



## INSIDER TRADING POLICY

### SCOPE

This Policy applies to:

I. All transactions in the securities of Pyxus International, Inc. (the “Company”), including without limitation common stock, options to purchase common stock, debt securities such as bonds and notes, and any other securities the Company may issue from time to time, such as preferred stock, warrants and convertible debentures, together with derivative securities relating to the Company’s stock, whether or not issued by the Company, such as exchange-traded options.

II. The following personnel:

“**Section 16 Insiders,**” which includes all of the directors and executive officers of the Company, the Company’s controller and treasurer, such other personnel as the Company may designate from time to time, members of the foregoing individuals’ immediate families and households, such individuals’ estate planning vehicles, and all ten-percent shareholders of the Company.

“**Designated Personnel,**” which includes Section 16 Insiders, and ALL of the Company’s officers, members of the Management Board, Regional Financial Directors, the Director – Financial Planning & Analysis, corporate office personnel, U.S.-based information technology personnel with access to consolidated financial data (e.g., Khalix, Qlikview, etc.), and such other personnel as the Company may designate from time to time, together with members of the foregoing individuals’ immediate families and households, and such individuals’ estate planning vehicles.

“**Insiders,**” which includes Section 16 Insiders, Designated Personnel and ALL employees, officers and directors of, and consultants and contractors to Pyxus and each of its worldwide subsidiaries, who receive or have access to Material Nonpublic Information (as defined below) regarding the Company, together with members of such individuals’ immediate families and households, such individuals’ estate planning vehicles, as well as any person who receives Material Nonpublic Information from an Insider. Any person who possesses Material Nonpublic Information regarding the Company is an Insider for so long as the information is material and not publicly known. Any person can be an Insider from time to time, and would at those times be subject to this Policy.

### EFFECTIVE DATE

This policy was originally issued in May 1999. The policy was revised in February 2000, December 2002, July 2006, August 2012, February 2013, December 2014, March 2015 and subsequently updated to reflect the Company’s name change.

### ISSUING AUTHORITY

The issuing authority for this policy is the Company’s Corporate Secretary.

## **POLICY**

**1. Prohibition against Trading on Material Nonpublic Information.** No Insider shall engage in any transaction involving a purchase or sale of the Company's securities, including any offer to purchase or offer to sell, during any period commencing with the date that he or she comes into possession of Material Nonpublic Information (as defined below), and ending at the close of business on the second Trading Day following the date of public disclosure of such information; or, alternatively, the date on which such information is no longer material. For purposes of this Policy, "**Trading Day**" means a day on which the New York Stock Exchange is open for trading. This prohibition includes transactions in the Company's 401(k) Plan, such as elections to redirect future contributions or realign existing account balances, that result in a purchase or sale (intentional or otherwise) of Company stock.

Every Insider has the individual responsibility to comply with this Policy at all times, regardless of whether the Company has indicated that a trading window is open. Further, an Insider may, from time to time, have to forego a proposed transaction in the Company's securities even if such Insider planned to make the transaction before learning of the Material Nonpublic Information and even though the Insider believes he or she may suffer an economic loss or forego anticipated profit.

**2. Prohibition against Tipping.** No Insider shall disclose ("tip") Material Nonpublic Information to any other person (including family members) where such information may be used by such person to trade in the securities of the Company, nor shall such Insider or related person make recommendations or express opinions on the basis of Material Nonpublic Information as to trading in the Company's securities.

**3. Prohibition on Hedging.** No Insider may engage in any hedging or monetization transactions with respect to the Company's securities, including, but not limited to, through the use of financial instruments such as exchange funds, prepaid variable forwards, equity swaps, puts, calls, collars, forwards and other derivative instruments, or through the establishment of a short position in the Company's securities.

**4. Prohibition on Pledging.** No Insider may pledge any Company stock, including without limitation, through the holding of the Company's securities in margin accounts.

### **Material Nonpublic Information**

For purposes of this Policy, "**Material Nonpublic Information**" is material information about the Company that has not yet become available to the general public. It is not possible to define all categories of material information, however, information should be regarded as material if there is a reasonable likelihood that it would be considered important to an investor in making a decision to buy, sell or hold securities. Either positive or negative information may be material. While it may be difficult under this standard to determine whether particular information is material, there are various categories of information that are particularly sensitive and, as a general rule, should always be considered material.

