and The NASDAQ Stock Market, as such rules and regulations may be amended from time to time, which Codes of Conduct and Ethics will be approved by the full Board and communicated to all relevant constituents.

3. The Committee will review and assess on at least an annual basis the adequacy of this Charter and the Codes of Conduct and Ethics and recommend any changes for approval by the Board.

4. The Committee will recommend that the Board establish special committees as may be desirable or necessary from time to time in order to address ethical, legal or other matters that may arise.

5. The Committee will review, and recommend that the Board consider and approve, the Company’s legal compliance policies, including its Insider Trading Policy, and any changes thereto. The Committee will also 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 with respect to legal and compliance risk assessment and legal and compliance risk management.

6. The Committee will review and discuss the narrative disclosure regarding the Board leadership structure and role in risk oversight to be included in any public filing in response to the requirements of and Item 407(h) of Regulation S-K (or any successor disclosure item).

7. The Committee will periodically review with the Chief Executive Officer and the Chairman of the Board the succession plans for senior management positions.

8. The Committee will oversee implementation of orientation for new directors and facilitate the regular education of directors in matters affecting the Company’s business and the responsibilities of directors in order to exercise their fiduciary responsibilities.

9. The Committee will periodically review the business interests and business activities of members of the Board and management, including any interests and activities, which may constitute a conflict of interest.

10. On at least an annual basis, prepare a presentation to the Board with an assessment of the Board and its Committees and recommendations for improvements of the Board’s and its Committees’ operations.

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.