

Code of Business Conduct and Corporate Ethics 22nd Century Group, Inc. A. Scope. This Code of Business Conduct and Ethics applies to all directors, officers and employees of 22nd Century Group, Inc. (the "Company"). Such directors, officers and employees are referred to herein collectively as the "Covered Parties." B. Purpose. This Code of Business Conduct and Ethics serves to (1) emphasize the Company's commitment to ethics and compliance with the law; (2) set forth basic standards of ethical and legal behavior; (3) provide reporting mechanisms for known or suspected ethical or legal violations; and (4) help prevent and detect wrongdoing. Given the variety and complexity of ethical questions that may arise in the Company's course of business, this Code of Business Conduct and Ethics serves only as a rough guide. Confronted with ethically ambiguous situations, the Covered Parties should remember the Company's commitment to the highest ethical standards and seek advice from supervisors, managers or other appropriate personnel to ensure that all actions they take on behalf of the Company honor this commitment. C. Ethical Standards. 1. Conflicts of Interest. A conflict of interest exists when a person's private interest interferes in any way with the interests of the Company. A conflict can arise when a Covered Party takes actions or has interests that may make it difficult to perform his or her work for the Company objectively and effectively. Conflicts of interest may also arise when a Covered Party, or members of his or her family, receives improper personal benefits as a result of his or her position at the Company. Loans to, or guarantees of obligations of, Covered Parties and their family members may create conflicts of interest. It is almost always a conflict of interest for a Covered Party to work simultaneously for a competitor, customer or supplier. Conflicts of interest may not always be clear-cut, so if you have a question, you should consult with your supervisor or manager or, if circumstances warrant, the chief executive officer of the Company. Any Covered Party who becomes aware of a conflict or potential conflict should bring it to the attention of a supervisor manager or other appropriate personnel or consult with procedures described in Section E of this Code. All directors and executive officers of the Company, and the chief executive officers and chief financial officers of the Company's subsidiaries, shall disclose any material transaction or relationship that reasonably could be expected to give rise to such a conflict to the Chairman of the Company's Board of Directors. No action may be taken with respect to such transaction or party unless and until such action has been approved by the Board of Directors. 2. Corporate Opportunities. Covered Parties are prohibited from taking for themselves opportunities that are discovered through the use of corporate property, information or position without the consent of the Board of Directors of the Company. No Covered Party may use corporate property, information or position for improper personal gain and no employee may compete with the Company directly or indirectly. Covered Parties owe a duty to the Company to advance its legitimate interests whenever possible. 3. Fair Dealing Covered Parties shall behave honestly and ethically at all times and with all people. They shall act in good faith, with due care, and shall engage only in fair and open competition, by treating ethically competitors, suppliers, customers, and colleagues. Stealing proprietary information, possessing trade secret information that was obtained without the owner's consent, or inducing such disclosures by past or present employees of other companies is prohibited. No Covered Party should take unfair advantage of anyone through manipulation, concealment, abuse of privileged information, misrepresentation of material facts, or any other unfair practice. The purpose of business entertainment and gifts in a commercial setting is to create good will and sound working relationships, not to gain unfair advantage with customers. No gift or entertainment should ever be offered or accepted by a Covered Party or any family member of a Covered Party unless it (1) is consistent with customary business practices, (2) is not excessive in

