

**CHARTER OF THE COMPENSATION COMMITTEE
OF THE BOARD OF DIRECTORS OF
LIVONGO HEALTH, INC.**

Adopted and effective as of July 24, 2019

PURPOSE

The purpose of the Compensation Committee (the “**Committee**”) of the Board of Directors (the “**Board**”) of Livongo Health, Inc. (the “**Company**”) shall be to:

- Provide oversight of the Company’s compensation policies, plans and benefits programs, and overall compensation philosophy.
- Assist the Board with its responsibilities relating to (1) oversight of the compensation of the Company’s Chief Executive Officer (“**CEO**”) and its executive officers (including officers reporting under Section 16 of the Securities Exchange Act of 1934) and (2) the evaluation and approval of the Company’s CEO and executive officer compensation plans, policies and programs.
- Assist the Board in administering the Company’s incentive compensation plans and equity compensation plans for its executive officers and employees and the issuance of stock options and other equity-based or equity-linked awards not granted pursuant to a plan.
- Prepare the report of the Compensation Committee required by the rules and regulations of the Securities and Exchange Commission (the “**SEC**”).

The Committee shall seek to ensure that the Company structures its compensation plans, policies and programs as to attract and retain the best available personnel for positions of substantial responsibility with the Company, to provide incentives for such persons to perform to the best of their abilities for the Company and to promote the success of the Company’s business. In reviewing and approving the Company’s annual and long-term incentive compensation plans for executive officers and other senior executives, including equity incentive plans, the Committee will consider the results, if any, of the most recent stockholder advisory vote on executive compensation required by Section 14A of the Securities Exchange Act of 1934, as amended (the “**Exchange Act**”).

The Committee has the authority to undertake the specific duties and responsibilities as are enumerated in or consistent with this charter, and will have the authority to undertake such other specific duties as the Board from time to time prescribes.

COMPOSITION

The Committee shall consist of at least two members of the Board. Members of the Committee shall be appointed by the Board and may be removed by the Board in its discretion.

Members of the Committee shall have such qualifications that the Board determines to be necessary and appropriate after consideration of the relevant factors. Notwithstanding the foregoing, members of the Committee must meet the following criteria; provided, however, that the Company may avail itself of any phase-in rules applicable to newly-listed companies in connection with an initial public offering:

- Each member of the Committee must meet the independence requirements of the SEC and of Nasdaq, Inc. (“**Nasdaq**”). The determination of independence will be made by the Board.

- At least two members must meet the non-employee director definition of Rule 16b-3 promulgated under Section 16 of the Exchange Act.

The Board may designate a chairperson of the Committee. In the absence of that designation, the Committee may designate a chairperson by majority vote of the Committee members.

RESPONSIBILITIES

The following are the principal recurring responsibilities and duties of the Committee. The Committee may perform such other functions as are consistent with its purpose and applicable law, rules and regulations and as the Board or the Committee deem appropriate. In carrying out its responsibilities, the Committee believes its policies and procedures should remain flexible, in order to best react to changing conditions and circumstances.

1. Set Compensation for Executive Officers. The Committee may:

- Review and recommend to the Board corporate goals and objectives relevant to the compensation of the CEO, evaluate his or her performance in light thereof, and consider factors related to the performance of the Company in determining the compensation level of the CEO. The CEO may not be present during deliberations or voting on such matters.
- Review and recommend to the Board the CEO's (1) annual base salary, (2) annual incentive bonus, including the specific goals and amount, (3) equity compensation, (4) any employment agreement, severance arrangement or change of control protections, (5) any signing bonus or payment of relocation costs and (6) any other material benefits, compensation or similar arrangements (including, without limitation, perquisites and any other form of compensation). The CEO may not be present during deliberations or voting on such matters.
- In consultation with the CEO, review and recommend to the Board items (1) through (6) in the previous bullet for the other individuals who are deemed to be executive officers of the Company by the Board (the "**executive officers**"). An executive officer may not be present during deliberations or voting on such matters with respect to such executive officer.
- Review and make recommendations to the full Board any compensatory contracts or similar transactions or arrangements with current or former executive officers of the Company, including consulting arrangements, employment contracts, severance or termination arrangements and loans to employees made or guaranteed by the Company, which shall include any benefits to be provided in connection with a change of control.

