

DEXCOM, INC.

CORPORATE GOVERNANCE PRINCIPLES FOR THE BOARD OF DIRECTORS

A. *INTRODUCTION*

The Board of Directors (the “**Board**”) of DexCom, Inc. (the “**Company**”) has adopted these Corporate Governance Principles to assist it in following corporate practices that serve the best interests of the Company and its stockholders. The Board intends that these Corporate Governance Principles serve as a flexible framework within which the Board may conduct its business, not as a set of binding legal obligations. These Corporate Governance Principles should be interpreted in the context of all applicable laws, the Company’s charter documents and other governing legal documents.

B. *ROLES AND RESPONSIBILITIES*

1. Role of Senior Management. Senior management, led by the Chief Executive Officer, is responsible for running the Company’s day-to-day operations and appropriately informing the Board of the status of such operations.

2. Role of the Board of Directors. It is the principal duty of the Board to exercise its powers in accordance with its fiduciary duties to the Company and in a manner it reasonably believes to be in the best interests of the Company and its stockholders. The Board oversees management’s performance on behalf of the Company’s stockholders. Its primary duties are (A) to oversee the Chief Executive Officer who, with senior management, runs the Company on a daily basis, and (B) to monitor management’s performance to ensure that the Company operates in an effective, efficient and ethical manner in order to produce value for the Company’s stockholders. The Board regularly reviews the Company’s long-term strategic business plans with the officers and other pertinent issues affecting the business of the Company. The Board assesses risks facing the Company and management’s approach to addressing such risks. The Board is also responsible for oversight of the Company’s program to prevent and detect violations of law, regulation or the Company policies and procedures. The Board reviews and, if appropriate, approves significant transactions.

3. Formal Evaluation of Officers. At least annually, the Compensation Committee shall conduct an evaluation (which shall include the review and approval of corporate goals and objectives) in connection with the determination of the base salary, incentive compensation and equity-based grants of all executive officers (including the Chief Executive Officer).

4. Succession Planning and Senior Leadership Development. The Board, working with the Nominating and Governance Committee, periodically engages in succession planning and senior leadership development on at least an annual basis. In addition, the Board reviews from time to time contingency plans for a successor to assume the role of Chief Executive Officer should he or she become unable to continue to serve in that capacity.

C. BOARD COMPOSITION AND SELECTION OF DIRECTORS

1. Selection of Chairman and Chief Executive Officer. The Board of Directors selects and appoints the Chairman of the Board and the Chief Executive Officer. If the Chairman is also the Chief Executive Officer or if the Chairperson is a former employee of the Company, then the Board shall appoint a lead independent director. The lead independent director (A) presides over executive sessions of independent directors, (B) serves as a liaison between the Chairperson and the independent directors, (C) is available, under appropriate circumstances, for consultation and direct communication with stockholders and (D) performs such other functions and responsibilities as requested by the Board from time to time. The lead independent director will encourage direct dialogue between all directors (particularly those with dissenting views) and management.

2. Size of the Board. The authorized number of directors is up to nine members, divided into three classes. Subject to any limitations in the Company's Certificate of Incorporation, Bylaws or Delaware law, the Board may increase or decrease its size as it deems appropriate to promote the overall effectiveness of the Board.

3. Proportion of Independent Directors. The Board believes that a majority of directors on the Board should be independent as defined by The NASDAQ Stock Market. The Board also believes it is often in the best interests of the Company and its stockholders to have non-independent directors, including current and former members of management, serve as directors.

