

Compensation Committee Charter of GrowGeneration Corp.

I. Compensation Committee's Purpose

The Board of Directors of GrowGeneration Corp. (the "Company") has established a Compensation Committee ("Compensation Committee") for the purposes of: (i) reviewing, determining and approving all forms of compensation and the terms thereof to be provided to the Company's executive officers (as defined below) and monitoring the executive officers' determination of any equity compensation to be provided to other employees and consultants of the Company; (ii) setting goals for and monitoring the performance of the Company's executive officers; (iii) administering the Company's stock-based compensation plans; and (iv) reviewing and approving public disclosures and reporting relating to the Company's compensation arrangements. The Board of Directors has authorized and approved this Charter and delegated such authority as may be necessary to permit the Compensation Committee to carry out its responsibilities and functions.

II. Committee Membership

The Compensation Committee shall be comprised of at least two members of the Board of Directors, all of whom shall be "independent directors," as such term is defined in Rule 5605(d) of the NASDAQ Listing Rules, as well as any additional independence rules applicable to the Compensation Committee, except as otherwise permitted in accordance with Rule 5605(e) of the Nasdaq Listing Rules. In determining the independence of any director who will serve on the Compensation Committee, the Board of Directors shall consider all factors specifically relevant to determining whether a director has a relationship to the Company that is material to that director's ability to be independent from management in connection with the duties of a member of the Compensation Committee, including but not limited to (a) the source of compensation of such director, including any consulting, advisory or other compensatory fee paid by the Company to such director, and (b) whether such director is affiliated with the Company, a subsidiary of the Company or an affiliate of a subsidiary of the Company.

The members of the Compensation Committee shall be appointed by, and serve at the pleasure and discretion of, the Board of Directors. A Compensation Committee member may be removed at any time, with or without cause, by a vote of the majority of the Board of Directors. Unless a Chairperson of the Compensation Committee is appointed by the Board of Directors, the members of the Compensation Committee may designate a Chairperson by majority vote of the full Compensation Committee. The Compensation Committee shall have the authority to delegate responsibilities to subcommittees of the Compensation Committee.

III. Responsibilities

The Compensation Committee shall be responsible for reviewing and approving, on behalf of the Board of Directors, the amounts and types of compensation to be paid to the Company's executive officers; monitoring, on behalf of the Board of Directors, the executive officers' determination of all equity compensation to be paid to other employees and consultants of the Company; administering the Company's stock-based compensation plans; and monitoring the performance of the Company's executive officers. Such responsibilities shall include the following:

1. Evaluate at least annually the performance of the Company's chief executive officer and president and those officers who have titles higher than vice president (i.e. senior vice president and above) and report directly to the chief executive officer or president (the "executive officers").
2. Annually determine the direct and incentive compensation of the chief executive officer and president of the Company.
3. Consult with the Company's chief executive officer and president at least annually regarding the direct and incentive compensation of other executive officers.
4. Review and approve the criteria, methodologies and aggregate salary, bonus and incentive budgets for all employees. The chief executive officer and other executive officers will determine and administer the direct compensation and incentive plans for all other employees within the approved aggregate salary, bonus and incentive budgets of the Company.
5. Review and approve incentive compensation for consultants under incentive plans.
6. Review and approve the stock-based compensation, incentive and benefit plans of the Company that have been, or may in the future be, adopted by the Company and that require (by their terms or by law or regulation) the administration by the Compensation Committee or a committee of independent directors. Approve all equity compensation awarded to any of the Company's executive officers.
7. Review and approve all executive employment agreements and severance compensation for all executive officers.
8. Annually in connection with the preparation of the Company's annual meeting proxy statement, review and discuss with management the Compensation Discussion and Analysis and, based on that review, recommend that the Compensation Discussion and Analysis be included in the proxy statement, and produce the Compensation Committee Report to be included in the proxy statement in accordance with the applicable rules and regulations of the Securities and Exchange Commission.
9. Review and assist the Board of Directors in developing succession plans for the Company's executive officers and other appropriate management personnel.
10. Review and assess, on an annual basis, the adequacy of this charter, and recommend any desired changes to the Board of Directors for approval.
11. Conduct an annual evaluation of the Compensation Committee's performance.
12. The Compensation Committee shall also perform all other duties and functions required under applicable law or securities exchange rules.

IV. Meetings and Reports

The Compensation Committee shall meet at least annually, or as frequently as the Chairperson of the Compensation Committee may direct. Independent directors may attend any Compensation Committee meeting. Non-independent directors, management or other persons may attend Compensation Committee meetings upon the invitation of the Chairperson of the Compensation Committee; provided, however, that at each Compensation Committee meeting, the Compensation Committee shall have the opportunity to

meet in executive session, without the chief executive officer, any members of management, non-independent directors or other persons present.

The Compensation Committee will be governed by the same rules and procedures that are applicable to the Board of Directors (including rules related to telephonic meetings, notice, waiver of notice, quorum, voting and action without a meeting).

The Compensation Committee will maintain written minutes of its meetings, which will be filed with the minutes of the meetings of the Board of Directors. The Compensation Committee may designate a secretary to take the minutes, and the secretary need not be a member of the Compensation Committee. At each regularly scheduled meeting of the Board of Directors, the Chairperson of the Compensation Committee will provide to the Board of Directors a report of any activities or proceedings of the Compensation Committee.

V. Outside Advisors

The Compensation Committee shall have the authority, in its sole discretion, to select, retain and obtain the advice of a compensation consultant as necessary to assist with the execution of its duties and responsibilities as set forth in this Charter. The Compensation Committee shall set the compensation, and oversee the work, of the compensation consultant. The Compensation Committee shall have the authority, in its sole discretion, to retain and obtain the advice and assistance of outside legal counsel and such other advisors as it deems necessary to fulfill its duties and responsibilities under this Charter. The Compensation Committee shall set the compensation, and oversee the work, of its outside legal counsel and other advisors. The Compensation Committee shall receive appropriate funding from the Company, as determined by the Compensation Committee in its capacity as a committee of the Board, for the payment of compensation to its compensation consultants, outside legal counsel and any other advisors. However, the Compensation Committee shall not be required to implement or act consistently with the advice or recommendations of its compensation consultant, legal counsel or other advisor to the Compensation Committee, and the authority granted in this Charter shall not affect the ability or obligation of the Compensation Committee to exercise its own judgment in fulfillment of its duties under this Charter.

The Compensation Committee shall assess the independence of, including any conflict of interest involving, its compensation consultants and other advisers, provided it is not required to assess the independence of any compensation consultant or other advisor that acts in a role limited to consulting on any broad-based plan that does not discriminate in scope, terms or operation in favor of executive officers or directors and that is generally available to all salaried employees or providing information that is not customized for a particular company or that is customized based on parameters that are not developed by the consultant or advisor, and about which the consultant or advisor does not provide advice.

***** Adopted by the Board of Directors of GrowGeneration Corp. as of February 10, 2022 *****