

Nominating and Corporate Governance Committee Charter of GrowGeneration Corp.

I. Purpose and Policy

The purpose of the Nominating and Corporate Governance Committee (the “Committee”) of the Board of Directors (the “Board”) of GrowGeneration Corp. (the “Company”) is to (i) oversee all aspects of the Company’s corporate governance functions on behalf of the Board; (ii) make recommendations to the Board regarding corporate governance issues; (iii) identify, review and evaluate candidates to serve as directors of the Company and review and evaluate incumbent directors, in each case consistent with criteria approved by the Board and applicable law and securities exchange rules; (iv) select or recommend to the Board for selection candidates to the Board to serve as nominees for director for the annual meeting of stockholders; (v) assist the Board to establish and oversee the Company's environmental, social, and corporate governance (“ESG”) initiatives and programs; and (vi) make other recommendations to the Board regarding affairs relating to the directors of the Company, including director compensation.

The policy of the Committee, in discharging these obligations, shall be to promote best corporate governance practices, ensure the Board is comprised of only highly qualified directors, and foster an open avenue of communication between the Committee and management of the Company.

II. Composition

The Committee shall consist of at least two members of the Board. No Committee member shall be an employee of the Company and each member shall be an independent director as determined by the Board, in accordance with the applicable independence requirements of Nasdaq Listing Rules, except as otherwise in accordance with Rule 5605(e) of the Nasdaq Listing Rules.

The members of the Committee shall be appointed by a vote of the majority of the Board of Directors and shall meet the requirements specified in this Part II above. The Board of Directors shall designate one member of the Committee as the Chair. If the Board of Directors does not designate a Chair, the members of the Committee shall designate a chair by majority vote. Committee members shall serve at the pleasure of the Board of Directors for such term or terms as the Board of Directors may determine, and may be removed at any time, with or without cause, by a vote of the majority of the Board of Directors.

III. Meetings and Minutes

The Committee shall hold such regular or special meetings as its members deem necessary or appropriate, but in no event less than annually. The Committee will be governed by the same rules and procedures that are applicable to the Board (including rules related to telephonic meetings, notice, waiver of notice, quorum, voting and action without a meeting). The Committee may invite any director, member of management of the Company and such other persons as it seems appropriate to carry out its responsibilities, to attend the Committee's meetings. The Committee may designate a secretary to take the minutes, and the secretary need not be a member of the Committee. Minutes of each meeting will be kept and distributed to each member of the Committee, members of the Board who are not members of the Committee and the Secretary of the Company.

IV. Authority

The Committee shall have authority to retain and determine compensation for, at the expense of the Company, special legal, accounting or other advisors or consultants as it deems necessary or appropriate in the performance of its duties, including executive search firms to help identify director candidates. The Committee shall also have authority to pay, at the expense of the Company, ordinary administrative expenses that, as determined by the Committee, are necessary or appropriate in carrying out its duties. Each member of the Committee shall have full access to all books, records, facilities and personnel of the Company as deemed necessary or appropriate by any member of the Committee to discharge his or her responsibilities hereunder. The Committee shall have authority to require that any of the Company's personnel, counsel, accountants (including the Company's independent auditors) or investment bankers, or any other consultant or advisor to the Company attend any meeting of the Committee or meet with any member of the Committee or any of its special outside legal, accounting or other advisors or consultants. The approval of this Charter by the Board shall be construed as a delegation of authority to the Committee with respect to the responsibilities set forth herein and as may otherwise be necessary to permit the Committee to carry out its responsibilities and functions.

VI. Responsibilities

The Committee will have the full power and authority to carry out the following primary responsibilities or to delegate such power and authority to one or more subcommittees of the Committee:

1. Director Nominations. The Committee shall have the responsibility of identifying, reviewing and evaluating candidates to serve on the Board, including consideration of any potential conflicts of interest as well as applicable independence and experience requirements. The Committee shall have primary responsibility for determining the minimum qualifications for service on the Board and the right to modify the qualifications from time to time. The Committee shall also have the primary responsibility for reviewing, evaluating and considering the recommendation for nomination of incumbent directors for reelection to the Board, as well as monitoring the size of the Board. The Committee shall also select or recommend to the Board for selection candidates to the Board to serve as nominees for director for the annual meeting of stockholders. The Committee shall also have the power and authority to consider recommendations for Board nominees and proposals submitted by the Company's stockholders and to establish any policies, requirements, criteria and procedures, including policies and procedures to facilitate stockholder communications with the Board, to recommend to the Board appropriate action on any such proposal or recommendation and to make any disclosures required by applicable law or securities exchange rules in the course of exercising its authority.
2. Board and Director Assessment. The Committee shall periodically review, discuss and assess the performance of the Board, including Board committees, seeking input from senior management, the full Board and others. The assessment shall include evaluation of the Board's contribution as a whole and effectiveness in serving the best interests of the Company and its stockholders, specific areas in which the Board and/or management believe contributions could be improved, and overall Board composition and makeup, including the reelection of current Board members. The factors to be considered shall include whether the directors, both individually and collectively, can and do provide the integrity, experience, judgment, commitment (including having sufficient time to devote to the Company and level of participation), skills, diversity and expertise appropriate for the Company. In assessing the directors, both individually and collectively, the Committee may consider the current needs of the Board and the Company to maintain a balance of knowledge, experience and capability in various areas. The Committee shall seek to maintain a diverse Board by expanding board recruitment efforts to identify individuals from a variety of different

