

**Lead Independent Director Charter
of
GrowGeneration Corp.**

I. Appointment of Lead Independent Director

If the offices of the Chairperson of the Board of Directors (“Board”) and the Chief Executive Officer (“CEO”) are held by the same person, the Board will annually elect an independent director to serve in a lead capacity (the “Lead Independent Director”) until the Lead Independent Director’s successor is elected and qualified. The Lead Independent Director may be removed or replaced at any time with or without cause by a majority vote of the Board of Directors.

For purposes of this Charter, “independent” means meeting the requirements for independent directors under the Nasdaq Stock Market Listing Rule 5605(a)(2) and Rule 10A-3 under the Securities Exchange Act of 1934, as amended.

II. Purpose

The role of the Lead Independent Director is (i) to work collaboratively with the Chairperson and other directors to ensure effective functioning of the Board of Directors, (ii) to serve as an independent liaison between management and the Board and between the Chairperson and independent directors, and (iii) to assist in maintaining high standards of corporate governance.

III. Responsibilities

The key rights and responsibilities of the Lead Independent Director are as follows, as deemed appropriate by the Lead Independent Director:

- Serving as a liaison between independent directors and the Chairperson and CEO
- Calling for meetings of independent directors
- Presiding at all meetings of independent directors and any meetings of the Board when the Chairperson is not present, including executive sessions of independent directors
- Providing feedback from executive sessions of independent directors to the Chairperson and CEO and other senior management
- Advising the Chairperson regarding meeting agendas and information provided to the Board
- Serving a key role in the Board of Directors’ annual self-assessment
- Retaining third party advisors and consultants to provide advice to independent directors
- Being available for consultation and direct communication with major shareholders
- Reviewing stockholder communications addressed to the full Board, to the Lead Independent Director, or to independent directors

IV. Amendments

This Charter will be reviewed periodically by the Nominating and Corporate Governance Committee of the Board of Directors. From time to time, the Nominating and Corporate Governance Committee may recommend amendments of this Charter to the Board for approval, and the Board of Directors may approve amendments to this Charter by majority vote.

***** Adopted by the Board of Directors of GrowGeneration Corp. as of April 8, 2024 *****