4. Selection of New Directors. The Nominating and Governance Committee will be responsible for the selection of nominees for election or appointment to the Board and shall recommend candidates for election to the Board. The Nominating and Governance Committee considers nominees recommended by directors, officers, employees, stockholders and others using the same criteria to evaluate all candidates. The Nominating and Governance Committee reviews each candidate's qualifications, including whether a candidate possesses any of the specific qualities and skills desirable in certain members of the Board. Evaluations of candidates generally involve a review of background materials, internal discussions and interviews with selected candidates as appropriate. Upon selection of a qualified candidate, the Nominating and Governance Committee would recommend the candidate for consideration by the full Board. The Nominating and Governance Committee may engage consultants or third-party search firms to assist in identifying and evaluating potential nominees. To recommend a prospective nominee for the Nominating and Governance Committee's consideration, submit the candidate's name and qualifications to the Company's Secretary in writing to the following address: DexCom, Inc., Attn: Secretary, 6340 Sequence Drive, San Diego, CA 92121. When submitting candidates for nomination to be elected at the Company's annual meeting of stockholders, stockholders must follow the notice procedures and provide the information required by the Company's Bylaws.

5. Board Membership Criteria. Nominees for the Board should be committed to enhancing long-term stockholder value and must possess a high level of personal and professional ethics, sound business judgment and integrity. The Board's policy is to encourage selection of directors who will contribute to the Company's overall corporate goals: responsibility to its stockholders, technology leadership in diabetes care, effective execution,

high customer satisfaction and superior employee working environment. The Nominating and Governance Committee may from time to time review the appropriate skills and characteristics required of Board members, including such factors as personal skills, diversity and professional experience in diabetes care, medical technology, finance, marketing, international business, financial reporting and other areas that are expected to contribute to an effective Board. In evaluating potential candidates for the Board, the Nominating and Governance Committee considers these factors in the light of the specific needs of the Board at that time.

6. Term Limits. Directors stand for reelection every three years. The Board does not believe it should establish term limits. While term limits could help ensure that there are fresh ideas and viewpoints available to the Board, they have the disadvantage of losing the contribution of directors who over time have developed increasing insight into the Company and its operations and therefore provide an increasing contribution to the Board as a whole. As an alternative to term limits, the Nominating and Governance Committee reviews each director's continuation on the Board prior to nomination for reelection. This also allows each director the opportunity to confirm his or her desire to continue as a Board member.

7. Voting for Directors. In accordance with the Company's Bylaws, if none of our stockholders provides the Company notice of an intention to nominate one or more candidates to compete with the Board's nominees in a director election, or if our stockholders have withdrawn all such nominations by the tenth (10th) day before the Company mails its notice of meeting to the stockholders, a nominee must receive more votes cast for than against his or her election or re-election in order to be elected or re-elected to the Board. The Board expects a director to tender his or her resignation if he or she fails to receive the required number of votes for re-election. The Board shall nominate for election or re-election as director only candidates who agree to tender, promptly following the annual meeting at which they are elected or re-elected as director, irrevocable resignations that will be effective upon (A) the failure to receive the required vote at the next annual meeting at which they face re-election and (B) Board acceptance of such resignation. In addition, the Board shall fill director vacancies and new directorships only with candidates who agree to tender, promptly following their appointment to the Board, the same form of resignation tendered by other Directors in accordance with this Section 7.

If an incumbent director fails to receive the required vote for re-election, the Nominating and Governance Committee will act on an expedited basis, and in any event within 90 days following certification of the stockholder vote, to determine whether to accept the Director's resignation and will submit such recommendation for prompt consideration by the Board. The Board expects the director whose resignation is under consideration to abstain from participating in any decision regarding that resignation. The Nominating and Governance Committee and the Board may consider any factors they deem relevant in deciding whether to accept a director's resignation.

Thereafter, the Board will promptly disclose its decision-making process and decision regarding whether to accept the director's resignation offer (or the reason(s) for rejecting the resignation offer, if applicable) in a Form 8-K furnished to the Securities and Exchange Commission.

D. BOARD PROCEDURES

1. Board Meetings. Board meetings are scheduled in advance and typically held each quarter, in addition to special meetings as required. Board members are expected to prepare for, attend and participate in all Board and applicable committee meetings.

