



PYXUS

Compliance Policy

It is the purpose of this Policy to define the expectations of Pyxus International, Inc. (“Pyxus”) concerning legal and ethical business conduct for the employees, officers, directors and agents of Pyxus and its subsidiaries and to describe our compliance program structure and operation.

Corporate Compliance Department

+ 919 379 4118

Compliance@pyxus.com

SCOPE

This Policy applies to Pyxus and its subsidiaries (collectively, the “Company”) and such entities’ employees, officers, directors and agents (hereinafter collectively referred to as “Company Representatives”).

EFFECTIVE DATE

This Policy is effective immediately upon the date of issuance.

ISSUING AUTHORITY

The issuing authority for this Policy is the Chief Compliance Officer of Pyxus.

POLICY STATEMENT

It is the policy of Pyxus that Company Representatives conduct their business activities in a manner consistent with applicable law and regulations and generally recognized standards of business ethics, as outlined in the Company’s Code of Business Conduct. Company Representatives must:

- Conduct the business of the Company with integrity in every area of its operations;
- Avoid any conflict of interest, including even the appearance of a conflict of interest;
- Comply with the Code of Business Conduct and the applicable laws of the United States and other countries in which they conduct the business of the Company;
- Acquire sufficient knowledge of the laws and regulations governing their location and their particular responsibilities and duties in order to recognize conduct or situations that raise legal or ethical questions;
- Promptly consult with the Chief Compliance Officer to discuss and resolve any potential or actual violations of laws, regulations, or policies relating to the ethical conduct of the Company’s business.
- Protect Company assets and ensure their efficient use for legitimate business purposes;
- Record and report business transactions and financial information fully and accurately;
- Avoid any retaliatory action toward anyone for reporting legitimate ethical questions or alleged compliance violations; and
- Acknowledge that violations of this Policy will result in disciplinary action, up to and including termination of employment or business relationship.

Participants

Participants are Company Representatives who are assigned responsibilities that could give rise to potential exposure of the Company to criminal liability or significant civil liability and those in a position to materially affect employment and other significant Company policies (“Participants”). Participants are determined by country management, in consultation with the Chief Compliance Officer or other appropriate functional or regional managers. A listing of all Participants will be maintained by the Chief Compliance Officer and updated at least annually. All Participants will be required to undergo continuing compliance training and to annually certify to their receipt of, familiarity with, and commitment to the Code of Business Conduct.

Full-Time Employees

Full-time Employees are all employees not identified as Participants; this does not include seasonal or part-time employees.

Resources

The Compliance Program consists of the following components:

I. **Compliance Materials**

- a. **This Compliance Policy**
- b. **Code of Business Conduct** – A summary of Pyxus’ expectations and requirements concerning ethical business conduct by Company Representatives.
- c. **Compliance Helpline** – A simple, confidential way for you to report any work-related situations that may cause or contribute to problems in the workplace, 24 hours a day, seven days a week. It also provides a means for you to ask questions, raise concerns or clarify issues covered in the Code of Business Conduct, including questionable accounting, internal accounting controls and auditing matters. The Pyxus Compliance Helpline is operated by an independent firm, not Pyxus, and is completely confidential and unbiased. Additionally, reports to the Compliance Helpline may be made anonymously.

The Pyxus Compliance Helpline can be reached from individual locations in accordance with the instructions in the Compliance Helpline & Resources Poster. Additionally, the Helpline Poster is available on Pyxus’ intranet at:

<http://aoiglobal/sites/GlobalServices/Compliance/Pages/Compliance-Helpline-Page.aspx>, and on Pyxus’ external website at <http://www.aointl.com/compliance/report-concern/>.

- d. **Employee Reporting Policy** – requires you to report genuine concerns of wrongdoing on the part of the Company or Company Representatives and to provide you with a reliable means of doing so.
- e. **Reporting to the Audit Committee Complaints or Concerns about Accounting or Auditing Practices** – encourages you to report to the Audit Committee of the Company’s Board of Directors genuine complaints or concerns regarding accounting or auditing issues.
- f. **Non-Retaliation Policy** – provides that it is a violation of Company policy to retaliate against those who report a concern in good faith.

II. **Local Compliance Managers** –Selected in conjunction with management and directed by the Chief Compliance Officer to implement and administer the Compliance Program in designated locations.

III. **Online Compliance Training** – All Participants will be enrolled in online compliance training.

PROCEDURES

The following are the basic procedural components of the Compliance Program:

- **Posting and Availability:** Copies of this Policy, the Code of Business Conduct, the Non-Retaliation Policy, the Compliance Helpline notice, the Employee Reporting Policy and the Reporting to the Audit Committee Policy shall be prominently posted in all Company facilities and shall be freely available to all Employees.

