

CHARGE ENTERPRISES, INC.
LEAD INDEPENDENT DIRECTOR CHARTER

This Lead Independent Director Charter (this “**Charter**”) has been adopted by the Board of Directors (the “**Board**”) in connection with its oversight of the management and business affairs of Charge Enterprises, Inc. (the “**Company**”). In circumstances where the Chairman of the Board (the “**Chairman**”) is not independent (as determined by the Board in accordance with the corporate governance listing standards of the Nasdaq Stock Market), the independent members of the Board may appoint from among their number a Lead Independent Director. The Lead Independent Director, if appointed, shall generally assist in optimizing the effectiveness and independence of the Board by performing such duties as described in this Charter on behalf of the Board, and such other duties as determined from time to time by the Board and/or its independent members. The identity of the Lead Independent Director shall be disclosed in the Company’s annual proxy statement.

The Lead Independent Director shall coordinate the activities of the other independent Directors and perform such other duties as the Board of Directors may determine.

DUTIES AND RESPONSIBILITIES

The specific powers and responsibilities of the Lead Independent Director are as follows:

1. Preside at all meetings of the Board of Directors at which the Chairman is not present, including any executive sessions of the independent Directors.
2. Call meetings of the independent Directors.
3. Serve as an advisor to the CEO and the Chairman, as well as a non-exclusive liaison between the Chairman and the independent Directors.
4. Review and approve meeting agendas for the Board of Directors and at least annually solicit suggestions from the Board on meeting topics, such as strategy, management performance and governance matters.
5. Approve the frequency of Board of Directors meetings and meeting schedules, seeking to assure there is sufficient time for discussion of all agenda items.
6. Be available, when appropriate, for consultation and direct communication with shareholders.
7. Retain outside advisors and consultants who report directly to the Board of Directors on Board-wide issues if appropriate.

8. Receive additional compensation as determined from time to time by the Board of Directors upon the recommendation of the Compensation Committee.
9. To the extent requested by the Lead Independent Director and where appropriate, the Chief Legal Officer shall provide advice and counsel to the Lead Independent Director in fulfilling the Lead Independent Director's duties. The Lead Director may, at the Company's sole expense, select, retain and consult with outside counsel and other advisors as the Lead Director deems appropriate.
10. On an annual basis, the Lead Independent Director, in consultation with the independent Directors, shall review this Charter and recommend to the Board of Directors for approval any modifications or changes.
11. Fulfill such other responsibilities and carry out such special projects as the Board may from time to time request.

APPOINTMENT AND ORGANIZATION

Although elected annually, the Lead Independent Director is generally expected to serve for more than one year. The Lead Independent Director may be removed or replaced at any time with or without cause by a majority vote of the independent members of the Board of Directors. For purposes of this Charter, "independent" means meeting the requirements for independent directors applicable to the Company under NASDAQ Stock Market Listing Rule 5605(a)(2) and Rule 10A-3 under the Securities Exchange Act of 1934, as amended.

ABSENCE OF LEAD INDEPENDENT DIRECTOR

If the Lead Independent Director is not present at any meeting of the Board, a majority of the independent directors present may select an independent director to act as Lead Independent Director for the purpose and duration of such meeting.

Adopted: January 27, 2023.