



AUDIT COMMITTEE CHARTER

Inspire Medical Systems, Inc.

(Last Revised: October 30, 2024)

1. Purpose

The purpose of the Audit Committee (the "Committee") of the Board of Directors (the "Board") of Inspire Medical Systems, Inc. (the "Company") is to assist the Board in its oversight of: (i) the integrity of the Company's financial statements; (ii) the Company's compliance with legal and regulatory requirements; (iii) the Company's risk management program; (iv) the independent auditor's qualifications and independence; (v) the performance of the Company's independent auditor; and (vi) the performance of the internal audit function.

The Committee's responsibilities are limited to oversight. The Company's management is responsible for establishing and maintaining accounting policies and procedures in accordance with generally accepted accounting principles ("GAAP") and other applicable reporting and disclosure standards and for preparing the Company's financial statements. The Company's independent auditor is responsible for auditing and reviewing those financial statements. Each member of the Committee is entitled to rely on the integrity of those persons within the Company and the professionals and experts from which the Committee receives information and, absent actual knowledge to the contrary, the accuracy of the financial and other information provided to the Committee by such persons, professionals or experts.

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") and the independence rules for members of the Audit Committee issued by the Securities and Exchange Commission (the "SEC"), subject in each case to applicable transition provisions or exceptions. Each Committee member must be financially literate as determined by the Board in its business judgment or must become financially literate within a reasonable period of time after his or her appointment to the Committee. In addition, at least one member of the Committee must be an "audit committee financial expert" as defined under SEC rules.

No Committee member may simultaneously serve on the audit committee of more than two other public companies, unless the Board determines that such simultaneous service would not impair the ability of the member to effectively serve on the Committee and this determination is disclosed in accordance with NYSE rules.

Committee members must be appointed to the Committee by the Board and may be removed from the Committee, with or without cause, by the Board. The Chair of the Committee will also be designated by the Board.

3. Meetings, Procedures and Authority

The Committee must meet at least once during each fiscal quarter. The Committee must meet separately, periodically, with management, with the independent auditor, and with the internal auditor (or other personnel responsible for the internal audit function).

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 retain any independent counsel, experts or advisors that the

Committee believes to be necessary or appropriate. The Company must provide for appropriate funding, as determined by the Committee, for payment of compensation to the independent auditor for the purpose of preparing or issuing an audit report or performing other audit, review or attest services, for payment of compensation to any advisors employed by the Committee and for payment of ordinary administrative expenses of the Committee that are necessary or appropriate in carrying out 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 may conduct or authorize investigations into any matters within the scope of the duties and responsibilities delegated to the Committee.

4. Duties and Responsibilities

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

A. Interaction with the Independent Auditor

1. Appointment and Oversight. The Committee is directly responsible for the appointment, compensation, retention, evaluation and oversight of the work of the independent auditor (including resolution of any disagreements between Company management and the independent auditor regarding financial reporting) and any other registered public accounting firm engaged for the purpose of preparing or issuing an audit report or related work or performing other audit, review or attest services for the Company, and the independent auditor and each such other registered public accounting firm must report directly to the Committee. The Committee, or the Chair of the Committee (so long as the decisions of the Chair of the Committee to grant such pre-approvals are presented to the full Committee at its next scheduled meeting), must pre-approve any audit and non-audit service provided to the Company by the independent auditor, unless the engagement is entered into pursuant to appropriate preapproval policies established by the Committee or if such service falls within available exceptions under SEC rules.

2. Annual Report on Independence and Quality Control. The Committee must, at least annually, obtain and review a report from the independent auditor describing (a) the auditing firm's internal quality-control procedures; (b) any material issues raised by the most recent internal quality-control review or peer review of the auditing firm, or by any inquiry or investigation by governmental or professional authorities within the preceding five years relating to any independent audit conducted by the auditing firm, and any steps taken to deal with any such issues; and (c) all relationships and services between the independent auditor and the Company in order to assess the independent auditor's independence.

3. Internal Controls. Review and discuss with management and the independent auditor (a) any major issues as to the adequacy of the Company's internal controls, any special steps adopted in light of material control deficiencies and the adequacy of disclosures about changes in internal control over financial reporting and (b) the Company's internal controls reports and the independent auditor's attestation report prior to the filing of the Company's Annual Report on Form 10-K.

B. Annual Financial Statements and Annual Audit

4. Audit Problems. The Committee must discuss with the independent auditor any audit problems or difficulties and management's response, including any significant disagreements with management.

5. Form 10-K Review. The Committee must review and discuss the annual audited financial statements with management and the independent auditor, including the Company's disclosures under "Management's Discussion and Analysis of Financial Condition and Results of Operations." The Committee must discuss with the independent auditor each identified critical audit matter, including the independent auditor's basis for identifying it and how it will be described in the independent auditor's report.

