

CHARGE ENTERPRISES, INC.
CHARTER OF THE SPECIAL COMMITTEE OF
THE BOARD OF DIRECTORS

Membership

The Special Committee (the "**Committee**") of the board of directors (the "**Board**") of Charge Enterprises, Inc. (the "**Company**") shall consist of at least three or more independent members of the Board. Each member of the Committee shall be independent in accordance with the rules of the NASDAQ Stock Market.

The members of the Committee shall be appointed by the Board. The members of the Committee shall be appointed for one-year terms and shall serve for such term or terms as the Board may determine or until earlier resignation or death. The Board may remove any member from the Committee at any time with or without cause.

Purpose

The purpose of the Committee is to act with the full authority of the Board, in intervals between meetings of the Board, except to the extent such authority has been limited in this Charter.

Duties and Responsibilities

The Committee shall, subject to limitations imposed by applicable legal and regulatory requirements, exercise all powers and authority of the Board when the Board is not in session, except that the Committee shall not have power or authority to:

- Amend the Company's Certificate of Incorporation;
- Amend the Company's By-laws;
- Fill vacancies on the Board;
- Amend the charter of any committee of the Board;
- Adopt an agreement or plan of merger or consolidation;
- Recommend to the stockholders of the Company the sale, lease, or exchange of all, or substantially all, of the assets of the Company;
- Recommend to stockholders a dissolution of the Company or a revocation of a dissolution;
- Declare a dividend; or

Charter of the Special Committee

- Authorize the issuance of stock.

Additionally, the Committee shall not have power or authority to act on any matters that (1) are expressly delegated to other committees of the Board, (2) are under active review by the Board or another committee of the Board, unless the Board specifically authorizes such action, or (3) under the Delaware Corporation Law, the Company's Certificate of Incorporation or By-Laws cannot be delegated by the Board to a committee of the Board. The Committee may be delegated specific actions and authority from time to time by the full Board.

Outside Advisors

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

Structure and Operations

Members of the Committee may elect a chairperson of the Committee. The Committee shall meet as frequently, at such times and places, as it deems necessary to fulfill its responsibilities. The Secretary of the Company shall keep the minutes of the Committee. The Committee shall report any action it takes to the full Board at or before the next meeting of the Board. The Committee is governed by the same rules regarding meetings (including meetings in person or by telephone or other similar communications equipment), action without meetings, notice, waiver of notice, and quorum and voting requirements as are applicable to the Board.

The Committee may invite members of management or others to its meetings as it deems appropriate.

If at a meeting of the Committee a majority of members believes that any matter under consideration should be referred to the full Board for consideration, such matter shall be referred, and the Committee shall not act on such matter.

Delegation of Authority

The Committee shall have the authority to delegate any of its responsibilities, along with the authority to act in relation to such responsibilities, to one or more subcommittees as the Committee may deem appropriate in its sole discretion.

Performance Evaluation

The Committee shall conduct an annual evaluation of the performance of its duties under this Charter and shall present the results of the evaluation to the Board. The Committee shall conduct this evaluation in such manner as its deems appropriate.

Adopted: December 11, 2023