2. Meeting Materials. The Chairman of the Board, together with the corporate secretary, sets the agenda for each Board meeting and distributes it in advance to the Board. An agenda for each Board and committee meeting, along with materials to facilitate the members' understanding of the business to be conducted at the meeting, is distributed to directors in advance of the meeting. Additional matters may be discussed at a meeting without advance distribution of written materials, as appropriate.

3. Time Commitment and Board Service. Each Board member is expected to ensure that his or her other existing and planned future commitments do not materially interfere with such member's service on the Company's Board.

4. Executive Sessions. The Board regularly convenes executive sessions among all Board members, without the members of the Company's management present, and among only the independent directors. With respect to independent director sessions, if the Chairman is not an independent director, the lead independent director shall chair the Board's executive session.

5. Attendance at Annual Meeting of Stockholders. The Board strongly encourages its members to attend the Company's annual meeting of stockholders.

6. Corporate Communications. The Board believes that management (meaning for these purposes the Chief Executive Officer, Chief Financial Officer, Executive Vice President of Strategy and Corporate Development and certain other employees who have been designated by these individuals as spokespersons) speaks for the Company. Individual Board members may, from time to time, meet or otherwise communicate with various constituencies that are involved with the Company, but it is expected that a Board member would do this with the prior knowledge of management and, in most instances, at the request of management.

7. Ethics and Conflicts of Interest. The Board expects its members, as well as the Company's officers and employees, to act ethically at all times, to adhere to any applicable Code of Ethics, and to disclose any conflicts of interest to the appropriate officer or Committee.

8. Access to Information and Employees. The Board expects to have complete, unfettered access to any information about the Company that it deems necessary or appropriate to carry out its duties. This includes, among other things, access to the Company's employees, documents and facilities. The Board also encourages management to schedule managers to present at Board meetings who: (A) can provide additional insight into items being discussed because of personal involvement in these areas, or (B) have future potential and management believes should be given exposure to the Board.

9. Authority to Engage Advisors. The Board and its committees have the authority to retain (at the Company's expense) outside advisors - legal, accounting, investment banking, and any others as it determines necessary to carry out its duties.

E. BOARD COMMITTEES

1. Number and Composition of Committees. The Board currently has three committees to assist it in discharging its responsibilities: Audit, Compensation and Nominating and Governance. From time to time the Board may form a new committee depending upon the circumstances. Each committee complies with the independence and other requirements established by applicable law and regulations, including SEC and NASDAQ rules.

2. Appointment and Term of Service of Committee Members. The Nominating and Governance Committee is responsible for making recommendations about composition of each committee, and the Board is responsible for appointing committee members.

3. Committee Proceedings. The Board or each respective committee determines the frequency and length of the committee meetings and aids in developing committee agendas. The agendas and meeting minutes of the committees are available to the full Board. All independent Board members are welcome to attend committee meetings. Each committee regularly reports to the Board on significant matters discussed by the committee.

F. DIRECTOR ORIENTATION AND CONTINUING EDUCATION

Management provides a new director with materials, briefings and educational opportunities to permit the director to become familiar with the Company and to enable the director to better perform his or her duties. In addition, the Board receives periodic updates on regulatory and other developments relevant to the Board from management and third- party service providers. Board members are also encouraged to attend accredited director education programs.

G. BOARD PERFORMANCE

The Board develops and maintains a process whereby the Board, its committees and its members are subject to evaluation and assessment. The Nominating and Governance Committee is responsible for coordinating and overseeing this process.

H. BOARD COMPENSATION

The Compensation Committee periodically reviews and recommends to the Board on the Company's compensation program for non-employee directors.

I. AMENDMENTS

The Board may amend these Corporate Governance Principles, or grant waivers in exceptional circumstances, provided that any such modification or waiver may not be a violation of any applicable law, rule or regulation and further provided that any such modification or waiver is appropriately disclosed.