



22nd Century Group, Inc. Corporate Governance and Nominating Committee Charter

1. AUTHORITY AND PURPOSE

The Board of Directors (“Board”) of 22nd Century Group, Inc., (“XXII” or the “Company”) has established the Corporate Governance and Nominating Committee (the “Committee”) to (i) identify individuals qualified to serve on the Board; (ii) recommend to the Board candidates for nomination for election at the annual meeting of shareholders or to fill Board vacancies; (iii) coordinate and oversee the annual self-evaluation of the Board and its committees; (iv) review on a regular basis the overall corporate governance of the Company including the Company’s Code of Business Conduct and Corporate Ethics; (v) develop and review succession planning for Board members and executive officers; and (vi) have such other responsibilities as shall be delegated by the Board or required by applicable law or stock exchange requirements.

2. COMPOSITION

2.1 Chair

On an annual basis, the Board will appoint a Chair of the Committee. The Board may also appoint a member as Committee Vice Chair to act when the Chair is unavailable. The Chair will preside over and conduct Committee meetings or designate another Committee member to do so in the absence of the Chair and Vice Chair.

2.2 Members

The Committee shall be comprised of three directors, or such other number as determined by the Board. The Committee members shall qualify as “independent” under the rules and listing standards (“Nasdaq Rules”) of the Nasdaq Stock Market (“Nasdaq”) and shall meet such other qualifications as the Board shall deem appropriate.

The Board may replace or remove Committee members at any time, with or without cause. Directors of the Company are subject to a Conflict-of-Interest policy and its principles and application shall extend to all work such director does for Board committees.

3 OPERATIONS

3.1 Committee Meetings

The Committee will hold at least four regular Committee meetings per year and shall meet at such other times as the Chair of the Committee, the Chair of the Board or a majority of the Committee members deem necessary and appropriate, which meetings shall be called and held pursuant to the provisions of the Company’s Bylaws. Meetings may include any

participants the Committee deems appropriate and will be of sufficient duration and scheduled at such times as the Committee deems appropriate to discharge its duties. The Committee shall submit the minutes of all meetings of the Committee to, or discuss the matters discussed at each Committee meeting with, the Board with such recommendations as the Committee may deem appropriate. The Committee will allow for independent and separate discussions with management and other resources as deemed necessary to ensure candid and open communication.

Attendance at any Committee meeting may be in-person, telephonic or via internet enabled video conferencing.

3.2 Committee Decisions

The SAB will meet at least four times per year and at such times as the Chair deems necessary and appropriate. The SAB Chair will provide a report to the Board no later than the Committee meetings require the presence of a quorum (at least one half of the members) and Committee actions require a majority vote of all members present. Unless Company policies or legal requirements provide otherwise, the Committee may also take action without a meeting upon receipt of unanimous written consent.

3.3 Agendas, Meeting Materials and Minutes

Members may suggest agenda topics to the Chair. The Chair will circulate an agenda and meeting materials sufficiently in advance of Committee meetings to allow for appropriate preparation and review by members.

The Committee may establish such rules as it determines necessary or proper to conduct Committee business which are not contrary to XXII's Bylaws, Code of Business Conduct and Corporate Ethics, policies or legal requirements.

3.4 Assistance from Management, Third Parties and Subcommittees

The Committee will have reasonable access to, and complete and open communication with, the Company's management and access to XXII's corporate records relevant to the Committee's duties.

The Committee may form and delegate to one or more subcommittees all or any portion of the Committee's authority, duties, and responsibilities as appropriate and in accordance with applicable law, regulation or Nasdaq Rules.

In addressing Committee business, the Committee may seek advice and assistance from and, if permitted under applicable laws and Nasdaq Rules, may delegate authority to Company employees and third parties, including advisers and consultants. The Committee will have sole authority to retain and terminate search firms, as needed, to identify director or Chief Executive Officer candidates and approve the fees and terms of retention of any such search firms.

The Committee may seek, in its sole discretion and authority, appropriate third-party expert advice and approve the related fees and terms. However, the Committee shall not be required to implement or act consistently with the advice or recommendations of its consultant, legal counsel or other advisor to the Committee, and the authority granted in this Charter shall not affect the ability or obligation of the Committee to exercise its own judgment in the fulfillment of its duties under this Charter.

4. DUTIES AND RESPONSIBILITIES

In furtherance of the Committee's purpose, and in addition to any other responsibilities or duties that may be properly assigned by the Board from time to time, the Committee shall have the following responsibilities and duties:

Director of Candidates and Nominations:

- Establish and periodically review criteria used to evaluate the suitability of potential candidates for membership on the Board and assist the Company in maintaining a diversity of race, gender, geography, thought, viewpoints, backgrounds, skills, experience, and expertise on the Board.
- Actively recruit individuals qualified to become directors for recommendation to the Board, consistent with the criteria identified by the Board.
- Develop, maintain and manage a process to consider director candidates recommended by shareholders in a timely manner in accordance with the Bylaws. The Committee will consider and apply the same criteria to any candidates properly submitted to the Committee by shareholders that the Committee applies to its own candidates.
- Evaluate the qualifications of potential candidates (including the incumbent directors whose terms may be expiring and candidates submitted by Company shareholders pursuant to the provisions in the Company's Bylaws) based in part on the criteria identified by the Board. Assist the Board in determining and monitor whether or not each director and prospective director is "independent" within the meaning of any rules and laws applicable to the Company.
- Recommend to the Board director nominees for election by the Company's shareholders at a meeting called for such purpose or by the Board to fill vacancies. With respect to incumbent directors, the Committee will consider the fitness of the incumbent director to continue to serve as a director including the director's attention to the Company, the performance of the director, conflicts of interest, attendance at Board and Board committee meetings and the employment or occupational status of Board members.

Committees, Committee Assignments and Annual Evaluations:

- Periodically review the structure, size, function, membership and charters of the committees of the Board, including the need for any additional standing or special committees, and recommend changes to the Board for approval.
- Develop and periodically review the risk oversight responsibilities assigned to each committee of the Board.
- Identify directors to serve as members and chairs of each Board committee after taking into account the desires, experiences and expertise of individual directors. The Committee will review and recommend Board committee slates annually and shall recommend additional Board committee members as needed.
- Establish criteria and processes for an annual performance self-evaluation by the Board, each committee of the Board and each individual director.

Recruitment and Evaluation of Management:

- Oversee the annual evaluation by the Board of the performance of the Company's executive officers and management generally.
- Identify candidates for the position of Chief Executive Officer of the Company, when necessary, and manage the process for candidate assessment and recruitment, in concert with the full Board.
- Assist in the creation of and review of the succession plan relating to the Company's executive officers and make recommendations to the Board.

Corporate Governance Duties and Responsibilities:

- Review and recommend to the Board any proposed changes to the Company's articles of incorporation, bylaws and other governance documents.
- Interpret, if necessary, and confirm compliance with the Company's corporate governance policies and serve as the final arbiter of any questions of interpretation of such policies or of possible conflicts of interest of Board members and of the Company's executive officers.
- Periodically review the Company's Code of Business Conduct and Corporate Ethics and Conflicts of Interest Statements and recommend changes to the Board for approval.
- Develop and manage a program for the orientation of new directors as well as encourage directors to periodically receive continuing education and training in the areas of corporate governance and function.
- Periodically review the Company's policies, practices and disclosures with respect to sustainability and environmental, social and governance factors.

5. CHARTER

5.1 Review

At least annually, the Committee shall review and assess the adequacy of this Charter and recommend changes to the Board for approval.

At least annually, review and evaluate the performance of the Committee.

Amended and Restated November 2022