value, (3) cannot be construed as a bribe or payoff and (4) does not violate any laws or regulations. The offer or acceptance of cash gifts by any Covered Party is prohibited. Covered Parties should discuss with their supervisors, managers or other appropriate personnel any gifts or proposed gifts which they think may be inappropriate. 4. Confidentiality. Covered Parties must maintain the confidentiality of confidential information entrusted to them, except when disclosure is authorized by an appropriate legal officer of the Company or required by laws or regulations. Confidential information includes all non-public information that might be of use to competitors or harmful to the Company or its customers if disclosed. It also includes information that suppliers and customers have entrusted to the Company. The obligation to preserve confidential information continues even after employment ends. 5. Protection and Proper Use of Company Assets. All Covered Parties should endeavor to protect the Company's assets and ensure their efficient use. Theft, carelessness, and waste have a direct impact on the Company's profitability. Any suspected incident of fraud or theft should be immediately reported for investigation. The Company's equipment should not be used for non-Company business, though incidental personal use is permitted. The obligation of Covered Parties to protect the Company's assets includes its proprietary information. Proprietary information includes intellectual property such as trade secrets, patents, trademarks, and copyrights, as well as business, marketing and service plans, engineering and manufacturing ideas, designs, databases, records, salary information and any unpublished financial data and reports. Unauthorized use or distribution of this information would violate Company policy. It could also be illegal and result in civil or criminal penalties. 6. Compliance with Laws, Rules and Regulations Obeying the law, both in letter and in spirit, is the foundation on which the Company's ethical standards are built. In conducting the business of the Company, the Covered Parties shall comply with applicable governmental laws, rules and regulations at all levels of government in the United States and in any non-U.S. jurisdiction in which the Company does business. Although not all Covered Parties are expected to know the details of these laws, it is important to know enough about the applicable local, state and national laws to determine when to seek advice from supervisors, managers or other appropriate personnel. 7. Timely and Truthful Public Disclosure. In reports and documents filed with or submitted to the Securities and Exchange Commission and other regulators by the Company, and in other public communications made by the Company, the Covered Parties involved in the preparation of such reports and documents (including those who are involved in the preparation of financial or other reports and the information included in such reports and documents) shall make disclosures that are full, fair, accurate, timely and understandable. Where applicable, these Covered Parties shall provide thorough and accurate financial and accounting data for inclusion in such disclosures. They shall not knowingly conceal or falsify information, misrepresent material facts or omit material facts necessary to avoid misleading the Company's independent public auditors or investors. 8. Anti-Bribery. All Covered Parties are prohibited from giving, promising, offering or authorizing payment of anything of value to any government official to obtain or retain business, to secure some other improper advantage, or to improperly influence a government official's actions. Additionally, Covered Parties must also avoid the appearance of improper interactions with government officials. In addition to the prohibitions of bribing government officials discussed above, Covered Parties are prohibited from offering or providing corrupt payments and other advantages to or accepting the same from private (non-government) persons and entities. Such payments constitute commercial bribery and are often called "kickbacks." The Company's prohibition on bribery applies to all improper payments regardless of size or purpose, including "facilitating"

(or expediting) payments. Facilitating payments refer to small payments to government officials to expedite or facilitate nondiscretionary actions or services, such as obtaining an ordinary license or business permit, processing government papers such as visas, customs clearance, providing telephone, power or water service, or loading or unloading of cargo. Generally, facilitation payments are prohibited by this Code, except for a very limited set of circumstances for which prior written approval must be obtained from the General Counsel.

9. Antitrust. All Covered Parties are required to comply with all antitrust laws. To that end, Covered Parties are prohibited from entering into any agreement or understanding – even an informal understanding – with a competitor to (i) set prices on our products and services, (ii) divide territories, markets or customers, (iii) prevent another company from entering the market, (iv) participate in any form of bid rigging, (v) refuse to deal with a customer or supplier for improper reasons or (vi) boycott another company.

D. Waivers. Any waiver of this Code for executive officers or directors may be made only by the Company's Board of Directors and will be promptly disclosed as required by law or stock exchange regulation.

E. Violations of Ethical Standards.

1. Reporting Known or Suspected Violations. The Company's directors, CEO and senior financial officers shall promptly report any known or suspected violations of this Code to the Chairman of the Company's Board of Directors. All other Covered Parties should talk to supervisors, managers or other appropriate personnel about known or suspected illegal or unethical behavior. No retaliatory action of any kind will be permitted against anyone making such a report in good faith, and the Company's Board of Directors will strictly enforce this prohibition.

