



NOMINATING AND CORPORATE GOVERNANCE COMMITTEE CHARTER

Inspire Medical Systems, Inc.

(Last Amended: October 30, 2024)

1.0 Purpose

The purposes of the Nominating and Corporate Governance Committee (the "Committee") of the Board of Directors (the "Board") of Inspire Medical Systems, Inc. are to carry out the responsibilities of the Board relating to oversight of the Company's corporate governance policies, including (a) identifying, considering and recommending, consistent with criteria approved by the Board, qualified candidates for election as Directors, including the slate of Directors to be nominated by the Board for election at the Company's annual meeting of stockholders, (b) developing and recommending to the Board corporate governance guidelines applicable to the Company, (c) overseeing the evaluation of the Board and management, and (d) performing any related responsibilities required by applicable laws and regulations.

2.0 Composition

The Committee must consist of at least three directors, each of whom must satisfy the independence requirements of the New York Stock Exchange. 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.

3.0 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 that are applicable to the Committee.

The Committee has sole authority to retain and terminate any search firm to be used to identify director candidates, including sole authority to approve such search firm's fees and other retention terms. The Committee has the authority to retain any other advisors that the Committee believes to be desirable and appropriate and has the authority to approve related fees and retention terms.

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, and the Company's bylaws.

4.0 Duties and Responsibilities

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

1. Director Nominees. The Committee will identify individuals qualified to become members of the Board, including considering director candidates recommended by the Company's stockholders pursuant to the procedures described in the Company's proxy statement, and ensure that the Board has the requisite expertise and that its membership consists of persons with sufficiently diverse and independent backgrounds, consistent with the criteria set forth in the Company's corporate

governance guidelines. The Committee will also recommend to the Board the nominees for election to the Board at the next annual meeting of stockholders.

2. Criteria for Selecting Directors. The criteria to be used by the Committee in recommending directors and by the Board in nominating directors are as set forth in the Company's corporate governance guidelines.

3. Board Committee Structure and Membership. The Committee will annually review the Board committee structure and recommend to the Board for its approval directors to serve as members of each committee and a committee member to serve as chair.

4. Corporate Governance Guidelines. The Committee will, from time to time as it deems appropriate, review and reassess the adequacy of the corporate governance guidelines of the Company and recommend any proposed changes to the Board for approval.

5. Code of Business Conduct and Ethics. The Committee will, from time to time as it deems appropriate, review and reassess the adequacy of the Code of Business Conduct and Ethics and recommend any proposed changes to the Board for approval. The Committee will also, from time to time as it deems appropriate, review and assess compliance with the Code of Business Conduct and Ethics.

6. Sustainability Oversight. The Committee will periodically review and oversee the Company's strategy, policies and practices and related reporting with respect to significant sustainability matters. The Committee will coordinate, as needed, with other Board committees for support related to their respective areas of expertise.

7. Board and Management Evaluations. The Committee will oversee the annual self-evaluations of the Board and management.

8. Succession Planning and CEO Evaluation. The Committee will (i) evaluate with the Chief Executive Officer on a periodic basis the Company's succession plans upon the Chief Executive Officer's retirement and in the event of an unexpected occurrence, and (ii) review on an annual basis the performance of the Chief Executive Officer.

9. Director Resignations. The Committee will review any director resignation letter tendered in accordance with the Company's director resignation policy as set forth in the Company's corporate governance guidelines, and evaluate and recommend to the Board whether such resignation should be accepted.

10. Other Corporate Governance Matters. The Committee may make recommendations to the Board regarding governance matters, including, but not limited to, the Company's certificate of incorporation, bylaws, and the charters of the Company's other committees.

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

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

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

5.0 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.