

PYXUS INTERNATIONAL, INC.
ENVIRONMENTAL, SOCIAL, GOVERNANCE AND NOMINATING COMMITTEE
Charter and Mandates

PURPOSE

The Environmental, Social, Governance and Nominating Committee (the “Committee”) is appointed by the Board of Directors (the “Board”) of Pyxus International, Inc. (the “Company”) to assist the Board in overseeing matters with respect to (i) the Company’s corporate responsibility, including environmental and social initiatives; and (ii) corporate governance, including the Company’s governance policies and recommending to the Board Corporate Governance Guidelines for the Company, assisting the Board by identifying individuals qualified to become Board members (consistent with criteria approved by the Board), recommending to the Board nominees for election to the Board, leading the Board in its review of the Board’s performance, and recommending to the Board director nominees for each committee and other appointments by the Board.

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. No director who is an officer or employee of the Company or any of its subsidiaries may serve as a member of the Committee.

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 present 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:

Environmental and Social Matters

- 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 that could impact the Company's business operations, performance and reputation, and the Company's engagement on such issues.

- Monitor the Company's relationships with key stakeholders with respect to Corporate Social Responsibility Issues, including non-governmental organizations and key ESG ratings agencies.
- Monitor plans for the production of, and review, the Company's 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.
- Review and make recommendations to the Board regarding proposed Company policies relating to Corporate Social Responsibility Issues.
- Receive reports from management on Company activities and initiatives related to Corporate Social Responsibility Issues that may be of interest or concern to the Committee.
- Exercise oversight with respect to management's evaluation and incorporation of best practices with respect to Corporate Social Responsibility Issues.

Corporate Governance Matters

Composition of the Board and Committees

- Periodically analyze the size the Board.
- Prepare, for periodic submission to and adoption by the Board, a list of selection criteria to be used to identify director candidates. Generally, in the business judgment of the Board, a candidate must: be of proven integrity; be able to actively participate in and contribute to the deliberations of the Board; have the capacity and desire to represent the balanced, best interests of the shareholders; and have sufficient time available to devote to the responsibilities of a director. Additionally, the Board should give consideration to a candidate's international business experience and to the Board's appropriate diversity of background, personal and professional experience, gender and ethnicity.
- Identify qualified candidates to serve on the Board and help recruit potential directors.
- Review potential conflicts of current and prospective Board members.
- Receive recommendations of potential nominees for election to the Board.
- Annually review the qualifications of incumbent Directors with expiring terms and determine whether to recommend them as nominees for reelection.

- Annually review the independence of each director, as defined by the applicable rules and regulations, including the listing requirements of any national securities exchange on which the Company's common stock is listed (and, during any period in which the Company's common stock is not listed for trading on any national securities exchange, the rules of the New York Stock Exchange), and make a recommendation to the Board for determination.
- Annually recommend to the Board director nominees for the Annual Meeting of Shareholders.
- Recommend to the Board nominees for newly created directorships.
- When a vacancy occurs on the Board, review the qualifications of potential nominees in light of the composition and needs of the Board at that time, and recommend a nominee to the Board to fill the vacancy.

Board Appointments

- In circumstances under which the Chair of the Board is not to be designated by the Glendon Directors and Monarch Directors as such terms are defined, and in the manner specified in, the Company's Amended and Restated Articles of Incorporation, annually recommend to the Board a director to serve as Chair of the Board.
- Annually recommend to the Board a director to serve as Lead Independent Director and preside over executive sessions of independent and non-management directors.
- Annually recommend to the Board the members and Chairs to serve on the committees established by the Board.
- Annually review the qualifications of the members of the Audit Committee to objectively assess independence, financial literacy and financial expertise, as defined by the SEC and the listing requirements of any national securities exchange on which the Company's common stock is listed (and, during any period in which the Company's common stock is not listed for trading on any national securities exchange, the rules of the New York Stock Exchange), and make a recommendation to the Board for determination.
- When a vacancy occurs on any of the Board committees, determine if the vacancy should be filled and, if so, recommend to the Board a member to fill the vacancy.

Board and Committee Meetings

- Consider the adequacy of the number of Board meetings per year.
- Consider the appropriateness and adequacy of information supplied to Directors prior to and during Board meetings.

- Periodically review the conduct of the meetings of the Board and its committees; recommend changes to the Board as necessary.

Committee Charters and Performance Evaluations

- Oversee the adoption and periodic review of all committee charters, including recommending to the Board any changes in the charters of the committees of the Board.
- Oversee the process (surveys or other means) used for annual Board and committee self-evaluations, and report to the Board conclusions regarding the overall effectiveness and performance of the Board, the committees and recommend areas for improvement.
- Oversee the evaluation of the Board and management with regard to corporate governance issues and initiatives.
- Annually review this Charter and recommend any changes to the Board. This Charter, as revised periodically, will be published on the Company's public website.
- Annually evaluate the performance of the Committee.

Board Interaction with Management

- In consultation with executive management, establish and maintain a clear delineation of Board responsibilities and those responsibilities delegated to management.
- Annually recommend to the Board the individuals to be elected by the Board as officers of the Company.

Disclosures

- Annually approve a statement for inclusion in the annual meeting proxy statement addressing the Committee's policies and procedures for identifying and evaluating nominees for director.
- Annually approve a statement for inclusion in the annual meeting proxy statement or on the Company's website disclosing the means by which shareholders may communicate with directors.

Other Responsibilities

- Prepare, for periodic submission to and adoption by the Board, a set of Corporate Governance Guidelines.
- Provide for Director orientation, including educating new Directors on the Company's business, structure, management and director responsibilities.

- Provide continuing education opportunities for all Directors.
- Establish and maintain a clear delineation of responsibilities among the Board committees.
and
- Carry out such other duties as may be delegated to it by the Board from time to time.

ENGAGEMENT OF ADVISORS

The Committee will have the sole authority to retain any outside firm deemed necessary by the Committee to assist it in meeting its fiduciary obligations, including the sole authority to approve the firm's fees and other retention issues. The Company shall provide appropriate funding, as determined by the Committee, for payment of reasonable compensation to any such firm retained by the Committee.

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.

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Adopted on March 21, 2024.