



22nd Century Group, Inc. - Board of Directors

Finance Committee Committee Charter

1. AUTHORITY AND PURPOSE

The Board of Directors (“Board”) of 22nd Century Group, Inc, (“XXII”) has established the Finance Committee (the “Committee”) to review and assess, and assist the Board in reviewing and assessing, budgets and financial plans, potential acquisitions, strategic investments, divestitures, financing and capital market activities related to XXII and its subsidiaries (collectively, the “Company”). The Committee will have the authority to take all actions on behalf of the Board as is set forth in this Charter.

2. COMPOSITION

2.1 Chair

On an annual basis, the Board, upon the recommendation of the Governance and Nominating Committee, 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 Secretary

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

2.3 Members

The Committee shall be comprised of at least three directors as determined by the Board. The majority of the Committee members shall be “independent,” as defined by the NYSE American listing standards and the Securities and Exchange Commission (the “SEC”), and shall be free from any relationship that, in the opinion of the Board, would interfere with the exercise of his or her independent judgment as a member of the Committee.

The Board may replace Committee members at any time. Directors of XXII sign annually a Conflict of Interest policy and its principles and application shall extend to all work such director does for the Committee.

3. OPERATIONS

3.1 Committee Meetings

The Committee will meet at least four times per year and at such other times as the Chair deems necessary and appropriate. The Committee will provide a report to the Board no later than the regularly scheduled Board meeting immediately following a Committee meeting.

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 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

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.

Unless otherwise specified by a resolution approving a decision of the Committee, any Member may execute, on behalf of the Committee, all documents that are necessary or desirable to implement Committee decisions.

3.3 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 Committee meetings to allow for appropriate preparation and review by Members.

The Chair may call a special Committee meeting with twenty-four (24) hour 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 or acted upon by the Committee.

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

The Committee may establish such rules as it determines necessary or proper to

conduct Committee business which are not contrary to XXII's Bylaws, Corporate Governance Guidelines, 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.

In addressing Committee business, the Committee may seek advice and assistance from and may delegate authority to Company employees and third parties, including advisers and consultants. The Committee may seek, in its sole discretion and authority, appropriate third-party expert advice and approve the related fees and terms.

4. DUTIES AND RESPONSIBILITIES

The Committee will address all matters consistent with this Charter, and from time to time as the Board may request, including but not limited to the following:

- The Committee shall advise the Board on financial matters, review and make recommendations to the Board on matters relating to:
 - Budgets and financial plans, performance against budgets and financial plans, the sources and uses of cash;
 - Transactions, including mergers, acquisitions and divestitures, as well as joint ventures and other equity investments. In connection with acquisitions and divestitures of any size or type, the Committee shall recommend action to the Board, and has no authority to act without the full authority of the Board;
 - The Company's capital structure, including potential issuances of debt and equity securities, credit agreements and material changes thereto, and short-term investment policy;
 - Dividends, stock splits, and stock repurchases; and
 - Investor relations activities.
- Where specifically authorized by the Board, the Committee may approve such specified matters on behalf of the Board. When specifically authorized by the Board, the Committee shall consider and act upon any matter presented to the Committee which is within the scope of its authority to act.
- Report Committee activities and actions to the Board at least quarterly.
- Perform any other activities consistent with this Charter, and may undertake such

actions and responsibilities as may be delegated or assigned to it from time to time by the Board.

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.

Revision Date	Comments
9/__/2020	Adoption of New Committee Charter.
