

**CHARTER FOR THE COMPENSATION, NOMINATING
AND GOVERNANCE COMMITTEE
OF THE BOARD OF DIRECTORS
OF
INOGEN, INC.**

(As amended and restated February 22, 2017)

PURPOSE

With respect to its compensation functions, the purpose of the Compensation, Nominating and Governance Committee (the “Committee”) of Inogen, Inc. (the “Company”) shall be to:

- assist the Board of Directors of the Company (the “Board”) in providing oversight of the Company’s compensation policies, plans and benefits programs;
- assist the Board in discharging the Board’s responsibilities relating to 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, as amended (the “Exchange Act”));
- review and approve, or make recommendations to the independent members of the Board with respect to, the Company’s CEO and executive officer compensation, plans, policies and programs; and
- administer the Company’s equity compensation plans for its executive officers and employees.

The Committee shall prepare the report required by the rules of the Securities and Exchange Commission (the “SEC”) to be included in the Company’s annual proxy statement.

With respect to its nominating and governance functions, the purpose of the Committee shall be to:

- assist the Board in identifying prospective director nominees and recommend to the Board the director nominees for each annual meeting of stockholders;
- recommend to the Board members for each Board committee;
- ensure that the Board is properly constituted to meet its fiduciary obligations to the Company and its stockholders;
- ensure that the Company follows appropriate governance standards and implements appropriate internal corporate governance policies;
- develop and recommend to the Board governance principles applicable to the Company;

- review and recommend the Board compensation programs for outside directors; and
- oversee the evaluation of the Board and management.

MEMBERSHIP REQUIREMENTS

The Committee members will be appointed by, and will serve at the discretion of, the Board. Committee members may be replaced by the Board. The Committee shall consist of at least two (2) members of the Board. Members of the Committee must meet the following independence criteria:

- the independence requirements of The NASDAQ Stock Market, Inc. (“NASDAQ”) Market Place Rules;
- the non-employee director definition of Rule 16b-3 promulgated by the SEC under Section 16 of the Exchange Act;
- the outside director definition of Section 162(m) of the Internal Revenue Code of 1986, as amended; and
- the requirements set forth in Rule 10C-1 adopted by the SEC under the Exchange Act and implemented by NASDAQ, when applicable.

The Board may designate one member of the Committee as its chair.

AUTHORITY AND RESPONSIBILITIES

With respect to its compensation functions, the Committee shall have the full delegated authority of the Board to carry out the following:

- The Committee shall review and approve, or make recommendations for approval by the independent members of the Board regarding, corporate goals and objectives relevant to the compensation of the CEO, evaluate his or her performance in light thereof and communicate the results to the Board, and consider identified and other factors related to the performance of the Company when reviewing and approving, or making recommendations to the Board regarding, the compensation level of the CEO.
- The Committee shall annually review and approve, or make recommendations for approval by the independent members of the Board regarding, 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 and change in control agreement/provision, (5) any signing bonus or payment of relocation costs and (6) any other benefits, compensation or arrangements. In determining or making recommendations regarding the long-term incentive component of CEO compensation, the Committee will consider, among other things, the Company’s performance and relative stockholder return, the value of similar incentive awards to CEOs at comparable companies and the awards given to the Company’s CEO in past years. The CEO shall not participate in any deliberations or voting regarding such officer’s compensation.

- For the other executive officers identified by the Committee, the Committee shall also review annually and approve, or make recommendations for approval by the independent members of the Board regarding, items (1) through (6) in the previous bullet.
- The Committee shall administer the Company's equity incentive plans. In its administration of the plans, the Committee may, pursuant to authority delegated by the Board, (i) grant stock options or stock purchase rights to individuals eligible for such grants (including grants to officers and directors of the Company) in accordance with procedures and guidelines as may be established by the Board, and (ii) amend such stock options or stock purchase rights; provided, that no such grant or award shall exceed the maximum number of shares that may be awarded to individuals and/or in the aggregate in any fiscal quarter or year as the Board shall direct from time to time. The Committee shall also approve, or make recommendations to the Board of Directors with respect to, amendments to the plans and changes in the number of shares reserved for issuance thereunder. If the Board has authorized any other committees of the Board of executive officers (in accordance with Section 157(c) of the Delaware General Corporation Law) to approve the grant of awards under the Company's equity incentive plans, the Committee shall receive and review periodic reports of the activities of such committees.
- The Committee shall assist the Board in providing oversight of the Company's overall compensation plans and benefits programs. The Committee shall also make recommendations to the Board with respect to improvements or changes to such plans or the adoption of new plans when appropriate.
- The Committee shall review any employment agreement, severance agreement or change-in-control agreement proposed to be entered into between the Company and any employee with a VP or more senior title, and shall have authority to approve any such agreement.
- The Committee shall periodically review the Company's compensation practices for employees to assess whether the risks arising from such policies are reasonably likely to have a material adverse effect on the Company.
- The Committee shall review and discuss with management the Company's disclosures contained under the caption "Compensation Discussion and Analysis" ("CD&A"), in its registration statement, annual report on Form 10-K, proxy statement or information statement filed with the SEC.
- The Committee shall prepare or cause to be prepared and review the Committee report to be included in the Company's annual proxy statement in accordance with applicable SEC rules and regulations, including whether the Committee reviewed and discussed the CD&A with management and based on that review and those discussions, whether the Committee recommended to the Board that the CD&A be approved for inclusion in the Company's annual report on Form 10-K, proxy statement or information statement.
- As more fully set forth in the "Operations" section below, the Committee may, in its sole discretion, retain and terminate, as appropriate, any compensation consultant, outside legal or other advisors to advise or assist the Committee in the performance of any of the responsibilities and duties set forth in this Charter taking into account the independence

