

Pyxus International, Inc.
6001 Hospitality Court
Suite 100
Morrisville, NC 27560-2009
USA

Tel: 919 379 4300
Fax: 919 379 2548
www.pyxus.com



Statement Pursuant to Treasury Regulation Section¹ 1.1273-2(f)(9)

March 31, 2023

Pyxus Holdings, Inc. (the “Borrower”) is publishing this statement pursuant to the requirements of Treas. Reg. Section 1.1273-2(f)(9) (the “Regulation”) with respect to the transactions entered into pursuant to the Intabex Term Loan Credit Agreement dated as of February 6, 2023 (the “Credit Agreement”) among the Borrower, Intabex Netherlands B.V., the parent guarantors party thereto, the lenders party thereto, and Alter Domus (US) LLC, as Administrative Agent and Senior Collateral Agent. Capitalized terms used but not defined herein have the meanings assigned to such terms in the Credit Agreement.

The exchange of the Assigned Exit Term Loans and the Assigned Intabex Term Loans for the Loans issued under the Credit Agreement (the “Exchange”) is expected to be treated as a “significant modification” and, accordingly, as a taxable “exchange” under Section 1001.

The Regulation requires the issuer of a debt instrument to determine whether the debt instrument is “traded on an established market” within the meaning of the Regulation and, if so, the fair market value of the debt instrument. The Regulation also requires an issuer who has determined that a debt instrument is publicly traded to make that determination as well as the fair market value of the debt instrument available to holders in a commercially reasonable fashion, including by electronic publication, within 90 days of the date of issue of the debt instrument.

Pursuant to the Regulation, based on information reasonably available to the Borrower, the Borrower hereby notifies the holders of the Loans that it has determined:

- The Loans are “traded on an established market” within the meaning of the Regulation; and
- The issue price of the Intabex Senior Term Loan is 90.00% of its principal amount.
- The issue price of the Intabex Junior Term Loan is 75.00% of its principal amount.

As provided in the Regulation, this determination is binding upon all holders of the Loans unless the holder explicitly discloses to the Internal Revenue Service on such holder’s timely filed U.S. federal income tax return for the taxable year that includes the date of the Exchange that its determination is different from our determination, the reason for its different determination, and, if applicable, how it determined the fair market value.

¹ Unless otherwise indicated, all Section references in this statement are to the Internal Revenue Code of 1986, as amended (the “Code”), and all Treas. Reg. Section references are to the Treasury Regulations promulgated thereunder.

This statement is only intended to fulfill the Borrower's notification obligation under the Regulation and does not constitute tax advice. The Borrower advises each holder of the Loans to consult its own tax advisers regarding the implications of this statement on the determination of the holder's tax liabilities.

PYXUS HOLDINGS, INC.

By: Flavia Landsberg

Name: Flavia Landsberg

Title: Executive Vice President and Chief Financial Officer