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## **INVACARE CORPORATION**

### **Charter of the Nominating and Governance Committee of the Board of Directors**

(As Adopted May 15, 2014)

#### **Mission**

The Nominating and Governance Committee (the “Committee”) shall assist the Board of Directors (the “Board”) of Invacare Corporation (the “Company”) (i) in identifying individuals qualified to become board members and shall recommend, along with the Lead Director, that the Board select the director nominees to be elected at the annual meeting of shareholders, and (ii) on all matters relating to corporate governance of the Company, including, but not limited to, the development and implementation of the Company’s corporate governance policies and guidelines.

#### **Membership**

The Committee members shall be appointed by the Board. The Committee shall be comprised of at least three (3) members. Each member of the Committee shall meet the then-applicable New York Stock Exchange independence requirements, subject to any applicable transition periods, and other relevant laws, rules or regulations, in each case, when, as and to the extent applicable to the Company.

The Committee members shall serve at the pleasure of the Board, until they resign, are replaced or until their successors are elected. A Committee Chairperson shall be elected annually by the Board. A quorum shall consist of a majority of the members of the Committee.

#### **Meetings**

The Committee shall meet as often as it determines to be necessary or appropriate. The Chairperson shall preside at each meeting and, in the absence of the Chairperson, one of the other members of the Committee shall be designated as the acting chair of the meeting.

All meetings of the Committee shall be held pursuant to the Code of Regulations of the Company with regard to notice and waiver thereof, and written minutes of each meeting, in the form approved by the Committee or its Chairperson, shall be duly filed in the Company records. Members of the Committee may participate in any meeting of the Committee by means of telephone conference or similar communications equipment by which all persons participating in the meeting can hear each other.

Any action which may be taken at a meeting of the Committee may be taken without a meeting if authorized by a writing or writings signed unanimously by all of the members of the Committee. The Committee may request any officer of the Company, or any representative of the Company's advisors, to attend all or a portion of any Committee meeting or to meet with any member or representative of the Committee.

## **Responsibilities and Authority**

### ***Nominating Responsibilities and Authority***

1. The Committee shall identify, review, evaluate and recommend individual candidates to the Board to become Board members and shall consider management and shareholder recommendations for director candidates. The Lead Director shall also interview all Board candidates and make recommendations to the Nominating Committee and the Board. In recommending candidates, the Committee shall consider such factors as it deems appropriate and shall recommend nominees who have the qualifications attached hereto on Exhibit A.

2. The Committee shall establish policies and procedures, as currently in effect on Exhibit B, with regard to the consideration of shareholder recommended director candidates and the process by which the Committee identifies and evaluates director candidates.

3. The Committee shall evaluate whether an incumbent director should be nominated for reelection to the Board upon expiration of such director's term. The Committee shall use the same factors established for new director candidates to make its evaluation and shall also take into account the incumbent director's value as a Board member.

### ***Governance Responsibilities and Authority***

1. The Committee shall review annually the Board's committee structure and recommend to the Board for its approval directors to serve on each of the Board's committees. The Committee also shall recommend additional directors to serve as committee members when necessary to fill vacancies. The Committee shall consult with the Chairperson of the Board on all such recommendations.

2. The Committee shall develop and recommend to the Board for its approval Corporate Governance Guidelines for the Company. Thereafter, the Committee shall periodically review and assess the adequacy of the Company's Corporate Governance Guidelines and recommend to the Board such changes to such Guidelines as it may consider desirable or necessary.

3. The Committee may assist the Audit Committee with respect to any matters brought to its attention relating to the integrity of management and of Directors. In connection with these reviews, the Committee may meet, as appropriate, with the general counsel and other company officers and employees.

4. The Committee shall develop and recommend to the Board for its approval an annual self-evaluation process for the entire Board and each of its committees. The Committee

shall coordinate that such annual self-evaluations shall be conducted for the Board and each of its committees.

5. The Committee shall make recommendations regarding director orientation programs and shall consider continuing education opportunities for directors to the extent appropriate.

6. The Committee shall have the authority to:

- (a) review and provide guidance on shareholder proposals,
- (b) review and provide comments on those portions of the Company's annual proxy statement that are within the jurisdiction of the Committee, and
- (c) provide oversight review and guidance in respect of the Company's Directors' and Officers' Liability Insurance Program.

***General Responsibilities and Authority***

1. The Committee shall have the authority to delegate any of its responsibilities to subcommittees as the Committee may deem appropriate in its sole discretion.

2. The Committee shall have the authority, without seeking approval from the Board, to retain and authorize the compensation of (including setting reasonable fees and other retention terms) special consultants, legal, accounting or other advisors, including search firms to assist in the identification of director candidates, as it deems necessary, to assist in fulfilling its responsibilities and discharging its duties.