backgrounds and skillsets. The Committee shall also consider and assess the independence of directors, including whether a majority of the Board continue to be independent from management in both fact and appearance, as well as within the meaning prescribed by Nasdaq. The Committee shall also review and recommend to the Board an appropriate course of action in response to the resignation of current Board members. The results of these reviews shall be provided to the Board for further discussion as appropriate.

3. Board Committee Nominations. The Committee, after due consideration of the interests, independence and experience of the individual directors and the independence and experience requirements of Nasdaq, the rules and regulations of the Securities and Exchange Commission and applicable law, shall evaluate the performance of the members of the committees of the Board, review the composition of such committees and recommend to the entire Board annually the Chair and membership of each such committee.
4. Board Meeting Procedures. The Committee shall assist the chairperson of the Board or lead director in developing effective Board meeting practices and procedures.
5. Continuing Education. The Committee shall consider the need and, if necessary, develop and institute a plan or program for the continuing education of directors.
6. Corporate Governance Principles. The Committee shall develop, if and when appropriate, a set of corporate governance principles to be applicable to the Company, shall periodically review and assess these principles and their application, and shall recommend any changes deemed appropriate to the Board for its consideration.
7. Procedures for Information Disclosure. The Committee shall oversee and review the processes and procedures used by the Company to provide information to the Board and its committees. The Committee should consider, among other factors, the reporting channels through which the Board and its committees receive information and the level of access to outside advisors where necessary or appropriate, as well as the procedures for providing accurate, relevant and appropriately detailed information to the Board and its committees on a timely basis. The Committee shall review and discuss with management disclosure of the Company's corporate governance practices, including information regarding the operations of the Committee and other Board committees, director independence and the director nominations process, and to recommend that this disclosure be, included in the Company's proxy statement or annual report on Form 10-K, as applicable.
8. Related Party Transactions. The Committee shall develop and recommend to the Board for approval a Company policy for the review and approval of related party transactions and to review, approve and oversee any transaction between the Company and any related person (as defined in Item 404 of Regulation S-K) on an ongoing basis in accordance with the Company's related party transaction approval policy.
9. Non-Employee Director Compensation. The Committee shall assist the members of the Compensation Committee of the Board or the Board, as requested, in determining the compensation paid to non-employee directors for their service on the Board and its committees and recommend any changes considered appropriate to the full Board for its approval.
10. Management Succession. The Committee shall periodically review with the Chief Executive Officer of the Company the plans for succession to the offices of the Company's Chief Executive Officer and other key executive officers and make recommendations to the Board with respect to the selection of appropriate individuals to succeed to these positions.

11. Certificate of Incorporation, Bylaws, and Committee Charters. The Committee shall review and assess the adequacy of the Company's Certificate of Incorporation and Bylaws and the charters of any committee of the Board (the "Governing Documents") periodically in order to ensure compliance with any principles of corporate governance developed by the Committee and recommend to the Board for its consideration any necessary modifications to the Governing Documents.
12. Code of Ethics and Business Conduct. The Committee shall develop and recommend to the Board for approval a Company Code of Ethics and Business Conduct (the "Code"), monitor compliance with the Company's Code, investigate any alleged breach or violation of the Code, enforce the provisions of the Code and review the Code periodically and recommend any changes to the Board.
13. ESG. The Committee shall assist the Board to establish and oversee the Company's environmental, social, and corporate governance initiatives, policies, and performance and corporate social responsibility activities. The Committee shall make recommendations to the Board on ESG initiatives and practices and advise the Board on any reports commissioned by the Company with respect to ESG matters.
14. Annual Evaluation and Charter Review. The Committee shall review, discuss and assess its own performance at least annually. The Committee shall also review and assess the adequacy of this charter at least annually and shall recommend any proposed changes to the Board for its consideration and approval.
15. The preceding list of duties is not exhaustive, and the Committee may, in addition, perform such other functions as may be necessary or appropriate for the performance of its duties, including all other duties and functions required under applicable law or listing standards.
16. The Committee may delegate any of its responsibilities to a subcommittee comprised of one or more members of the Committee. The Committee shall also carry out such other duties that may be delegated to it by the Board of Directors from time to time.

***** Adopted by the Board of Directors of GrowGeneration Corp. as March 11, 2024 *****