2. Oversee Compensation Plans and Programs. The Committee may:

- Establish, review, approve and administer annual and long-term incentive compensation plans for service providers of the Company, including executive officers and other senior executives, including:
 - Establishing performance objectives and certifying performance achievement;
 - Reviewing and approving all equity-based compensation plans and grant awards of shares and stock options pursuant to such plans; and
 - Adopting, amending and terminating any such plans.

- Serve alongside of the Board as an Administrator of the Company’s equity incentive plans. The Committee shall have the delegated authority to serve along with the Board as an Administrator under the Company’s equity incentive plans, and may (1) grant stock options or other equity-based or equity-linked awards to individuals eligible for such grants and in accordance with procedures and guidelines as may be established by the Board and (2) amend such equity-based or equity-linked awards. The Committee may also make recommendations to the Board with respect to adoption, amendment and termination of the plans including changes in the number of shares reserved for issuance thereunder.
- Recommend to the Board all option grants and performance awards to executive officers of the Company.
- Oversee and provide guidance to management regarding all employee benefit plans for the Company, which includes the ability to adopt, amend and terminate such plans.
- Oversee the Company’s overall compensation philosophy, compensation plans and benefits programs.
- In connection with executive compensation programs:
 - Review and recommend to the full Board new executive compensation programs;
 - Review on a periodic basis the operations of the Company’s executive compensation programs to determine whether they are properly coordinated and achieving their intended purpose(s);
 - Review on a periodic basis, determine whether to establish, and approve as the Committee deems appropriate, selected peer companies for purposes of conducting a comparative evaluation of executive compensation;
 - Establish and periodically review policies for the administration of executive compensation programs; and
 - Take steps to modify any executive compensation program that yields payments and benefits that are not reasonably related to executive and corporate performance.
- Periodically review executive compensation programs and total compensation levels, including the impact of tax and accounting rules changes.
- Establish and periodically review policies in the area of senior management perquisites.
- If applicable, review and recommend to the Board for approval the frequency with which the Company will conduct stockholder advisory votes on executive compensation (“**Say on Pay Vote**”), taking into account the results of the most recent stockholder advisory vote on frequency of Say on Pay Votes required by Section 14A of the Exchange Act, and review and approve the proposals regarding the Say on Pay Vote and the frequency of the Say on Pay Vote to be included in the Company’s proxy statement.

3. Compliance and Governance. The Committee will:

- Review and discuss with management the Company’s Compensation Discussion and Analysis (“**CD&A**”) and related disclosures required by the rules and regulations of the SEC, to the extent required of the Company. The Committee will also review and recommend the final

CD&A to the Board for inclusion in the Company's annual report on Form 10-K or proxy statement, to the extent required of the Company.

- Prepare a report of the Committee required by the rules and regulations of the SEC to be included with the Company's annual report on Form 10-K or proxy statement.
- Oversee the Company's submissions to stockholders on executive compensation matters, including advisory votes on executive compensation and the frequency of such votes, incentive and other executive compensation plans, and amendments to such plans (to the extent required under the listing standards of the securities exchange on which the Company's securities are listed) and, in conjunction with the Nominating and Corporate Governance Committee of the Board (or its designees), engagement with proxy advisory firms and other stockholder groups on executive compensation matters.

MEETINGS

The Committee will set its own schedule of meetings and will meet at such times as it deems necessary or appropriate. The chairperson of the Committee shall preside at each meeting. If a chairperson is not designated or present, an acting chair may be designated by the Committee members present. The Committee may act by unanimous written consent (which may include electronic consent) in lieu of a meeting in accordance with the Company's bylaws, which shall constitute a valid action of the Committee if it has been executed by each Committee member and shows the date of execution.

The Committee may invite to its meetings any director, officer or employee of the Company and such other persons as it deems appropriate in order to carry out its responsibilities. The Committee may also exclude from its meetings any persons it deems appropriate in order to carry out its responsibilities, including non-management directors who are not members of the Committee.

