

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

(As amended and restated August 6, 2018)

**PURPOSE**

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

- assist the Board in providing oversight of the Company’s compensation policies, plans and benefits programs and overall compensation philosophy;
- assist the Board in discharging the Board’s responsibilities relating to oversight and approval 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”) (collectively, the “Executive Officers”)); and
- administer the Company’s equity compensation plans, including the granting of equity awards pursuant to such plans or outside of such plans.

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; and
- any additional criteria required by applicable law, the rules, and regulations of the U.S. Securities and Exchange Commission (the “SEC”) or the securities exchange on which the Company’s securities are listed or such qualifications as are established by the Board from time to time.

The Board may designate one member of the Committee as its chair. In the absence of that designation, the Committee may designate a chair by majority vote of the members of the Committee

## **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, as well as such other functions as are consistent with the Committee’s purpose and applicable law, rules and regulations and as the Board may request:

- 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.
- Review at least annually and approve, or make recommendations for approval by the independent members of the Board regarding, the CEO’s (1) annual base salary, (2) 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.
- Review at least annually and approve, or make recommendations for approval by the independent members of the Board regarding, items (1) through (6) in the previous bullet for the other Executive Officers. In evaluating and determining compensation for the CEO and other Executive Officers, the Committee shall consider the results of the most recent

stockholder advisory vote on executive compensation required by Section 14A of the Exchange Act (a “Say-on-Pay Vote”), if such vote is required or such vote is voluntarily sought by the Company.

- 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 equity-based or equity-linked awards 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 equity-based or equity-linked awards; 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 with respect to, adopting, amending or terminating such plans, including approving changes in the number of shares reserved for issuance thereunder, subject to obtaining any required stockholder approval. If the Board has authorized any other committees of the Board or 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.
- 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.
- 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.
- Review at least annually 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.
- 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.
- 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.
- Review and recommend to the Board for approval the frequency with which the Company will conduct a 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.

- Make regular reports to the Board.
- Periodically review and reassess the adequacy of this Charter and recommend any proposed changes to the Board for approval.
- Review at least annually its own performance.
- 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:

- Evaluate the current composition, organization and governance of the Board and its committees, determine future requirements and make recommendations to the Board for approval.
- 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.
- 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.
- Evaluate and make recommendations to the Board concerning the appointment of directors to Board committees and the selection of Board committee chairs.
- Review and recommend the Board compensation programs for outside directors.
- Develop and recommend to the Board a set of corporate governance principles applicable to the Company.
- 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.
- Oversee the Board performance evaluation process, including, if appropriate, conducting surveys of director observations, suggestions and preferences.
- Evaluate and make recommendations to the Board regarding stockholder proposals submitted to the Company for inclusion in the Company's proxy statement.
- Make regular reports to the Board.

- Review and reassess the adequacy and scope of this Charter periodically and recommend any proposed changes to the Board for approval.
- Annually review its own performance.
- Obtain advice and assistance from internal or external legal or other advisors as it deems appropriate.
- 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 will 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 will 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. No employee of the Company may be present during portions of any meeting during which his or her performance and compensation are being deliberated and determined. 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, and may take 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 retain, or receive advice from, any compensation consultant, outside legal or other advisor it prefers, including advisors that are not independent, after considering the requisite independence factors. Notwithstanding the foregoing, 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.

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. If designated, any subcommittee will establish its own schedule and maintain written minutes of its meetings, which minutes will be filed with the minutes of the meetings of the Committee. 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.