



INVACARE CORPORATION

Charter of the Nominating Committee of the Board of Directors (As Adopted March 11, 2004)

Mission

The Nominating Committee (the "Committee") shall assist the Board of Directors (the "Board") of Invacare Corporation (the "Company") in identifying individuals qualified to become board members and shall recommend that the Board select the director nominees to be elected at the annual meeting of shareholders.

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 conference telephone 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

1. The Committee shall identify, review, evaluate and recommend individual candidates to the Board to become Board members and shall consider management and shareholder recommendations for director candidates. In recommending candidates, the Committee shall consider such factors as it deems appropriate and shall recommend nominees who have the qualifications attached hereto on Exhibit A.

2. The Committee shall establish policies and procedures with regard to the consideration of shareholder recommended director candidates and the process by which the Committee identifies and evaluates director candidates.

3. The Committee shall evaluate whether an incumbent director should be nominated for reelection to the Board upon expiration of such director's term. The Committee shall use the same factors established for new director candidates to make its evaluation and shall also take into account the incumbent director's value as a Board member.

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

5. The Committee shall have the authority, without seeking approval from the Board, to retain and authorize search firms to assist in the identification of director candidates and the authority to set reasonable fees and other retention terms for such search firms, as it deems necessary, to assist in fulfilling its responsibilities and discharging its duties.

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

7. 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.

EXHIBIT A

- Each director should have a desire to represent the best interests of the shareholders;
- Each director should be committed to the mission and success of the Company as well as have an ability to work compatibly with the Board of Directors and senior management;
- Each director should have a history of achievements and have the highest ethical standards, values and integrity;
- Each director should have a range of experience and knowledge, which is of particular relevance to the Company, obtained through a director or senior executive position, through an academic, scientific or government position, or through diverse and unique life experiences;
- Each director should have the ability and willingness to commit and devote the necessary time and energy to the diligent performance of his or her duties, including preparing for, attending and participating in Board meetings and one or more standing committees of the Board; and
- Each director should have knowledge of corporate governance issues and the role of boards of public companies.