MINUTES

The Committee will maintain written minutes of its proceedings, which will be filed with the minutes of the proceedings of the Board. Any written consent will be effective on the date of the last signature or electronic consent, as the case may be, and will be filed with the minutes of the meetings of the Board.

REPORTS

The Committee shall report regularly to the Board (i) following meetings of the Committee, (ii) with respect to such other matters as are relevant to the Committee's discharge of its responsibilities and (iii) with respect to such recommendations as the Committee may deem appropriate. The report to the Board may take the form of an oral report by the chairperson or any other member of the Committee designated by the Committee to make such report.

COMPENSATION

Members of the Committee shall receive such compensation, if any, for their service as Committee members as may be determined by the Board in its sole discretion. Such compensation may include retainers or per meeting fees. Compensation may be paid in such form of consideration as is determined by the Board.

AUTHORITY TO RETAIN ADVISORS

The Committee shall have the authority and in its sole discretion to select, engage, retain and terminate any compensation consultant to be used by the Company to assist in the evaluation of director, CEO or executive officer compensation. Unless otherwise determined by the Board, any compensation consultant selected

and retained by the Committee must be independent of the Company pursuant to the applicable laws, rules and regulations, if any. The Committee may set the compensation and oversee the work of any compensation consultants. The Committee shall have the authority to select, engage, retain and terminate independent legal counsel or other advisors as it deems necessary or appropriate to carry out its duties. The Company shall have the authority to approve the fees of any such consultant, legal counsel or advisor and other retention terms and shall provide appropriate funding, as determined by the Committee, for payment of reasonable compensation to a compensation consultant, legal counsel or any other outside advisors hired by the Committee and any administrative expenses of the Committee that are necessary or appropriate in carrying out its activities.

The Committee shall be directly responsible for the appointment, compensation and oversight of the work of any compensation consultant, or any other consultant or advisor (including legal counsel) retained by the Committee.

Prior to selecting and receiving advice from compensation consultants, outside legal counsel and other advisors (other than the Company's in-house legal counsel), the Committee must take into consideration the independence factors set forth in the applicable rules of the SEC and the listing standards of the securities exchange on which the Company's securities are listed. The Committee may retain, or receive advice from, any compensation advisor it prefers, including advisors that are not independent, after considering the requisite independence factors. The Committee is not required to assess the independence of any compensation consultant or other advisor that acts in a role limited to consulting on any broad-based plan that does not discriminate in scope, terms or operation in favor of executive officers or directors and that is generally available to all salaried employees or providing information that is not customized for a particular company or that is customized based on parameters that are not developed by the consultant or advisor, and about which the consultant or advisor does not provide advice.

The Committee will evaluate whether any compensation consultant retained or to be retained by it has any conflict of interest in accordance with Item 407(e)(3)(iv) of Regulation S-K.

Nothing in this Charter shall be construed to:

- require the Committee to implement or act consistently with the advice or recommendations of the compensation consultant, or any other consultant or advisor (including legal counsel) to the Committee; or
- affect the ability or obligation of the Committee to exercise its own judgment in fulfillment of the duties of the Committee.

DELEGATION OF AUTHORITY

The Committee may form subcommittees for any purpose that the Committee deems appropriate and may delegate to such subcommittees such power and authority as the Committee deems appropriate. Specifically, at its discretion, the Committee shall have the authority to designate a Committee for equity awards to employees and consultants that are not executive officers with the authority to grant equity awards to non-officer employees and consultants of the Company within guidelines established by the Committee from time to time. Such committee shall consist of a minimum of one member of the Company's Board, who may be the CEO. If designated, any subcommittee will establish its own schedule and maintain written minutes of its meetings, which will be filed with the minutes of the proceedings of the Board. The Committee shall not delegate to a subcommittee any power or authority required by law, regulation or listing standard to be exercised by the Committee as a whole.

COMMITTEE CHARTER REVIEW

The Committee shall review and reassess the adequacy of this charter from time to time and shall submit any recommended changes to the charter to the Board for approval.

PERFORMANCE REVIEW

The Committee shall review and assess the performance of the Committee on a regular basis.