



**Inogen, Inc.**

**GLOBAL ANTI-CORRUPTION POLICY**

(Adopted on June 29, 2017; last amended and restated on April 28, 2021)

Inogen, Inc. ("**Inogen**" or the "**Company**") is dedicated to fostering and maintaining the highest ethical standards. Bribery and corruption are prohibited under the laws of the many of countries in which Inogen does business, including the United States Foreign Corrupt Practices Act of 1977, as amended (the "**FCPA**"), United Kingdom Bribery Act of 2010 (the "**Bribery Act**"), United States Travel Act, the OECD Anti-Bribery Convention, Title 18 United States Code section 201, and any other applicable anti-corruption or anti-bribery laws (collectively referred to as the "**Anti-Corruption Laws**"). It is the policy of the Company to fully comply with both the letter and spirit of the Anti-Corruption Laws.

The purpose of this Global Anti-Corruption Policy (this "**Policy**") is to describe the practices and procedures that the Company's and its subsidiaries' officers, directors and employees ("**team members**"), as well as their distributors, consultants, agents, contractors, vendors, business partners, and any other third party representatives acting on the Company's behalf ("**Third Party Representatives**") must follow to ensure that the Company's practices meet or exceed all applicable legal and ethical standards. This Policy applies to all Company team members and Third Party Representatives no matter their location in the world.

This Policy will be implemented and overseen by the Company's Chief Financial Officer. The Company will require annual certifications from all team members certifying that they have read and understand this Policy. You also should review the Company's Code of Conduct. The Company does not expect its officers, directors, team members, and Third Party Representatives to become experts in compliance with the Anti-Corruption Laws. However, the Company expects and requires all those subject to its governance to seek guidance regarding any conduct that may violate the Anti-Corruption Laws. Please consult with the Chief Financial Officer should you have any questions.

**Anti-Corruption Laws**

The FCPA, Bribery Act, U.S. Travel Act, Title 18 U.S.C. section 201 and the laws and regulations of many other countries prohibit the corruption/bribery of public officials and bribery of private individuals. A bribe is any offer, promise, authorization, or payment of **anything of value** to an individual to improperly influence that individual in any way, such as to (mis)use their official position, obtain or retain business, direct business to another person, secure any advantage, or to violate an expectation that the individual will act in good faith, impartially, or in accordance with a position of trust or its duty. Bribes can be anything of value to an individual, including entertainment and gifts, as well as money, no matter what the value. Bribes can occur in the public and private sectors. In order to be legitimate, all provisions to public officials and private persons must be reasonable in value (not lavish or excessive), provided openly and transparently, and comply with local anti-corruption and anti-bribery laws.

Under the FCPA, nothing of value may be offered, promised, authorized, or made to any "Foreign Official" for the purpose of influencing a government act or refrain from acting or otherwise obtaining or retaining business, directing business to any person, or securing any advantage. The term "Foreign Official" is interpreted broadly and includes, but is not limited to: (1) any employee, director, or officer of a foreign or domestic government or any department, agency, or instrumentality of a government; (2) a state-owned or



controlled entity, including, in many countries, sovereign wealth funds, telecom, health care, and educational institution employees; (3) a public international organization, such as the Red Cross or World Bank; (4) any person acting in an official capacity for or on behalf of such governmental bodies or public organizations, including entities hired to review and accept bids for a government agency; and (5) foreign or domestic political parties, candidates for political office, and members of royal families. Other laws, including the Bribery Act, also prohibit bribes to Foreign Officials. Employees should contact the Chief Financial Officer with questions regarding who may qualify as a Foreign Official.

Likewise, under Title 18 U.S.C. section 201, nothing of value may be offered, authorized, promised, or made to any U.S. "public official" in exchange for influencing an official government act (*i.e.*, no *quid pro quo*). "Public Officials" include U.S. federal officials that hold a position of public trust with federal official responsibilities but also may include state government officials. As noted below, you should seek guidance from the Legal Department prior to providing anything of value to a Foreign or U.S. Public Official.

