

IDEANOMICS, INC.

Risk and Disclosure Committee Charter

(As Adopted by the Ideanomics Board of Directors on March 23, 2023)

I. General Statement of Purpose

The Board of Directors (the “Board”) of Ideanomics, Inc. (the “Company”) has established the Risk and Disclosure Committee (the “Committee”) as a standing committee of the Board. The primary purposes of the Committee are to assist the Board in fulfilling its oversight responsibilities and to discharge its responsibilities, enumerated below. Notwithstanding the Board’s well-recognized and longstanding oversight responsibilities, the Committee has an independent responsibility to ensure that it fully discharges its duties.

II. Membership

The Committee shall consist of the members of the Audit Committee of the Board.

III. Meetings

The Committee shall meet at least twice per year, in executive sessions at which Management¹ are not present. 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 responsibilities of the Committee shall be:

1. To monitor the compliance of the Company and employees with all risk assessment and reporting procedures;
2. To identify material risks relating to the Company’s internal controls and disclosures of such risks;
3. To review the effectiveness of the Company’s Code of Ethics annually, and recommend to the Board any changes to the Company’s policies and internal controls as necessary;

¹ “Management” includes all employees who are part of the management team, including, but not limited to the Chief Executive Office, Chief Financial Officer, President, Senior Vice President, General Counsel, President of any business Unit and other members of the management team.

4. To review and evaluate the Company's disclosure controls and procedures; and
5. To oversee the effectiveness of employee training in risk assessment and compliance.

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.