



ORGANIZATION AND COMPENSATION COMMITTEE CHARTER

Inspire Medical Systems, Inc.

(Last Amended: February 2, 2023)

1. Purpose

The Organization and Compensation Committee (the "Committee") of the Board of Directors (the "Board") of Inspire Medical Systems, Inc. (the "Company") is responsible for overseeing and discharging the responsibilities of the Board relating to the Company's (a) key human capital strategies and programs, and (b) compensation plans, policies and programs, including those for the Company's executive officers and directors.

2. Composition

The Committee must consist of at least three directors, each of whom must satisfy the independence requirements of the New York Stock Exchange (the "NYSE"), except as otherwise permitted by applicable NYSE rules, the "non-employee director" standard within the meaning of Rule 16b-3 promulgated under the Securities Exchange Act of 1934, as amended, and meet all other eligibility requirements of applicable laws. Committee members must be appointed and may be removed, with or without cause, by the Board. The Chair of the Committee will also be designated by the Board. The Nominating and Corporate Governance Committee will annually recommend to the Board for its approval directors to serve as members of the Committee and a Committee member to serve as Chair.

3. Meetings, Procedures and Authority

The Committee has the authority to establish its own rules and procedures for notice and conduct of its meetings so long as they are not inconsistent with any provisions of the Company's bylaws or corporate governance guidelines that are applicable to the Committee.

The Committee may, in its sole discretion, retain or obtain advice from compensation consultants, legal counsel or other advisers (independent or otherwise), provided that, preceding any such retention or advice, the Committee must take into consideration all factors, including any applicable factors under NYSE rules, relevant to the adviser's independence from management. The Committee will be directly responsible for the appointment, compensation and oversight of any adviser it retains. The Company must provide for appropriate funding, as determined by the Committee, for payment of reasonable compensation to any adviser retained by the Committee. Nothing in this provision requires the Committee to implement or act consistently with the advice or recommendations of any advisor or affects the ability or obligation of the Committee to exercise its own judgment in fulfillment of its duties.

In addition to the duties and responsibilities expressly delegated to the Committee in this Charter, the Committee may exercise any other powers and carry out any other responsibilities consistent with this Charter, the purposes of the Committee, the Company's bylaws and applicable NYSE rules. The Committee has the authority to conduct or authorize investigations into any matters within the scope of its responsibilities as it deems appropriate, including the authority to request any officer, employee or adviser of the Company to meet with the Committee or any advisers engaged by the Committee.

4. Duties and Responsibilities

The duties and responsibilities of the Committee, on behalf of the Board, shall include the following:

1. Compensation Philosophy, Objectives and Policy. The Committee will set the Company's general philosophy, objectives and policy regarding executive compensation, major compensation programs, benefit plans and equity-based award programs for all employees.

2. CEO Compensation. The Committee will review and approve the corporate goals and objectives with respect to the compensation of the Chief Executive Officer. The Committee will evaluate the Chief Executive Officer's performance in light of these goals and objectives and, based upon this evaluation (either alone or, if directed by the Board, in conjunction with a majority of the independent directors on the Board), will set the Chief Executive Officer's compensation.

3. Other Executive Officer Compensation. The Committee will review and set (or make recommendations to the Board) the compensation of the executive officers other than the Chief Executive Officer.

4. Incentive Plan Administration.

(a) Cash Plans. The Committee will review, approve and administer the Company's cash incentive plans, including selection of the goals for incentive awards, and approval of payouts based on the Company's achievement against those goals.

(b) Equity Plans. The Committee will exercise all rights, authority and functions of the Board under the Company's equity incentive plans, including, without limitation, the authority to (i) interpret the terms of such plans and applicable award agreements, (ii) approve grants of stock, stock options, stock rights or other awards under such plans, and (iii) determine the Company's policy regarding the timing of such grants of stock, stock options, stock rights or other awards under such plans; provided, however, that except as otherwise expressly authorized to do so by a plan or resolution of the Board, the Committee shall not be authorized to amend any such plan.

5. Agreements with Executive Officers. The Committee will review and approve the terms of any employment agreement, severance agreement, change in control protection or other compensatory arrangement (including without limitation perquisites, supplemental retirement benefits and any other form of compensation) for the Company's executive officers.

6. Director Compensation. The Committee will review and make recommendations to the Board regarding director compensation.

7. Human Capital Management. The Committee will review the Company's human capital management strategies, programs and initiatives, including those relating to the Company's culture, talent management, performance management, diversity, equity and inclusion, pay equity, and succession planning for the CEO and other senior executives. Management will report to the Committee periodically regarding employee surveys, employee engagement, employee relations programs, employee lawsuits, employee turnover, summaries of significant human resources issues, employee complaints and compliance with human resources policies.

8. Environmental, Social and Governance (“ESG”) Oversight. The Committee will, in coordination with the other Board committees, as appropriate, periodically review and oversee the Company’s strategy, policies and practices and related reporting with respect to significant ESG matters, with a focus on social matters.

9. Compensation Discussion and Analysis; and Compensation Committee Report. In accordance with the rules and regulations of the Securities and Exchange Commission (“SEC”), the Committee will (a) review and discuss with management the Company’s Compensation Discussion and Analysis (“CD&A”) and will recommend to the Board its inclusion in the Company’s annual proxy statement, and (b) prepare the annual Compensation Committee Report for inclusion in the Company’s annual proxy statement.

10. “Say on Pay” and Compensation Related Proposals. The Committee will review the results of the Company’s “say on pay” vote as well as the results of other Company stockholder votes with respect to compensation-related matters, and will consider whether any changes should be made to the Company’s compensation plans and programs as a result of any such stockholder vote. The Committee will provide recommendations to the Board on compensation-related proposals to be considered at the Company’s annual stockholders’ meeting, including equity compensation plans.

11. Peer Group. The Committee will periodically review and revise a peer group of companies against which to assess the Company’s compensation programs and practices to ensure that they are competitive and supportive of the Company’s strategy and objectives.

12. Clawback Policy. The Committee will establish the terms of, amend and oversee the application of the Company’s policy for clawback, or recoupment, of incentive compensation.

13. Stock Ownership Guidelines. The Committee will establish the terms of, amend, and oversee compliance with the Company’s stock ownership guidelines for the Company’s CEO, executive officers and non-employee directors.

14. Compensation Risk Assessment. The Committee will review the Company’s compensation policies and practices and assess whether such policies and practices are reasonably likely to have a material adverse effect on the Company and support the strategies and objectives of the Company.

15. Reports to the Board of Directors. The Committee must report regularly to the Board regarding the activities of the Committee.

16. Committee Self-Evaluation. The Committee must annually perform an evaluation of the performance of the Committee.

17. Review of this Charter. The Committee must annually review and reassess this Charter and submit any recommended changes to the Board for its consideration.

5. Delegation of Duties

In fulfilling its responsibilities, the Committee has the authority to delegate any or all of its responsibilities to a subcommittee of the Committee as appropriate. The Committee also has the authority to authorize an officer of the Company to grant rights or options to officers

(other than executive officers) and employees, in a manner that is in accordance with §157(c) of the General Corporation Law of the State of Delaware and other applicable law.