Lastly, the U.S. Travel Act and Bribery Act and other laws also prohibit offering, giving, or promising a bribe to any individual, whether or not a foreign or domestic public official, for an improper purpose or to influence the performance of a relevant function or activity, including any activity connected with a business, trade or profession, or any activity associated with their employment. Such "commercial bribery" has increasingly been a focus of enforcement in many countries, including the U.S. and U.K. Actions that may violate the FCPA, U.S. Travel Act, or Bribery Act may also violate other laws in the countries where the Company does business, including state, local, and municipal laws, as well as conspiracy, mail and wire fraud laws.

**Bribery of anybody, whether or not a Foreign or Public Official, is therefore illegal and strictly prohibited by the Company's policies and the Anti-Corruption Laws.**

### **Facilitating Payments**

Some anti-corruption and anti-bribery laws permit small payments to be made to low-level government officials. However, because most anti-corruption and anti-bribery laws, such as the Bribery Act and OECD Anti-Bribery Convention outlaw these payments, **it is against Company policy to make facilitating payments** (unless the health or safety of an employee is at risk). If you have any question whether a payment qualifies as a facilitating payment or whether an exception may be granted from this Policy to make a facilitating payment, contact the Chief Financial Officer.

### **Permissible Payments and Provisions**

The Anti-Corruption Laws permit companies, including Inogen, to provide certain types of entertainment, meals, gifts, and travel to Foreign or Public Officials provided that such entertainment and travel expenses are: (a) bona fide and related to a legitimate business purpose (*i.e.*, not provided to induce the official to act or to refrain from acting in the performance of his office, to obtain or retain business or to gain an improper advantage); (b) reasonable in amount; (c) legal under the written laws of the foreign official's home country; (d) not in the form of cash; and (e) properly booked in the Company's books and records. For example, legitimate business purposes are to educate, promote, or explain the Company's products or services or to provide training or educational information to customers. As noted below, **all provisions to Foreign or Public Officials must be pre-approved**, in writing, by the Chief Financial Officer and a manager one level above the person making the payment, including the local manager of the subsidiary or foreign branch.



Team members may provide modest meals, gifts, travel, and entertainment to private persons provided the value is reasonable (not lavish or excessive), taking into account local standards, is in good taste, related to a legitimate business purpose, in accordance with the Code of Conduct, and properly booked in the Company's books and records. As noted in the Code of Conduct, **you must obtain pre-approval** from the Chief Financial Officer and a manager one level above the person making the payment, including the local manager of the subsidiary or foreign branch, for any expenditure on a private person that is in excess of \$250 or the local equivalent.

Some of our suppliers, vendors, and other business partners may occasionally give small gifts to Team Members. It is important that these gifts do not affect your business judgment or give the appearance that your judgment may be affected. Team Members may accept gifts if they:

- Are reasonable (not lavish or extravagant);
- Are not cash or cash equivalents;
- Do not create the appearance or an implied obligation that the gift giver is entitled to preferential treatment, an award of business, or better pricing; and
- Are valued at \$200 or less. Receiving gifts more than \$200 requires pre-approval from the Chief Financial Officer and a manager one level above the Team Member accepting the gift. In situations where you might not be able to obtain approval before accepting a gift, you must report the gift as soon as practicable after you receive it. In addition, Team Members may not accept multiple gifts from the same entity or individual with a cumulative value of more than \$250 in a calendar year.

### **Third Party Representatives**

The Company violates anti-bribery laws if it authorizes a Third Party Representative, such as a consultant, agent, contractor, reseller, joint venture partner or any other intermediary, to engage in a forbidden bribe on its behalf. In addition, the Company can be held liable if it disregards or ignores signs (also known as "red flags," as discussed below) that should have alerted the Company that a Third Party Representative intended to make an illegal bribe on its behalf. Under the FCPA, firm belief that the Third Party Representative will pass through all or part of the value received from the Company to a government official, or an awareness of facts that create a "high probability" of such a pass-through, also constitute knowledge under this law. As such, Third Party Representatives should be investigated, also known as conducting due diligence, prior to their engagement with the Company to ensure their commitment to compliance with the Anti-Corruption Laws.