2. Accountability for Violations If the Company's Board of Directors determines that this Code has been violated, either directly, by failure to report a violation, or by withholding information related to a violation, the offending Covered Party may be disciplined for non-compliance with penalties up to and including removal from office or dismissal. Such penalties may include written notices to the individual involved that a violation has been determined, censure by the Board of Directors, demotion or re-assignment of the individual involved and suspension with or without pay or benefits. Violations of this Code may also constitute violations of law and may result in criminal penalties and civil liabilities for the offending Covered Party and the Company. All Covered Parties are expected to cooperate in internal investigations of misconduct.

F. Compliance Procedures We must all work together to ensure prompt and consistent action against violations of this Code. In some situations, however, it is difficult to know if a violation has occurred. Because we cannot anticipate every situation that will arise, it is important that we have a way to approach a new question or problem. These are the steps to keep in mind:

- Make sure you have all the facts. In order to reach the right solutions, we must be as informed as possible.
- Ask yourself: What specifically am I being asked to do: Does it seem unethical or improper? Use your judgment and common sense. If something seems unethical or improper, it probably is.
- Clarify your responsibility and role. In most situations, there is shared responsibility. Are your colleagues informed? It may help to get others involved and discuss the problem.
- Discuss the problem with your supervisor. This is the basic guidance for all situations. In many cases, your supervisor will be more knowledgeable about the questions, and he or she will appreciate being consulted as part of the decision-making process.
- Seek help from Company resources. In rare cases where it would be inappropriate or uncomfortable to discuss an issue with your supervisor, or where you believe your supervisor has given you an inappropriate answer, discuss it locally with your office manager or your human resources manager.
- You may report ethical violations in confidence without fear of retaliation. If your situation requires that your identity be kept secret, your anonymity will be protected to the

maximum extent consistent with the Company's legal obligations. The Company in all circumstances prohibits retaliation of any kind against those who report. G. Ethics Hotline Policy To assure ongoing adherence to the Code of Business Conduct and Corporate Ethics, the Audit Committee of the Board of Directors, has established an Ethics Hotline Policy to provide an avenue for employees to raise complaints or concerns relating to violations or alleged violations of this Code of Business Conduct and Corporate Ethics. This policy applies to all employees of 22nd Century Group, Inc. and its subsidiaries, including part time, temporary and contract employees. 22nd Century is committed to the highest possible standards of ethical, moral and legal business conduct. In conjunction with this commitment and 22nd Century's commitment to open communication, this policy aims to provide an avenue for employees to raise concerns with reassurance that they will be protected from reprisals or victimization for reporting a concern in good faith. This Ethics Hotline Policy is intended to cover serious concerns that could have a large impact on 22nd Century Group, Inc., such as actions that (1) are unlawful, (2) may lead to incorrect financial reporting, (3) are not in line with company policy, including this Code of Business Conduct and Corporate Ethics, or (4) otherwise amount to serious improper conduct. Regular business matters that do not require anonymity should be directed to the employee's supervisor and are not addressed by this policy. There are safeguards in the policy to address harassment or victimization and to maintain confidentiality and anonymity. Harassment or victimization of individuals submitting a hotline report will not be tolerated. Every effort will be made to protect the reporter's identity by our hotline vendor, Lighthouse Services, and the policy allows employees to remain anonymous at their option. Any malicious allegations may result in disciplinary action. The Ethics Hotline procedure is intended to be used for serious issues. Serious concerns relating to financial reporting, unethical or illegal conduct should be reported in either of the following two ways: • Toll-free telephone – (844) 490-0002 (English speaking USA and Canada) • E-mail to reports@lighthouse-services.com (must include company name with the report) Reporters to the Ethics Hotline can remain anonymous if they choose. Please note that the information provided by you may be the basis of an internal and/or external investigation into the issue you are reporting and your anonymity will be protected to the extent possible by law. However, your identity may become known during the investigation because of the information you provided. Reports are submitted by Lighthouse Services to the Audit Committee of the Board of Directors of 22nd Century, and may or may not be investigated at the sole discretion of the Audit Committee. The action taken will depend on the nature of the reported concern or complaint. The individual submitting the report will be given the opportunity to receive follow-up information relating to their concern or complaint.

