INVACARE CORPORATION

Charter of the Regulatory and Compliance Committee of the Board of Directors

(As Adopted May 15, 2014)
(As Amended July 1, 2017)
(As Amended February 22, 2018)
(as Amended February 24, 2021)

Mission

The Regulatory and Compliance Committee (the "Committee") shall assist the Board of Directors (the "Board") of Invacare Corporation (the "Company") in its oversight of the Company's legal and regulatory compliance matters (recognizing that other Board committees assist the Board in certain other areas of legal and regulatory compliance), and the Company's governmental affairs and relations activities.

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 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 means of 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

General Responsibilities and Authority

1. The Committee shall hold as many meetings per year as its members feel are appropriate to fulfill the Committee's responsibilities. The Chairperson of the Committee, in consultation with the Committee members, shall determine the schedule and frequency of the Committee meetings.

2. The Committee shall have direct access to, and complete and open communication with, the Company's senior management, including the regional leaders of Quality Assurance and Regulatory Affairs ("QA/RA Leaders"), the leader of Internal Audit and the Corporate Compliance Officer.

3. The Committee shall report regularly to the Board, including on issues related to legal and regulatory compliance activities of the Company.

4. The Committee shall oversee the Company's major compliance programs with respect to legal and regulatory requirements, as more fully described below, except with respect to matters of financial compliance (i.e., accounting, auditing and financial reporting), which are the responsibility of the Audit Committee.

5. The Committee, in collaboration with the Audit Committee, shall establish procedures for the receipt, retention and treatment of reports regarding questionable legal or regulatory compliance matters or activities that may be improper under the Company's Code of Business Conduct and Ethics and the confidential, anonymous submission by employees of concerns regarding questionable accounting or auditing matters.

6. The Committee shall have the authority and responsibility for oversight of the Company's compliance with all U.S. Food and Drug Administration ("FDA") and other federal, state or foreign regulatory compliance requirements related to medical devices ("Medical Device Regulatory Compliance").

7. The Committee shall endeavor to keep abreast of developments with regard to legislation, laws and regulations that are relevant to the Company's activities and operations and reimbursement rules and product standards that are relevant to the Company's products and markets.

8. The Committee shall receive and review reports from senior management as frequently as appropriate summarizing compliance-related activities and significant government relations activities undertaken by the Company, as well as receive and review reports prepared by third party consultants or auditors retained to evaluate the Company's regulatory compliance systems and initiatives.

9. The Committee shall review the effectiveness of the Company's quality assurance and

regulatory compliance programs, the adequacy of the resources for those programs, review and approve the Company's internal quality systems compliance audit plans and consider recommendations for improvements thereof.

10. The Committee shall have the authority, without seeking approval from the Board, to retain and authorize the compensation of special legal, consulting or other advisors as it deems necessary to assist in fulfilling its responsibilities and discharging its duties.

11. The Company shall provide appropriate funding, as determined by the Committee, for payment of compensation to any advisors employed by the Committee, as well as ordinary administrative expenses of the Committee.

12. The Committee shall annually review and evaluate its own performance in carrying out its responsibilities hereunder. The Committee also shall periodically review and assess the adequacy of this Charter and recommend any appropriate changes to this Charter to the Board.

Specific Responsibilities and Authority

While the Committee has the responsibilities and powers set forth in this Charter, it is not the duty of the Committee to plan or conduct quality systems audits or determine that the Company's processes and procedures are complete or are in accordance with applicable rules and regulations. These are the responsibilities of management, and the Committee's responsibility is one of oversight.

Oversight of the Company's Medical Device Regulatory Compliance

1. The Committee shall report to the Board, as appropriate, regarding any material Medical Device Regulatory Compliance issues affecting the Company.

2. The Committee has the authority to make specific recommendations to the Board to maintain and improve the Company's Medical Device Regulatory Compliance standards, policies, practices and procedures, as well as, in particular, compliance with the FDA's Quality System Regulation ("QSR").

3. The Committee has oversight authority over the Company's compliance with the Consent Decree of Injunction between the FDA and the Company, effective December 21, 2012 (the "Consent Decree"), as well as any formal investigations or enforcement actions against the Company relating to Medical Device Regulatory Compliance by FDA or other regulatory or governmental authority, including without limitation FDA warning letters. In connection therewith, the Committee shall require the Company's management to provide the Committee with notification of the initiation of any formal regulatory investigations or enforcement actions, or of the receipt of any FDA warning letters.

4. The Committee shall obtain on a timely basis a report from the respective QA/RA Leaders regarding the status of (a) the independent, third-party expert's audits required under the Consent Decree, and (b) any enforcement action or formal investigation by the FDA or any other regulatory or governmental authority concerning the Company's Medical Device Regulatory Compliance.

5. The Committee shall receive periodic updates from the respective QA/RA Leaders regarding a strategic review of significant developments, emerging trends and regulatory changes

affecting the Company's Medical Regulatory Device Compliance and any plans of action to respond to such developments, trends or changes.

6. On at least a biennial basis, the Committee shall discuss with the Board the Committee's assessment of the effectiveness of the Company's Medical Device Regulatory Compliance standards, policies, practices and procedures.

Oversight of the Company's Corporate Compliance Functions

1. The Committee shall review, evaluate and discuss with management the Company's corporate compliance function to promote and maintain legal and ethical conduct and the Company's policies, practices and procedures for compliance with governmental laws and regulations (other than Medical Device Regulatory Compliance) in such areas as health care, medical reimbursement, trade regulation, anti-corruption, environmental, transportation and commerce, including without limitation the Health Insurance Portability and Accountability Act (HIPAA), as well as other relevant healthcare privacy laws; the Anti-Kickback Statute and Medicare/Medicaid fraud and abuse laws; the U.S. Foreign Corrupt Practices Act (FCPA) and other relevant anti-bribery laws; and The Physician Payments Sunshine Act (Sunshine Act).

2. In collaboration with the Audit Committee, the Committee shall periodically review and assess the adequacy of the Company's Code of Business Conduct and Ethics applicable to the Company's Directors, officers and employees, and may make recommend actions to the Board concerning such changes to the Code as the Committee may consider desirable or necessary. The Board or, after consultation with the Board, this Committee, may grant a waiver to the Code; provided that any waiver applicable to Directors or executive officers is promptly disclosed in a manner consistent with applicable New York Stock Exchange and Securities and Exchange Commission rules.

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.