

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

(Adopted October 1, 2020)

PURPOSE

The purpose of the 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 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;
- oversee the evaluation of the Board and management; and
- assist management in organizing appropriate orientation for new directors.

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 LLC (“NASDAQ”) Market Place Rules and the SEC; as determined by the Board after consideration of all factors determined to be relevant under the rules and regulations of NASDAQ and the SEC; and
- any additional criteria required by applicable law, the rules, and regulations of 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

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:

- Evaluate the current composition, organization and governance of the Board and its committees, determine future requirements and make recommendations to the Board for approval.
- Evaluate the "independence" of directors and director nominees against the independence requirements of NASDAQ, applicable rules and regulations of the SEC and other applicable laws.
- 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.
- Conduct a periodic review of the Company's succession planning process for members of the Company's executive management team, report its findings and recommendations to the Board and assist the Board in evaluating potential successors to members of the Company's executive management team.
- 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.
- Oversee the Company's director orientation and continuing education, including making recommendations for continuing education of Board members and evaluating the participation of members of the Board in accordance with applicable listing standards.
- Develop and recommend to the Board a set of corporate governance principles applicable to the Company and at least annually review the corporate governance principles and their application.
- 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; consider questions of possible conflicts of interest of Board members and other corporate officers; review actual and potential conflicts of interest of Board members and corporate officers, other than related party transactions reviewed by the Audit Committee, and approve or prohibit any involvement of such persons in matters that may involve a conflict of interest or taking of a corporate opportunity.

- 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.
- Review and discuss with management disclosure of the Company’s corporate governance practices, including information regarding the operations of the Committee and other Board committees, director independence and the director nominations process, including review of annual director and officer questionnaires prepared by management and completed by the Company’s directors and officers, and recommend disclosure to be included in the Company’s proxy statement or annual report on Form 10-K, as applicable.
- Assist the Board in overseeing the Company’s Environmental, Social and Governance (“ESG”) programs and the Company’s disclosures and communications with stockholders regarding ESG matters.
- 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. The Company shall make a copy of this charter publicly available on its website, and shall disclose how to access this charter in its proxy statement.
- 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 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. The Committee shall have the opportunity at each regularly scheduled meeting to meet in executive session without the presence of management.

The Committee is authorized to engage independent legal counsel, search firms, and other advisors as it determines necessary to carry out its duties. The Company must provide appropriate funding, as determined by the Committee, for the payment of compensation to any advisors engaged by the

Committee pursuant to this Section. The Committee will have the sole authority to retain and terminate any search firm to be used to identify director candidates, including the sole authority to approve the search firm's fees and other retention terms.

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.