Adopted by 22nd Century Group, Inc. Board of Directors March 5, 2020 22nd Century Group, Inc. Environmental, Social and Governance Policy This Environmental, Social and Governance Policy (the "Policy") sets out the guiding principles of 22nd Century Group, Inc. (the "Company" or "22nd Century") with respect to the management of environmental, social and governance ("ESG") issues, including the principles which the Company aspires to and the procedures it has implemented in order to integrate these principles into its operations. The various policies set forth herein are intended to maintain and improve the sustainability of the Company. For the Company, sustainability means creating long term value for our stockholders and for society, while minimizing the negative externalities associated with our products, operations and supply chain. Scope The Policy applies to the Company and its direct and indirect subsidiaries. Compliance with the Policy is mandatory for all directors, officers and employees

of the Company and its direct and indirect subsidiaries. Tobacco Harm Reduction Policy 22nd Century's primary mission in tobacco is to reduce the harm caused by smoking through the Company's proprietary reduced nicotine content tobacco cigarettes. Our proprietary Very Low Nicotine Cigarette tobaccos, which grow with at least 95% less nicotine than tobacco used in conventional cigarettes, have been shown in numerous published, independent clinical studies as being associated with reductions in smoking, nicotine exposure, and nicotine dependence, with minimal evidence of nicotine withdrawal, compensatory smoking, or serious adverse events. These clinical studies, which were conducted by independent researchers and paid for by United States federal government agencies, provide a foundation of independent scientific support for recently proposed changes by the FDA in the regulatory approach in the United States to address the harm caused by smoking combustible tobacco cigarettes. Responsible Marketing Policy When our products are intended for commercial sale, we are committed to marketing our products responsibly, only to adult smokers and with honest and accurate information. We do not intend to influence any adult consumer's decision about whether or not to smoke. We will not use any marketing that is particularly appealing to minors or deliberately targeted at minors. We must not be misleading in our marketing, including about the health risks of smoking. All employees who are directly involved in marketing and sales activities must receive training on these principles and practices. The applicable officers in charge of such employees are accountable to implement these trainings for such employees. Adopted by 22nd Century Group, Inc. Board of Directors March 5, 2020

1 Environmental Impact Policy In connection with our commitment to reduce the harm caused by smoking, we are committed to actively reducing our impact on the environment by taking the following actions:

- Conducting operations in compliance with all applicable laws and regulations, while setting more stringent standards for ourselves and our suppliers whenever feasible;
- Setting clear targets of environmental impact reduction for ourselves and our suppliers, openly communicating them and reporting on our progress;
- Assessing our environmental impacts and defining strategies and initiatives to achieve our targets;
- Reviewing proposed strategies with the Corporate Governance and Nominating Committee of the Board of Directors;
- Raising awareness among employees and providing them with the necessary knowledge, resources and tools to implement our programs and share best practices;
- Managing water sustainably by reducing our water use, assessing water risks where we operate, implementing water stewardship in all of our operations and working with stakeholders in shared watersheds towards the five water stewardship outcomes (good water governance, sustainable water balance, good water quality, healthy status of high conservation value areas and access to water for sanitation and hygiene).

The Company recognizes that climate change significantly impacts our planet. Through our commitment to ESG and related initiatives, we are striving to reduce our impact on climate change and implement sustainable operating practices for our facilities. In addition, the Company is committed to continually assessing the material effects of climate change on our operations, both the risks and opportunities and their potential impacts. This analysis will enhance our strategic direction and inform our actions to become more climate resilient. Agricultural Practices Policy The Company is committed to the sustainable production of tobacco and hemp in conditions that limit as much as possible the impact on the natural environment. Our goal is to grow quality tobacco and hemp with minimal impact on the environment, the farm and the surrounding area. To that end, we are committed to protecting ecosystems and biodiversity, reducing the use of natural resources and managing potential environmental impacts. Adopted by 22nd Century Group, Inc. Board of Directors March 5, 2020