Examples of such information may include:

- Financial information
- Projections of future earnings, losses or liquidity
- News of a pending or proposed merger
- News of the acquisition or disposition of a subsidiary, line of business or a significant amount of assets
- Gain or loss of a substantial customer or supplier
- Changes in dividend policy
- New product announcements of a significant nature
- Significant product pricing changes
- Stock splits
- New equity or debt offerings

- Major changes in senior management
- Anticipated public or private offerings of securities
- Significant litigation, actual or threatened disputes, or government investigations
- The fact that a joint venture, tender offer, or other restructuring activity is being evaluated or considered, that discussions or negotiations are in progress, or that such a transaction is being undertaken.

Nonpublic information relating to the Company is the property of the Company and the unauthorized disclosure of such information is forbidden.

### **Blackout Periods; Trading Windows**

To enhance compliance with this Policy and applicable federal and state securities laws, all Section 16 Insiders and Designated Personnel are prohibited from conducting transactions involving the purchase or sale of the Company's securities (including without limitation 401(k) Plan transactions that result in a purchase or sale of Company stock), during the periods (the "**Blackout Periods**") starting on the last day of each fiscal quarter and continuing until the later of:

- (i) two (2) full trading days after the public disclosure via press release of the Company's financial results for such fiscal quarter, or
- (ii) the adjournment of the next regularly scheduled quarterly meeting of the Company's Board of Directors.

It should be noted that even during such trading windows, any person possessing Material Nonpublic Information concerning the Company should not engage in any transactions in the Company's securities until such information has been known publicly for at least two (2) full trading days. Further the Company may from time to time prohibit Section 16 Insiders, Designated Personnel and potentially a larger group of Insiders from trading securities of the Company because of material developments known to the Company and not yet disclosed to the public ("**Unscheduled Blackouts**"). In such event, the affected Insiders may not engage in any transaction involving the purchase or sale of the Company's securities, and should not disclose to others the fact of such suspension of trading. **Trading in the Company's securities during a trading window should not be considered a "safe harbor," and all Insiders should use good judgment at all times.**

### **Pre-Clearance Of Trades**

All Section 16 Insiders and Designated Personnel must receive written pre-clearance from the Corporate Secretary or Assistant Secretary of all proposed purchases, sales and gifts of the Company's securities before initiating such transactions (provided that the Corporate Secretary and Assistant Secretary shall be required to obtain pre-clearance from the Chief Financial Officer, regardless of whether the Corporate Secretary and/or Assistant Secretary are Section 16 Insiders). This pre-clearance requirement also applies to transactions involving securities held in Company sponsored 401(k) or other pension plans. Requests for pre-clearance must be submitted in writing (whether by fax or e-mail) no later than two (2) Trading Days in advance of a proposed transaction, and must specify the details of the proposed trade or series of related trades (e.g., type of securities to be traded, current ownership, number of shares, date of anticipated trade, etc.). **The absence of a response from the Corporate Secretary or Assistant Secretary to a pre-clearance request does not constitute pre-clearance. Further, merely checking with the Corporate Secretary or Assistant Secretary to determine whether the trading window is open does not constitute pre-clearance.** The Corporate Secretary and Assistant Secretary are under no obligation to approve a trade submitted for pre-clearance, and may determine not to permit a trade. The Company may also find it necessary, from time to time, to require compliance with the pre-clearance process from certain employees, consultants and contractors other than and in addition to its Section 16 Insiders.

## **Broker Requirements**

Section 16 Insiders and each of their respective brokers must agree, prior to effecting any transaction in the Company's securities and in a form acceptable to the Corporate Secretary, to report immediately **in writing** (via fax or e-mail) to the Company's Vice President – Human Resources, the details of every transaction involving the Company's stock, including gifts, transfers, pledges and all 10b5-1 transactions.

## **Prohibition On Use Of Other Companies' Material Nonpublic Information**

This Policy also applies to Material Nonpublic Information relating to other companies, including the Company's customers, vendors or suppliers ("business partners"), when that information is obtained in the course of employment with, or other services performed on behalf of, the Company. Civil and criminal penalties, and termination of employment, may result from trading on Material Nonpublic Information regarding the Company's business partners. All Insiders should treat Material Nonpublic Information about the Company's business partners with the same care as is required with respect to information relating directly to the Company.

