



## **INVACARE CORPORATION**

### **Charter of the Governance Committee of the Board of Directors (As Adopted November 21, 2008)**

#### **Mission**

The Governance Committee (the “Committee”) shall assist the Board of Directors (the “Board”) of Invacare Corporation (the “Company”) on all 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 New York Stock Exchange independence requirements, subject to any applicable transition periods, 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 conference telephone 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**

1. 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. The Committee shall consult with the Chairperson of the Board on all such recommendations.

2. 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.

3. The Committee shall develop and recommend to the Board for its approval a Code of Business Conduct and Ethics applicable to the Company's directors, officers and employees, as well as a Financial Code of Ethics applicable to the Company's Chief Executive Officer, Chief Financial Officer, Chief Accounting Officer and other persons performing similar functions. Thereafter, the Committee shall periodically review and assess the adequacy of the Company's Code of Business Conduct and Ethics, as well as the Financial Code of Ethics, and recommend to the Board such changes to such Guidelines as it may consider desirable or as necessary. Review periodically the Company's Code of Business Conduct and Ethics and recommend changes, if appropriate, to the Board. The Board or, after consultation with the Board, this Committee, may grant a waiver to the Code for Directors and executive officers; provided that any waiver is promptly disclosed in a manner consistent with NYSE and SEC rules.

4. 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. The Committee also may discuss with management any pending governmental reviews or investigations concerning the Company's compliance with applicable laws and regulations and monitor the development and execution of appropriate compliance programs.

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

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

7. The Committee shall have the authority to:
- (a) review and provide guidance on shareholder proposals,
  - (b) review and provide comments on those portions of the Company's annual proxy statement that are within the jurisdiction of the Committee, and
  - (c) provide oversight review and guidance in respect of the Company's Directors' and Officers' Liability Insurance Program.

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

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

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

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

### **Annual Review**

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