1 This includes developing strategies to protect

soil and water, reducing energy consumption and promoting the use of recycled and reusable materials in order to reduce waste. We recognize that forests provide key ecosystem services such as watershed protection, habitats for biodiversity, livelihoods for communities and climate regulation, and that tobacco production may have negative impacts on the health of forests. The Company is committed to combatting deforestation by sourcing wood-based materials from traceable, sustainable and legal sources, while protecting the rights and livelihoods of local communities. We will continue to monitor our impact on deforestation and will update and adjust our management of forest-related risks based on the results of our risk assessments on a regular basis.

Animal Testing Policy We are committed to the humane treatment of animals, and we prioritize continuous improvement in animal health and welfare. We recognize that animals are sentient beings, capable of feeling positive emotions such as joy and contentment, as well as negative emotions such as stress and fear. Accordingly, we have not and do not conduct or ask third parties to conduct on our behalf any animal testing on products or ingredients within the Company portfolio. We are committed to refraining from conducting any animal testing for now and in the future.

Employees' Rights Policy The Company has been and will continue to be an equal opportunity employer. In furtherance of this equal employment policy, the Company will take steps to ensure that:

- Persons are recruited, hired, assigned and promoted without regard to race, national origin, religion, age, color, sex, sexual orientation, gender identity, disability, or protected veteran status, or any other characteristic protected by local, state, or federal laws, rules, or regulations.
- All other personnel actions, such as compensation, benefits, transfers, layoffs and recall from layoffs, access to training, education, tuition assistance and social recreation programs are administered without regard to race, national origin, religion, age, color, sex, sexual orientation, gender identity, disability, or protected veteran status, or any other characteristic protected by local, state, or federal laws, rules, or regulations.
- Employees and applicants shall not be subjected to harassment, intimidation, threats, coercion or discrimination because they have: (1) filed a complaint; (2) assisted or participated in an investigation, compliance review, hearing or any other activity related to the administration of any federal, state or local law requiring equal employment opportunity; (3) opposed any act or practice made unlawful by any federal, state or local law requiring equal opportunity or (4) exercised any other right protected by federal, state or local law requiring equal opportunity.

Adopted by 22nd Century Group, Inc. Board of Directors March 5, 2020

We respect the rights of our employees who choose union representation and commit to not interfering with the right of workers to form or join a trade union or representative organization of their own choosing. We commit to maintaining good relationships with their bargaining representatives and to providing such representatives access to carry out their representative functions in the workplace without fear of discrimination, reprisal, intimidation or harassment.

Responsible Sourcing Policy We are committed to doing business in line with internationally-recognized principles on human rights, environmental management, business integrity and anti-corruption. These values include how we work with our suppliers across our supply chain. Our goal is to achieve tangible improvements in our supply chain. We call on our suppliers to:

- Implement processes or leverage on existing systems that enable suppliers to identify, avoid or mitigate risks and impacts in their own operations and in their business relationships;
- Assess their operations and supply chain; and
- Communicate and actively engage with their workers, suppliers and stakeholders, so that they can draw attention to potential concerns.

The Company considers human rights matters to be of fundamental importance in its engagement with suppliers. In particular, the Company is firmly opposed to child labor and forced labor and is committed to not working with suppliers who

engage in such labor practices. Further, the Company will not engage with suppliers that have histories of discrimination on the basis of race, national origin, religion, age, color, sex, sexual orientation, gender identity, disability, or protected veteran status, or any other characteristic protected by local, state, or federal laws, rules, or regulations. The Company will continue to monitor and be aware of any human rights violations by its suppliers and evaluate its suppliers accordingly. The Company will annually review and evaluate its supply chain to determine its suppliers' compliance with the aforementioned principles. Our relationship with suppliers that do not meet the standards set forth above will be evaluated in light of such noncompliance.