- **Training:** Participants will be required to complete appropriately tailored training courses by means of live presentations or online interactive compliance training.
- **Certifications:**
 - Each **Participant** and full-time **Employee** will be provided during the employment induction process, as nearly as possible in the relevant language, the Compliance Materials.
 - Each full-time **Employee** will certify one time only, by signing or acknowledging a Certification in the form attached as Exhibit A, to the receipt of, familiarity with, and commitment to this Policy and the policies and materials referenced in Paragraph I above (the “Compliance Materials”).
 - Each **Participant** will, at the time of employment, certify by signing or acknowledging a Certification in substantially the form attached as Exhibit A, acknowledge receipt of, familiarity with, and commitment to the Compliance Materials. Thereafter, each Participant will be required, annually, by E-Certification, to acknowledge receipt of, familiarity with, and commitment to the Code of Business Conduct.
 - Certifications signed or acknowledged during the employee induction will be maintained by the relevant Human Resources department. Electronic annual certifications by Participants will be maintained by the Chief Compliance Officer.
- **Communications Concerning Compliance Issues:** To make inquiries or seek explanations relating to applicable laws or concerns about business practices, Company Representatives may elect either to communicate directly with their immediate supervisors or directly with the Corporate Compliance Department. It is the policy of the Company that Company Representatives are authorized and encouraged to communicate directly with the Chief Compliance Officer (anonymously if desired) without any necessity for intermediate inquiries to or permission from supervisory management. If submitted anonymously, the report or inquiry should contain sufficient detailed information to permit a thorough investigation. Reports and inquiries may be communicated to supervisory management or the Chief Compliance Officer, either in writing, by telephone, by email or in person.
- **Communications Concerning Auditing or Financial Accounting Issues:** Company Representatives are encouraged to voice genuine complaints or concerns about any of the Company’s accounting or auditing practices, without fear of retaliation by management, by raising such concerns directly with the Chairman of the Audit Committee of the Company’s Board of Directors, without first consulting with any other Company representative, using the contact information contained in the posted notice regarding the Reporting to the Audit Committee Policy. Such communication may, but is not required to, include the sender’s name and position and a way he/she can be contacted by the Audit Committee to discuss the matter further. If the sender desires to make an anonymous submission, he/she should be sure to make as full a description of the matter as possible.

Upon receipt of a complaint or concern, the Chairman will notify the Committee and make notes to the file describing the matter in question. If the sender has submitted his/her name, the sender may be asked by the Committee to provide additional information. The Committee will conduct such investigation as it deems necessary to address the matter. Such investigation may include discussion with members of management, other employees, the Company’s external auditors or other persons and review of Company documents. In addition, the Audit Committee may, in its discretion, engage independent advisors regarding the investigation and related accounting and auditing matters. Upon

completion of any investigation it deems necessary, the Audit Committee will incorporate its findings in a memorandum to be disclosed as the Committee deems appropriate.

- **Non-Retaliation:** It is a violation of the Non-Retaliation Policy for any person to be retaliated against for raising any issue in good faith. Employees should refer to the Company’s Non-Retaliation Policy and Code of Business Conduct.
- **Disciplinary Actions:** The Compliance Program will be enforced with appropriate discipline. The Chief Compliance Officer shall investigate alleged misconduct and determine whether violations of the compliance policies have occurred. The Chief Compliance Officer shall recommend to management appropriate disciplinary action, which may include counseling, oral or written reprimands, warnings, probation or suspension without pay, demotions, reductions in salary, and termination of employment or service.

The Chief Compliance Officer shall report to the Audit Committee and will inform the Committee of instances involving material allegations or violations and shall report periodically on the general effectiveness of the Compliance Program.

- **Waivers:** Any waiver of a required element of the Code of Business Conduct for any executive officer or director may only be made by the Board of Directors and must be promptly disclosed. “Waiver” is defined as a decision not to take appropriate action as a result of a known and material departure from a provision of the Code of Business Conduct.
- **Publication of the Code of Business Conduct:** The Code of Business Conduct is available on Pyxus’s intranet at <http://aoiglobal/sites/GlobalServices/Compliance/Pages/Code-of-Business-Conduct.aspx>, and the Company’s external website at: <http://www.aointl.com/compliance/code-business-conduct/>, and will be made available to any person without charge upon appropriate request.

RESOLUTION OF POLICY CONFLICTS

There are other Company policies which address various aspects of the general subject of compliance or which provide a detailed explanation of a specific compliance program. If another Company policy or program requirement conflicts with the requirements of this Compliance Policy mandating business conduct and structuring legal compliance training and certification, this Policy governs.

IMPLEMENTATION & ADMINISTRATION

This Policy shall be implemented and administered by the Chief Compliance Officer of Pyxus.

REVISION DATE AND DESTRUCTION DATE

This Policy will be destroyed upon revision and implementation, if any, of a replacement policy.

DISTRIBUTION

Enterprise-wide

Attachment A



EMPLOYEE COMPLIANCE CERTIFICATION

I acknowledge that as an employee of the Pyxus International group of companies I have been provided with copies of the Company’s Compliance Policy, Code of Business Conduct, Compliance Helpline & Resources Poster, Non-Retaliation Policy, the Employee Reporting Policy and the Reporting to the Audit Committee Policy (the “Compliance Materials”). I am aware of their content and importance and understand that they reflect fundamental Company policy on lawful and ethical business conduct.

I further acknowledge that compliance with the business conduct standards described or referenced in the Compliance Materials is a condition of employment and that a violation can result in disciplinary action, up to and including termination.

I certify that:

first, I understand the Compliance Materials and the above acknowledgments;

second, I have received and read copies of the Compliance Materials and I understand the principles expressed in them and the importance of abiding by the Company’s policy of complying with the laws and regulations of countries in which the Company operates; and,

third, I agree to report promptly any concerns or questions I have regarding this Policy.

Name (Please print)

Signature

Location

Date

RETURN THE ORIGINAL OF THIS CERTIFICATION TO YOUR LOCAL HUMAN RESOURCES DEPARTMENT.

Last revised – 8 September 2022