**Team members should conduct risk-based due diligence on Third Party Representatives prior to their engagement.** Risk-based due diligence is the investigation or vetting of a Third Party Representative based on the particular risks presented by such third party. Before entering into, or renewing an agreement with, or compensating a Third Party Representative, employees should perform an analysis of that party's reputation for, and history of, legal compliance, particularly with respect to the Anti-Corruption



Laws. Before engaging a Third Party Representative, request and obtain a copy of their Anti-Corruption Laws Compliance Policy and Code of Conduct (if any) and contact information for the person responsible for their Anti-Corruption Laws compliance program. The Third Party Representative's qualifications should be determined and documented through credible reference checks and employees should consult the Chief Financial Officer should they have any questions on such a process.

Company personnel should be particularly alert to any "red flags" that may be encountered during due diligence or in transactions with Third Party Representatives. "Red flags," as discussed in more detail below, can arise with any third party involved with the Company's foreign business operations, but arise more frequently in dealings with joint venture partners and foreign agents (such as promoters, sales agents, distributors, resellers, or consultants). **The basic rule is simple: a red flag cannot be ignored, it must be addressed.**

"Red flags" can arise at any stage of a transaction – during due diligence, during contract negotiations, in the course of operations, or at renewal or termination. "Red flags" that do not present serious issues at one stage of a transaction or relationship may pose significant liability risks when they appear at a different stage or in combination with a different overall set of facts. Thus, the significance of "red flags" must be considered in context rather than in isolation. All "red flags" must immediately be investigated and appropriately addressed. If you become aware of facts that may be "red flags" but are not sure how to respond to them, you should immediately contact the Chief Financial Officer.

The following are some "red flags" that frequently arise with Third Party Representatives involved in non-U.S. operations:

- A reference check reveals the Third Party Representative's flawed background or reputation;
- The transaction involves a country known for corrupt payments;
- The Third Party Representative is suggested by a government official, particularly one with discretionary authority over the business at issue;
- The Third Party Representative objects to Anti-Corruption Law representations in Company agreements;
- The Third Party Representative has a close personal or family relationship, or a business relationship, with a government official or relative of an official;
- The Third Party Representative requests unusual contract terms or payment arrangements that raise local law issues, such as payment in cash, payment in another country's currency, or payment in a third country;
- The Third Party Representative requires that his or her identity or, if the third party is a company, the identity of the company's owners, principals or employees, not be disclosed;
- The Third Party Representative's commission exceeds the "going rate" or must be paid in cash;



- The Third Party Representative indicates that a particular amount of money is needed in order to “get the business” or “make the necessary arrangements” or because “you know how business is done”;
- The Third Party Representative requests that the Company prepare or accept false invoices or any other type of false documentation; or
- The Third Party Representative requests payment in a third country (*i.e.*, not where services are rendered, or where the third party resides), or to an account in another party’s name.

After due diligence is completed and any risks are mitigated, the Third Party Representative’s relationship with the Company must be memorialized by a written contract and such contract must contain appropriate Compliance with Anti-Corruption Laws language. The Company should, where appropriate, obtain periodic Anti-Corruption Laws certifications from Third Party Representatives.

### **Employee Onboarding**

Hiring decisions could pose corruption risks, particularly if the Company selects a candidate at the request of a Foreign or Public Official. As a result, the Company will conduct risk-based due diligence on potential new hires. As part of the Company’s employee onboarding process, potential new hires will:

- Be vetted and approved through an anti-corruption due diligence process as prescribed by the Human Resources Department and the Legal Department, which may, for example, require additional scrutiny of prospective employees who have immediate family members or close personal relationships with individuals who are Foreign Officials, Public Officials, or otherwise affiliated with any of the Company’s significant commercial partners;
- Certify that they will comply with the Anti-Corruption Laws and this Policy; and
- Disclose whether they, any members of their immediate families, or close personal friends are or were Foreign Officials, Public Officials, or otherwise affiliated with any of the Company’s significant commercial partners.

