

**CHARTER FOR THE
COMPLIANCE COMMITTEE
OF THE BOARD OF DIRECTORS OF
INOGEN, INC.**

(Adopted July 28, 2021)

PURPOSE

The purpose of the Compliance Committee (the “Committee”) of the Board of Directors (the “Board”) of Inogen, Inc. (the “Company”) shall be to:

- oversee the Company’s compliance with healthcare legal and regulatory requirements, and other legal and regulatory requirements not overseen by the Audit Committee;
- oversee the Company’s compliance programs in these areas;
- provide an avenue of communication among management, those persons responsible for internal compliance functions in these areas, and the Board;
- oversee corporate responsibility matters of the Company not overseen by the Audit Committee

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:

1. General oversight of the Company’s compliance with legal and regulatory requirements related to healthcare and other matters outside financial matters that are subject to the oversight of the Audit Committee (*e.g.*, accounting, auditing, financial reporting, internal control over financial reporting, securities law matters and investor disclosures). The legal and regulatory requirements over which the

Committee has compliance oversight include, without limitation, federal and state laws and regulations relating to healthcare operations, such as: those administered by the U.S. Food and Drug Administration, the Office of the Inspector General for the U.S. Department of Health and Human Services, the U.S. Federal Trade Commission and comparable governmental authorities and regulatory bodies; anti-kickback, anti-inducement and other fraud and abuse laws; false claims laws; the Health Insurance Portability and Accountability Act of 1996 and the Health Information Technology for Economic and Clinical Health Act; federal Open Payments Program requirements; and consumer protection and unfair competition laws.

2. General oversight of the Company's compliance with requirements relating to health care sales, marketing and reimbursement by Medicare and other third party payors.
3. General oversight of the Company's quality management system ("QMS"), including the adequacy and effectiveness of the QMS and significant activities undertaken by the Company associated with the QMS.
4. General oversight of applicable federal, state and international compliance and licensure requirements relating to home medical equipment sales.
5. General oversight of the Company's supplier and manufacturing controls and monitoring.
6. General oversight of the Company's compliance training and education programs for employees and other service providers.
7. General oversight of the Company's marketing compliance measures.
8. Meet regularly with the Company's compliance officer(s) to discuss the Company's compliance programs and to receive an update on compliance activities and initiatives.
9. Make regular reports to the Board.
10. 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.
11. Annually review its own performance.
12. Obtain advice and assistance from internal or external legal or other advisors as it deems appropriate.
13. 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 through the year, 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 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, or for other activities appropriately conducted or authorized by the Committee.

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.