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INVACARE HOLDINGS CORPORATION

Charter of the Compensation, Nominating and Governance Committee of the Board of Directors

(As adopted May 5, 2023)

Mission

The Compensation, Nominating and Governance Committee (the “Committee”) shall assist the Board of Directors (the “Board”) of Invacare Holdings Corporation (the “Company”) in (i) overseeing the Company’s executive and incentive compensation programs, (ii) overseeing the Company’s executive succession plans and programs to meet the Company’s present and future talent needs, (iii) identifying and recommending qualified individuals to be nominated or appointed by the Board to serve as members of the Board, (iv) overseeing the Company’s committee and governance structure, and (v) assisting in all other 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 independence and composition requirements of the stock exchange on which the Company’s Common Stock is then listed, or if not so listed, of the Nasdaq Stock Market (“Nasdaq”), and other relevant laws, rules or regulations when, as and to the extent applicable to the Company. In addition, each member shall qualify as an “outside director” as such term is defined in Section 162(m) of the Internal Revenue Code of 1986, as amended, and the regulations promulgated thereunder or any successor provisions thereto, to the extent applicable to the Company, and as a “non-employee director” as such term is defined Section 16 of the Securities Exchange Act of 1934, as amended, and the rules and regulations promulgated thereunder, or any successor provisions thereto.

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 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 Bylaws 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 or video 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

While the Committee has the responsibilities and powers set forth in this Charter, these activities are set forth as a guide with the understanding that the Committee may diverge from this guide as it deems necessary or appropriate under the circumstances to the extent permitted by applicable laws, rules or regulations. Subject to the foregoing the Committee shall have the following authority and responsibilities:

Compensation.

1. To review and approve corporate goals and objectives relevant to the compensation of the Chief Executive Officer and the other employees designated as executive officers of the Company, including performance measures and goals for annual and long-term performance based incentives for executives and other incentive plan participants based on Company performance.
2. To conduct an annual evaluation of the Chief Executive Officer's performance and compensation. The evaluation should be based on criteria established by the Committee, including the corporate goals and objectives relevant to the compensation of the Chief Executive Officer.
3. To approve the annual compensation of the Chief Executive Officer, and the other employees designated as executive officers of the Company, including salary, bonus, incentive and equity compensation.
4. To grant and/or issue stock options, stock appreciation rights, restricted stock, performance stock or any other securities or derivatives permitted under the Company's equity compensation plans within the guidelines established by the Committee, in each case subject to the right of the Committee to delegate such authority pursuant to and in compliance with Section 157(c) of the Delaware General Corporation Law (as it may be amended from time to time, or any successor statute thereto).

5. To periodically review and advise the Board on the Company's existing incentive compensation and other stock-based plans and recommend changes in such plans as needed, including the implementation of any new stock option programs or other equity compensation programs that should be considered for implementation by the Company to promote the development and retention of executive officers and other key salaried employees.

6. To review and approve, or in its discretion recommend to the Board for its approval, any proposed contracts of employment, change in control agreements, severance arrangements or supplemental employee benefit programs with any or all elected executive officers of the Company.

7. To review and discuss with management an annual report on executive compensation and make recommendations to the Board regarding its inclusion in the Company's proxy statement, including the disclosure required by Item 407(e)(5) of Regulation S-K and other relevant laws, rules or regulations, in each case, when, as and to the extent applicable to the Company.

8. To review and make recommendations to the Board regarding director compensation and benefits on a periodic basis.

9. To review and make recommendations to the Board regarding whether and the extent to which the Company should adopt stock ownership guidelines for directors, the Chief Executive Officer and/or other senior executive officers, and if so recommended and adopted, monitor compliance with such guidelines.

10. To review and approve the proposals regarding the advisory vote on executive compensation to be included in the Company's proxy statements and to review and recommend to the Board for approval the frequency of the stockholder advisory vote on executive compensation.

11. To periodically conduct a risk assessment of the Company's compensation policies and practices to determine whether they create risks that are reasonably likely to have a material adverse effect on the Company.

12. To plan for the succession to the position of Chief Executive Officer. The Committee shall assist the Board in overseeing the Chief Executive Officer's development of succession plans for other senior executive positions. To provide assistance to the Committee, the Chief Executive Officer periodically shall provide the Committee with an assessment of the senior executives and their succession potential. The Chief Executive Officer also shall provide the Committee with an assessment of persons considered potential successors to certain senior executive positions, including a review of any development plans recommended for such individuals.

13. To retain or obtain, in its sole discretion, the advice of a compensation consultant, outside legal counsel and any other advisor to assist it in the performance of its duties, but only after taking into consideration factors relevant to the advisor's independence from management, including those specified in any stock exchange listing requirements, and other relevant laws, rules or regulations, in each case, when, as and to the extent applicable to the Company. The Committee shall be directly responsible for the appointment, compensation and oversight of the work of any

such advisor that has been retained by the Committee, and shall have sole authority to approve such advisor's fees and the other terms and conditions of such advisor's retention. The Committee also shall 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.

14. To conduct periodic reviews of the Company's processes, policies and practices that support the recruitment, development and retention of an appropriate diverse pool of talent on a global basis.

15. To periodically review the Company's human resources programs and initiatives, including review of the Company's compliance with legal and regulatory requirements relating to employment and labor practices (e.g., EEO, ERISA, Works Council, etc.).

16. To periodically review with management potential successor talent for key roles within the organization.

Nominating Responsibilities and Authority

17. The Committee shall identify, review, evaluate and recommend individual candidates to the Board to become Board members and shall consider management and stockholder recommendations for director candidates. In recommending candidates, the Committee shall consider such factors as it deems appropriate, such as a candidate's personal integrity and sound judgment, business and professional skills and experience, independence, possible conflicts of interest, diversity, the extent to which the candidate would fill a present need on the Board, and concern for the interests of the Company's stockholders.

18. The Committee may establish policies and procedures with regard to the consideration of stockholder recommended director candidates and the process by which the Committee identifies and evaluates director candidates.

19. 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 continuing Board member.

Governance Responsibilities and Authority

20. 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.

21. 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.

22. 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.

23. The Committee shall develop and recommend to the Board for its approval a periodic self-evaluation process for the entire Board and each of its committees. The Committee shall coordinate that such periodic self-evaluations shall be conducted for the Board and each of its committees.

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

25. The Committee shall have the authority to review and provide guidance on stockholder proposals.

General

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

27. 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.

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

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

30. The Committee shall periodically review and evaluate its own performance in carrying out its responsibilities hereunder.

31. The Committee shall have such other functions and have such other powers as may be necessary or convenient in the efficient discharge of its power and authority contemplated by the foregoing, including without limitation as may be required by applicable laws, rules and regulations (including any listing requirements applicable to the Company's securities), the Company's Certificate of Incorporation and Bylaws, or by the Board.