### **Political Contributions**

The Company reserves the right to communicate its position on important issues to elected representatives and other government officials. It is, however, always the Company’s policy to comply fully with all local state, federal, foreign, and other applicable laws, rules, or regulations regarding political contributions. No Company funds, facilities, or services of any kind may be paid or furnished to any Foreign or Public Official, including any candidate or prospective candidate for public office, to any political party, or to any political initiative, referendum, or other form of political campaign support, unless explicitly permitted by applicable laws and pre-approved in writing by the Chief Financial Officer. All political contributions should be accurately recorded in the Company’s books and records.

### **Charitable Contributions**



The Company is committed to improving and promoting the interests of the communities in which it conducts business operations. Those working on the Company's behalf may provide charitable donations only to not-for-profit *bona fide* charitable organizations. However, no charitable donation may be made for the purpose of inducing any individual or entity to purchase, lease, recommend, use, or arrange for the purchase or lease of a Company product or service. Prior approval of the Chief Financial Officer must be obtained before any charitable donation is made. All charitable donations should be accurately recorded in the Company's books and records.

### **Books and Records and Internal Control Violations**

This Policy requires Inogen to keep books and records which: (1) have reasonable detail; (2) accurately and fairly reflect transactions and the disposition of assets; and (3) are not false. In addition, this Policy requires that the Company keep a system of internal controls that provide reasonable assurances that transactions: (1) occur only as permitted by the Company's policies and procedures; and (2) are accurately recorded in the Company's books and records. As such, all team members (not just those working in finance) must assure that the Company's books and records are accurate and must never create, submit, authorize, or otherwise permit false or fictitious documents to be incorporated into the Company's books and records. All Company funds must be properly accounted for and no side, off-the-books, or "slush funds" may be maintained by the Company or its team members. All team members are responsible for compliance with books and records and internal controls laws, not just those working in the finance department.

All records relating to Anti-Corruption Laws compliance matters must be maintained for a minimum of five years by the Accounting or Legal Department, and diligent efforts should be used to maintain original documents.

### **Penalties**

Violations of the Anti-Corruption Laws can result in severe criminal and civil penalties for both the Company and the individuals involved, including imprisonment, forfeiture of profits, and significant fines. In addition, bribery is always a violation of the Company's policies and will result in disciplinary action, up to and including termination of employment.

### **The Company's Policy**

To ensure compliance with the Anti-Corruption Laws, it is the policy of the Company that:

- (1) The use of Company funds or assets for any unlawful or improper purpose is strictly prohibited.
- (2) No payment or other thing of value shall be offered, promised, authorized, or given to any Foreign or Public Official or other individual for the purpose of obtaining or retaining business, obtaining favorable action by a government agency/department/entity, securing any advantage, directing business to any person, or inducing that individual to violate an expectation that the individual will act in good faith, impartially, (mis)use an official position, or in accordance with a position of trust or its duty:
  - a. All gifts, entertainment, meals, Company-sponsored travel, or other things of value provided to any person must be (a) *bona fide* and related to a legitimate business purpose (*i.e.*, not



provided to induce a public official to act or to refrain from acting in the performance of his office, to obtain or retain business or to gain an improper advantage); (b) reasonable in amount, taking into account local standards; (c) legal under the written laws of the Foreign Official's home country; (d) consistent with the Company's Code of Ethics and Conduct; (e) not in the form of cash; and (f) properly booked in the Company's books and records;