6. Audit Committee Report. The Committee must provide the Company with the report of the Committee with respect to the audited financial statements for inclusion in each of the Company's annual proxy statements.

7. Financial Statement Issues. The Committee must review with management and the Company's independent auditor any major issues regarding accounting principles and financial statement presentation, including any significant changes in the Company's selection or application of accounting principles; any significant financial reporting issues and judgments made in connection with the preparation of the Company's financial statements, including the effects of alternative GAAP methods; and the effect of regulatory and accounting initiatives and off-balance sheet structures on the Company's financial statements.

C. Quarterly Financial Statements

8. Form 10-Q Review. The Committee must review and discuss the quarterly financial statements with management and the independent auditor, including (a) the Company's disclosures under "Management's Discussion and Analysis of Financial Condition and Results of Operations," and (b) the critical accounting policies and practices being used.

D. Other Duties and Responsibilities

9. Review of Earnings Releases. The Committee must discuss the Company's earnings press releases, including the type and presentation of information to be included in such releases, as well as financial information and earnings guidance provided to analysts and rating agencies (particularly with regard to the use of pro forma or adjusted non-GAAP information), including such information included in any earnings call transcripts and presentations by management to investors. This may be done generally and does not require the Committee to discuss in advance each earnings release or each instance in which the Company may provide earnings guidance.

10. Risk Assessment and Risk Management. The Committee must discuss and oversee the Company's policies with respect to risk assessment and risk management and should discuss the Company's major financial risk exposures and the steps management has taken to monitor and control such exposures.

11. Information Security and Technology Risks. The Committee shall exercise general oversight over the Company's information security and technology risks and threats, including the Company's information security, cybersecurity and related risk management programs; the potential impact of those risks and threats on the Company's business, operations and reputation; and management's processes, procedures and actions to identify,

assess, monitor, manage and mitigate such risks and threats.

12. Sustainability Oversight. The Committee will provide support to the Nominating and Corporate Governance Committee, as needed, related to the periodic review and oversight of the Company's strategy, policies and practices and related reporting with respect to significant sustainability matters. Specifically, the Committee may provide support related to the use of sustainability measures and metrics (as well as other non-GAAP measures and metrics), how they are used to evaluate performance, whether they are consistently prepared and presented, what disclosure controls and procedures relating to these measures and metrics are in place, and how such measures and metrics are disclosed.

13. Evaluation and Rotation. The Committee must, at least annually, evaluate the qualifications, performance, and independence of the Company's independent auditor, including an evaluation of the lead audit partner; and to assure the regular rotation of the lead audit partner at the Company's independent auditor and consider regular rotation of the accounting firm serving as the Company's independent auditor.

14. Hiring of Independent Auditor Employees. The Committee must set clear hiring policies for employees or former employees of the Company's independent auditor.

15. Complaint Procedures. The Committee must establish and annually review procedures for the receipt, retention and treatment of complaints received by the Company regarding accounting, internal accounting controls or auditing matters, and for the confidential and anonymous submission by Company employees of concerns regarding questionable accounting or auditing matters in accordance with the Company's Code of Business Conduct and Ethics.

16. Internal Audit. The Committee must (a) review the appointment of the senior internal auditor, (b) review the significant reports to management prepared by the internal auditing department and (c) discuss with the independent auditor and management the internal audit department's responsibilities, budget, staffing and scope of audit.

17. Related Person Transactions. The Committee must review, approve or ratify related person transactions in accordance with the Company's related person transaction policy.

18. Correspondence with Governmental Agencies and Legal Matters. The Committee must (a) discuss with management and the independent auditor any correspondence with regulators or governmental agencies and any reports that raise material issues regarding the Company's financial statements or accounting policies and (b) discuss with the Company's General Counsel legal matters that may have a material impact on the Company's financial statements, compliance policies or internal controls.

19. Compliance. The Committee shall assist the Board in its oversight of the Company's compliance with legal and regulatory requirements. The Committee is responsible for oversight over financial compliance matters related to the Company's accounting practices, internal accounting controls, auditing matters, and questionable financial practices.

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

21. Committee Self-Evaluation. The Committee must at least annually perform an evaluation of the performance of the Committee.

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

23. Review of the Investment Policy. The Committee must periodically review and reassess the Investment Policy and submit any recommended changes to the Board for its consideration.

24. Review of Benefit Plan Audits. The Committee must review and discuss the results of any audit by the independent auditor of the Company's benefit plans, including any tax-qualified plans.

5. Delegation of Duties

In fulfilling its responsibilities, the Committee is entitled to delegate any or all of its responsibilities to a subcommittee of the Committee when appropriate.