

IDEANOMICS, INC.

Acquisition Oversight Committee Charter

(Adopted by the Board of Directors on March 28, 2022)

I. General Statement of Purpose

The Acquisition Oversight Committee of the Board of Directors (the “Committee”) of Ideanomics, Inc. (the “Company”) on behalf of the Board of Directors (the “Board”) is responsible for identifying individuals qualified to become board members, consistent with criteria approved by the Board, and selecting the director nominees for election at each annual meeting of stockholders. The Committee is established for the purposes to assist the Board with its oversight responsibilities regarding: (i) the integrity and accuracy of the Company’s press releases and regulatory filings with respect to Ideanomics’ domestic and international material acquisitions, including anticipated benefits provided by such transactions; (ii) the Company’s compliance with legal and regulatory requirements related to due diligence and material disclosures related to the target company; and (iii) the effectiveness of the Company’s protocols and procedures to comply with such protocols.

II. Membership

The Committee shall consist of no fewer than three (3) board members each of whom shall satisfy the independence standards establish pursuant to Section 121A of the American Stock Exchange Company Guide or the NASDAQ listing requirements. The Board shall appoint, and may remove, members of the Committee, and the Board shall designate the Committee’s chairperson. Any member of the Committee may resign by giving oral or written notice to the Chairman of the Board or the Company’s Secretary. The Board may fill any vacancies on the Committee.

III. Meetings

The Committee generally is to meet at least once per year in person or by conference telephone or other communications equipment by means of which all persons participating in the meeting can hear each other, with any additional meetings as deemed necessary or appropriate by the Committee. A majority of the members of the Committee shall constitute a quorum for purposes of holding a meeting and the Committee may act by a vote of a majority of members present at such meeting. In lieu of a meeting, the Committee may act by unanimous written consent.

Minutes of each meeting of the Committee shall be prepared after each meeting. Minutes of each meeting and any action taken by written consent shall be distributed to each director of the Company and the Company’s Secretary after each meeting or action, as the case may be. The Company’s Secretary shall retain the original signed minutes or actions for filing with the corporate records of the Company.

IV. Committee Responsibilities

The Committee shall ensure that the Board is aware when any issues arising out of a proposed acquisition, including those pertaining to due diligence and integration, are sufficiently material to trigger a disclosure obligation. To fulfill its responsibilities, the Committee shall be provided information from the CEO, CFO, and/or other management engaged in the transaction, about proposed business combinations conducted by Ideanomics from initiation through integration, including:

- (i) An overview of the target company and the transaction;
- (ii) Ideanomics' integration plan;
- (iii) Key agreements, terms and any material financial summaries and assumptions about the transaction; and
- (iv) Any other information requested by the Committee.

In conducting its responsibilities, the Committee is authorized to retain (at the Company's expense) such independent financial advisors and legal counsel, as well as such other consultants and/or experts, as it may determine to be necessary, useful, helpful, advisable or appropriate to assist and advise the Company, and the Committee in performing its duties and responsibilities.

V. Reporting to the Board

The Committee shall keep the Board apprised of its activities, including as it relates to due diligence before execution of any Ideanomics acquisition and shall directly advise the Board in detail of its material findings on a periodic basis. The Committee shall annually prepare a written report to the Board summarizing its activities, conclusions, and recommendations for the past year and its agenda for the coming year.