- b. All gifts, entertainment, meals, Company-sponsored travel, or other things of value provided to a Foreign or Public Official must be pre-approved in writing by the Chief Financial Officer;
  - c. All gifts, entertainment, meals, Company-sponsored travel, or other things of value provided to private persons do not require prior approval from the Chief Financial Officer unless the total value of the provisions is more than \$250 or the local equivalent. If over \$250, pre-approval from the Chief Financial Officer and notification are required; and
  - d. Facilitating payments are prohibited.
- (3) The offer, payment, authorization, or promise to transfer in the future any Company funds, assets, gifts, or anything else of value to any Foreign or Public Official or other individual is **strictly prohibited** for the purpose of influencing any act or decision of any such person in his or her official capacity or to induce improper performance of any relevant function or activity.
  - (4) The retention of Third Party Representatives, such as consultants, agents, contractors, distributors, resellers, joint venture partners or any other intermediary, who may be reasonably expected to represent or act on behalf of the Company in non-U.S. jurisdictions, should occur after risk-based due diligence has been conducted and any "red flags" have been addressed by the Chief Financial Officer.
  - (5) Contracts with Third Party Representatives must contain appropriate Anti-Corruption Laws representations and warranties.
  - (6) All records must truly reflect the transactions they record. All assets and liabilities shall be recorded in the regular books of account. No undisclosed or unrecorded fund or asset shall be established for any purpose. No false or artificial entries shall be made in the books and records for any reason. No payment shall be approved or made with the intention or understanding that any part of such payment is to be used for any purpose other than that described by the document supporting the payment.
  - (7) Any employee who learns of or suspects a violation of this Policy should promptly report the matter according to the guidelines under "Reporting Violations or Potential Violations of this Policy" below. All managers shall be responsible for the enforcement of and compliance with this Policy.
  - (8) Relevant team members will receive anti-corruption training on a regular basis, as appropriate; and
  - (9) A violation of this Policy will lead to disciplinary action, up to and including termination of employment.





### **Reporting Violations or Potential Violations of this Policy**

All managers shall be responsible and accountable for the enforcement of and compliance with this Policy and the Anti-Corruption Laws, including the necessary distribution of the policy to ensure all employees are knowledgeable and compliant. If an individual suspects or becomes aware of any action related to bribery, recordkeeping or internal controls that he or she believes may be illegal, unethical or inappropriate, or otherwise in violation of this Policy, the person should immediately report the situation to the Chief Financial Officer. Any manager or Human Resources representative who receives a report of a potential violation of this Policy or the law must immediately inform the Chief Financial Officer. If for any reason an individual is uncomfortable discussing the matter with the Chief Financial Officer, he or she may raise the matter via the Company's hotline as outlined in the Code of Ethics and Conduct which is available at the Company's website, breakroom poster board and Intalex training. Any reporting individual may also raise the report/concern directly with the Audit Committee by sending a letter to the Chairman of the Audit Committee, c/o Inogen, Inc. 301 Coromar Drive, Goleta, California 93117, USA or email to: [INGN@openboard.info](mailto:INGN@openboard.info), which will be delivered directly to members of the Audit Committee.

The Company will not permit retaliation of any kind against anyone who makes a report or complaint in good faith with a reasonable basis for believing that a violation of this Policy or other illegal, unethical or inappropriate conduct has occurred. The Company encourages and highly values such good faith reporting of potential conduct that may violate Anti-Corruption Laws or related laws or regulations.





**Acknowledgment and Certification of Compliance**

I acknowledge that I have received a copy of Inogen's *Anti-Corruption Policy* and hereby certify that I have read and understood it, and am in compliance with the *Global Anticorruption Policy*, including all particulars set forth therein.

I understand that it is my responsibility to comply with the *Global Anti-Corruption Policy*, as well as related internal guidelines and policies, and external legal and regulatory requirements, and that my compliance is a term and condition of my continued employment.

I have no knowledge of any questionable payment paid or received, or of any undisclosed funds, or any other prohibited conduct referred to in the *Global Anti-Corruption Policy*.

To the best of my knowledge, the employees who report to me whose responsibilities are such that they could violate this Policy are familiar with the *Global Anti-Corruption Policy* and they have complied with it.

I agree that, if in event I know or suspect a violation of *Global Anti-Corruption Policy*, I will report that violation in accordance with the procedures provided for in this Policy.

To the best of my knowledge, the operating unit/subsidiary of the Company where I work maintains appropriate accounting records and internal accounting control systems so as to permit the preparation of fair and accurate reports in order to reasonably ensure accountability for the Company's activities and assets.

I understand that a false, misleading or incomplete statement in this Certificate or a violation of this Policy may be grounds for immediate dismissal.

Signed: \_\_\_\_\_

Printed name: \_\_\_\_\_

Date: \_\_\_\_\_