

PYXUS INTERNATIONAL, INC.
SOCIAL RESPONSIBILITY AND CORPORATE AFFAIRS COMMITTEE
Charter and Mandates

PURPOSE

The Social Responsibility and Corporate Affairs Committee (the “Committee”) is appointed by the Board of Directors (the “Board”) of Pyxus International, Inc. (the “Company”) to assist the Board with regard to matters relating to corporate social responsibility.

AUTHORITY

The Committee is formed by Board Resolution pursuant to Article IV, Section 5 of the Bylaws. Changes to the Committee’s Charter and Mandates (this “Charter”) must also be made by Board Resolution. The Committee will act only as a committee, with individual members possessing no power to act on their own.

MEMBERSHIP

The Committee will consist of at least three Directors, including a Committee Chair.

APPOINTMENT OF MEMBERS AND CHAIR

The Board of Directors will appoint both the members and the Chair of the Committee. The appointments will be made at each Annual Meeting of the Board or when successors are required.

REMOVAL OF MEMBERS AND CHAIR

In accordance with Article IV, Section 9 of the Bylaws, any member of the Committee, including the Chair, may be removed by majority vote of the Directors then in office.

VACANCIES

In accordance with Article IV, Section 10 of the Bylaws, any vacancy may be filled by majority vote of the Directors then in office.

MEETINGS

Frequency: The Committee will meet at least annually. The Committee may meet more frequently as necessary or appropriate.

Notice: In accordance with Article IV, Section 6 of the Bylaws (and by reference Article III, Section 6 of the Bylaws), notice of Committee meetings will be provided at least twenty-four (24) hours in advance of the meeting. Meetings may be held at any time without notice if the members waive the notice requirement by attendance at the meeting or otherwise.

Forum: The Committee may meet in person, by telephone, or by other means of communication whereby all persons participating in the meeting may simultaneously hear each other.

Quorum: A quorum shall consist of a majority of the Committee members. Action by a majority of the members shall constitute action by the Committee.

Chair: In the absence of the Chair, the Committee will designate by majority vote of the members present another member to serve as Acting Chair of the meeting.

REPORTING

The Committee will report to the Board on the proceedings of each Committee meeting.

MINUTES

The Secretary of the Company, or his designee, will keep minutes of all Committee meetings. Minutes of each meeting shall be prepared and distributed to the Committee.

MANDATES

The Committee shall:

- Monitor the Company's strategy regarding, and management of, issues relating to good corporate citizenship, environmental sustainability, human rights and labor practices, health and safety and other emerging social issues (collectively, "Corporate Social Responsibility Issues");
- Review global regulatory and public policy issues affecting the Company and the Company's positions thereon;
- Monitor the Company's relationships with key stakeholders;
- Monitor plans for the production of, and review, the AOI Sustainability Report and related issue-specific reports;
- Review the Company's progress against key sustainability goals, targets and commitments;
- Review and make recommendations to the Board regarding shareholder proposals relating to Corporate Social Responsibility Issues;
- Receive reports from management on Company activities and initiatives which may be of interest or concern to the Committee;
- Review best practices of similar committees;

- Annually review this Charter. This Charter, as revised periodically, will be published on the Company's public website;
- Annually evaluate the performance of the Committee; and
- Carry out such other duties as may be delegated to it by the Board from time to time.

CONSISTENCY WITH ARTICLES OF INCORPORATION, BYLAWS

To the extent that any provision or section of this Charter may be inconsistent with any article, provision or section of the Articles of Incorporation or the Bylaws of the Corporation, the Articles of Incorporation or the Bylaws, as appropriate, shall fully control.

* * *

Revised February 13, 2020.