factors set forth in the applicable rules of the SEC and NASDAQ prior to selecting and receiving advice from such consultants and advisors.

- The Committee shall make regular reports to the Board.
- The Committee shall review and reassess the adequacy of this Charter periodically and recommend any proposed changes to the Board for approval.
- The Committee shall annually review its own performance.
- The Committee shall perform such other functions as assigned by law, the Company's certificate of incorporation or bylaws or the Board.

With respect to its nominating and governance functions, the Committee shall have the full delegated authority of the Board to carry out the following:

- The Committee shall evaluate the current composition, organization and governance of the Board and its committees, determine future requirements and make recommendations to the Board for approval.
- The Committee shall recommend for approval by the Board on an annual basis desired qualifications and characteristics for Board membership and conduct searches for potential Board members with corresponding attributes. The Committee shall then evaluate and propose nominees for election to the Board. The Committee shall consider stockholder nominees for election to the Board. In performing these tasks the Committee shall have the authority to retain and terminate any search firm to be used to identify director candidates.
- The Committee shall evaluate the performance of and, if appropriate, recommend termination of particular directors in accordance with the Board's governance principles, for cause or for other appropriate reasons.
- The Committee shall evaluate and make recommendations to the Board concerning the appointment of directors to Board committees and the selection of Board committee chairs.
- The Committee shall review and recommend the Board compensation programs for outside directors.
- The Committee shall develop and recommend to the Board a set of corporate governance principles applicable to the Company.
- The Committee shall periodically review and oversee the Company's Insider Trading Policy and Code of Ethics and Conduct and shall have the authority to approve amendments thereto.
- The Committee shall oversee the Board performance evaluation process, including, if appropriate, conducting surveys of director observations, suggestions and preferences.
- The Committee shall evaluate and make recommendations to the Board regarding stockholder proposals submitted to the Company for inclusion in the Company's proxy statement.

- The Committee shall make regular reports to the Board.
- The Committee shall review and reassess the adequacy and scope of this Charter periodically and recommend any proposed changes to the Board for approval.
- The Committee shall annually review its own performance.
- The Committee shall have authority to obtain advice and assistance from internal or external legal or other advisors.
- The Committee shall perform such other functions as assigned by law, the Company's certificate of incorporation or bylaws or the Board.

OPERATIONS

The Committee will set its own schedule of meetings, with the option of holding additional meetings at such times as it deems necessary. The Committee will maintain written minutes of its meetings, which minutes will be filed with the minutes of the meetings of the Board. A majority of the members of the Committee shall constitute a quorum for the transaction of business. The Committee may act only upon approval of a majority of its members. The action of the Committee at a meeting at which a quorum is present shall be the act of the Committee. The Committee may act in writing by the unanimous consent of its members.

The Committee may invite the Lead Director, if any, Chairman of the Board, if any, the Chief Executive Officer or others to attend all or a portion of its meetings. The Committee shall have the opportunity at each regularly scheduled meeting to meet in executive session without the presence of management.

The Committee may, in its sole discretion, retain and terminate, as appropriate, any compensation consultant, outside legal or other advisors to advise or assist the Committee in the performance of any of the responsibilities and duties set forth in this Charter, taking into account the independence factors set forth in the applicable rules of the SEC and NASDAQ prior to selecting and receiving advice from such consultants and advisors. The Committee will be directly responsible for the appointment, compensation and oversight of any consultants and advisors retained by the Committee, including having sole authority to approve related fees and retention terms for such consultants and advisors. The Company will provide the Committee with appropriate funding, as such Committee determines, for the payment of compensation to any compensation consultant, outside legal or other advisors as the Committee deems appropriate, and administrative expenses of the Committee that are necessary or appropriate in carrying out its duties.

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. The Committee shall not delegate to a subcommittee any power or authority required by agreement, law, regulation or listing standard to be exercised by the Committee as a whole.