



22nd Century Group, Inc.

Scientific Advisory Board Charter

1. AUTHORITY AND PURPOSE

22nd Century Group, Inc, (“XXII” or the “Company”) has established the Scientific Advisory Board (the “SAB”) of the Company to advise the Company’s Board of Directors (“Board”) on topics relating to scientific research, development and intellectual property matters more fully described in Section 4 of this Charter.

The SAB members are not employees, partners, joint venturers, or agents of the Company. SAB members shall have absolutely no authority to bind the Company in any manner whatsoever by any agreement, warranties or representations that may be made by such member to any other person, firm or corporation or by any action of such member. Nothing contained in this Charter or in any advisor agreement or offer letter shall create, is intended to create, or shall be construed as creating an employment, management, board of directors (or a committee thereof), or any type of fiduciary relationship between such SAB member and the Company, except that such member shall be bound by the confidentiality obligations set forth herein and in any advisor agreement with the Company.

2. COMPOSITION

2.1 Chair

Annually, the Board, upon the recommendation of the Governance and Nominating Committee, will appoint a Chair of the SAB. The Board may also appoint a member as SAB Vice Chair to act when the Chair is unavailable. The Chair will preside over and conduct SAB meetings or designate another SAB member to do so in the absence of the Chair and Vice Chair.

2.2 Secretary

XXII’s Corporate Secretary or his/her designee will be responsible for recording and drafting minutes of all meetings for distribution to SAB members for review and approval.

2.3 Members

The Board appoints the members of the SAB, which shall be comprised of at least three members. The number of members may be adjusted as necessary by the Board to provide leadership and timely advice. At least one member of the SAB shall be an

independent director from the Board. The SAB members shall be made up of Company Board members and outside individuals – including distinguished independent experts drawn from the fields of science, engineering, intellectual property law, economics and other social sciences to provide a range of expertise (“Outside Members”). Recommendations for the appointment of Outside Members to the SAB shall be made by the SAB Chair to the Board for its approval.

Outside members of the SAB will receive compensation established by the Board upon recommendation from the Chair of the SAB.

SAB members serve at the pleasure of the Board and are appointed to serve a two-year term, but they may resign, their service may be terminated, or they may be asked to resign, at any time. Consecutive terms are permitted with no term limitations and partial terms may be acceptable in unusual circumstances.

Each member of the SAB shall enter into an advisor agreement with the Company.

3. OPERATIONS

3.1 Meetings

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 regularly scheduled Board meeting immediately following a SAB meeting. The SAB Chair may also report directly to the Board upon request.

Meetings may include any participants the SAB deems appropriate and will be of sufficient duration and scheduled at such times as the SAB deems appropriate. The SAB will allow for independent and separate discussions with Management, Company employees and other resources as deemed necessary to ensure candid and open communication.

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

Required attendance for SAB members shall be 75% of all meetings held within a year, unless otherwise excused by the Chair, with special consideration for an annual forum of the SAB.

3.2 Agendas and 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 SAB meetings to allow for appropriate preparation and review by Members.

The Chair may call a special SAB meeting with five (5) days’ notice to Members, or such

shorter notice as the Chair deems appropriate in the circumstances.

Meeting minutes will identify all persons in attendance and adequately reflect all matters considered and any recommendations and advice made by the SAB.

Meeting minutes should be prepared within a reasonable time after each meeting and may be approved through electronic voting. SAB records and minutes will be maintained by the Corporate Secretary in accordance with XXII's record retention requirements.

The SAB may establish such rules as it determines necessary or proper to conduct the SAB's business which are not contrary to XXII's Bylaws, Corporate Governance Guidelines, policies or legal requirements.

3.3 Assistance from Management and Third Parties

The SAB will have reasonable access to, and complete and open communication with the Company's Management and access to XXII's corporate records. In addressing SAB business, the SAB may request advice and appropriate assistance from Company employees and third parties, including advisers and consultants.

4. RESPONSIBILITIES

The Board appoints the members of the SAB, but the SAB and its members are not agents of the Board and they have no authority or power conferred upon them by the Board to act or represent either the Board or the Company in any manner whatsoever. In its role as an advisor to the Board and management, the SAB shall have the following responsibilities, in addition to any responsibilities assigned to the SAB from time to time by the Board:

- Providing advice and recommendations regarding XXII scientific research, technology and innovation strategies and opportunities including potential partnerships and M&A;
- Providing strategic advice regarding emerging science and technology issues and trends;
- Performing such other functions as may be deemed necessary or convenient in efficiently carrying out the foregoing; and
- Such other functions as the Board may from time to time assign to the SAB.

5. CONFIDENTIALITY

5.1 Confidentiality

The SAB may from time to time receive confidential information relating to the business and operations of the Company and/or one or more of its affiliates.

Without limiting any confidentiality obligations in any other agreements, including without limitation the advisor agreement entered into between the Company and each member of the SAB, no member of the SAB shall (i) disclose such confidential information to any person other than an advisor or consultant who is under a duty to maintain such information as confidential, and (ii) use such confidential information for any purpose other than fulfilling his or her responsibilities hereunder.

6. CHARTER

6.1 Review

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

Revision Date	Comments
11/30/2020	Implementation of New Board Charter.