

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

PURPOSE

The Environmental, Social and Governance Committee (the “Committee”) is appointed by the Board of Directors (the “Board”) of Pyxus International, Inc. (the “Company”) to assist the Board in overseeing matter with respect to the Company’s corporate responsibility, including environmental and social initiatives, and for developing, maintaining and monitoring the Company’s corporate governance policies and procedures, and to oversee the evaluation of 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;
- Review best practices of similar committees with respect to Corporate Social Responsibility Issues;

Corporate Governance Matters

- Periodically 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;
- Periodically review the conduct of the meetings of the Board and its committees; recommend changes to the Board as necessary;
- 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;
- Prepare, for periodic submission to and adoption by the Board, a set of Corporate Governance Guidelines;
- 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; 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.

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Adopted on November 3, 2020.