3. The Committee periodically shall review and assess the adequacy of this Charter and recommend any appropriate changes to this Charter to the Board.

4. The Committee shall report regularly to the Board concerning its activities.

5. The Committee shall annually review and evaluate its own performance in carrying out its responsibilities hereunder.

## **Exhibit A**

- Each director should have a desire to represent the best interests of the shareholders;
- Each director should be committed to the mission and success of the Company as well as have an ability to work compatibly with the Board of Directors and senior management;
- Each director should have a history of achievements and have the highest ethical standards, values and integrity;
- Each director should have a range of experience and knowledge, which is of particular relevance to the Company, obtained through a director or senior executive position, through an academic, scientific or government position, or through diverse and unique life experiences;
- Each director should have the ability and willingness to commit and devote the necessary time and energy to the diligent performance of his or her duties, including preparing for, attending and participating in Board meetings and one or more standing committees of the Board; and
- Each director should have knowledge of corporate governance issues and the role of boards of public companies.

## **Exhibit B**

### **Director Nomination Policy and Procedures (Effective March 11, 2004) (Reaffirmed March 15, 2014)**

#### **Policy**

The Nominating and Governance Committee (the “Committee”) of Invacare Corporation (the “Company”) seeks to identify, evaluate and recommend candidates for membership on the Company’s Board of Directors (the “Board”) that will contribute to the collective level of knowledge, experience and skill of the entire Board. Taking into account the Board’s need to fill a vacancy or desire to expand the size of the Board, the Committee will consider candidates submitted or suggested by the Committee’s members, the Chairman of the Board, other Board members, senior management, and shareholders.

#### **Procedures**

##### ***Identification***

The Committee will seek candidates for an open Director position by soliciting suggestions from Committee members, the Chairman of the Board, incumbent Directors, senior management or others. The Committee also may retain a third-party executive search firm to identify candidates from time to time. Additionally, the Committee will consider any unsolicited recommendation for a potential candidate to the Board from Committee members, the Chairman of the Board, other Board members, management and shareholders. The Committee will accept shareholder recommendations regarding potential candidates for the Board, provided that shareholders send their recommendations to the Chairperson of the Committee with the following information:

- The name and contact information for the candidate;
- A brief biographical description of the candidate, including his or her employment for at least the last five years, educational history, and a statement that describes the candidate’s qualifications to serve as a Director;
- A statement describing any relationship between the candidate and the nominating shareholder, and between the candidate and any employee, Director, customer, supplier, vendor or competitor of the Company;
- The candidate’s signed consent to be a candidate and to serve as a Director if nominated and elected, including being named in the Company’s proxy statement.

### ***Evaluation***

Once the Committee has identified a prospective candidate, the Committee makes a determination whether to conduct a full evaluation of the candidate. This initial determination is based primarily on the Board's need to fill a vacancy or desire to expand the size of the Board as well as the likelihood that the candidate can meet the Committee's evaluation criteria set forth below, as well as compliance with all other legal and regulatory requirements. The Committee will rely on public information about a candidate, personal knowledge of any Committee or Board member or member of management regarding the candidate, as well as any information submitted to the Committee by the person recommending a candidate for consideration. The Committee, after consultation with the Chairman of the Board, will decide whether additional consideration of the candidate is warranted.

If additional consideration is warranted, the Committee may request the candidate to complete a questionnaire that seeks additional information about the candidate's independence, qualifications, experience and other information that may assist the Committee in evaluating the candidate. The Committee may interview the candidate in person or by telephone and also may ask the candidate to meet with management of the Company. The Committee then evaluates the candidate against the standards and qualifications set out in Exhibit A to the Committee's charter. Additionally, the Committee shall consider other relevant factors as it deems appropriate (including independence, issues and familial or related party relationships).

Before nominating an existing Director for re-election at an annual meeting, the Committee will consider:

- The Director's value to the Board; and
- Whether the Director's re-election would be consistent with the Company's governance guidelines.

### ***Recommendation***

After completing the Committee's evaluation of new candidates or existing Directors whose term is expiring, if the Committee believes the candidate would be a valuable addition to the Board or the existing Director is a valued member of the Board, then the Committee will make a recommendation to the full Board that such candidate or existing Director should be nominated by the Board. The Board will be responsible for making the final determination regarding prospective nominees after considering the recommendation of the Committee.

### ***Disclosure***

The Company shall disclose and summarize the contents of this Director Nomination Policy and Procedures in its annual proxy statement related to the Company's Annual Meeting of Shareholders.