## **Potential Criminal And Civil Liability And/Or Disciplinary Action**

1. **Liability for Insider Trading.** Insiders may be subject to criminal prosecution under the Securities Exchange Act of 1934, resulting in penalties of up to \$5,000,000 and up to 20 years in jail, for engaging in transactions in the Company's securities at a time when they have knowledge of Material Nonpublic Information regarding the Company. Insiders engaging in such trading also may be subject to criminal prosecution for securities fraud under the federal criminal code, unlimited fines and up to 25 years in jail.
2. **Liability for Tipping.** Insiders may also be liable for improper transactions by any person (commonly referred to as a "tippee") to whom they have disclosed Material Nonpublic Information regarding the Company or to whom they have made recommendations or expressed opinions on the basis of such information as to trading in the Company's securities. The Securities and Exchange Commission (the "SEC") has imposed large penalties even when the disclosing person did not profit from the trading. The SEC, the U.S. stock exchanges and the National Association of Securities Dealers, Inc., use sophisticated electronic surveillance techniques to identify the occurrence of insider trading.
3. **Possible Disciplinary Actions.** Insiders who violate this Policy will be subject to disciplinary action by the Company, which may include without limitation ineligibility for future participation in the Company's equity incentive plans or termination.

## **Certain Exceptions**

The Company considers that the exercise of stock options for cash under the Company's stock option plans (but not the sale of any such shares) and/or the surrender of restricted shares to the Company are excepted from this Policy, since the other party to the transaction is the Company itself and the price does not vary with the market but is fixed by the terms of the option agreement or the plan. In addition, transactions made pursuant to a prearranged contract, instruction or plan adopted pursuant to SEC Rule 10b5-1(c) and approved in writing by the Company are exempt from the Policy.

## **Additional Information – Section 16 Insiders**

Section 16 Insiders must also comply with the reporting obligations and limitations on short-swing transactions set forth in Section 16 of the Securities Exchange Act of 1934, as amended. The practical effect of these provisions is that Section 16 Insiders who purchase and sell the Company's securities within a six-month period must disgorge all profits to the Company whether or not they had knowledge of any Material Nonpublic Information. Under these provisions, and so long as certain other criteria are met,

neither the receipt of an option under the Company’s option plans, nor the exercise of that option, is deemed a purchase under Section 16; however, the sale of any such shares is a sale under Section 16. Moreover, no Section 16 Insider may ever make a short sale of the Company’s stock. The Company has provided, or will provide, separate memoranda and other appropriate material to its Section 16 Insiders relating to compliance with Section 16 and its associated rules.

**Summary**

	<b>Trading Restrictions/Reporting</b>
<b>Insiders</b>	<ul style="list-style-type: none"> <li>• Always prohibited from trading on Material Nonpublic Information</li> <li>• Always prohibited from tipping</li> <li>• May be subject to Unscheduled Blackouts</li> </ul>
<b>Designated Personnel</b>	<ul style="list-style-type: none"> <li>• Always prohibited from trading on Material Nonpublic Information</li> <li>• Always prohibited from tipping</li> <li>• Always subject to Blackout Periods</li> <li>• Always subject to mandatory Pre-clearance</li> <li>• May be subject to Unscheduled Blackouts</li> </ul>
<b>Section 16 Insiders</b>	<ul style="list-style-type: none"> <li>• Always prohibited from trading on Material Nonpublic Information</li> <li>• Always prohibited from tipping</li> <li>• Always subject to Blackout Periods</li> <li>• Always subject to mandatory Pre-clearance</li> <li>• May be subject to Unscheduled Blackouts</li> <li>• Always report immediately in writing to Vice President – Human Resources the details of every stock transaction</li> </ul>

**Inquiries**

Please direct any questions regarding the matters discussed in this Policy to the Company’s Corporate Secretary or Assistant Secretary.

**IMPLEMENTATION**

This policy will be implemented by the Company’s Corporate Secretary.

**REVISION DATE AND DESTRUCTION DATE**

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