

**22nd CENTURY GROUP, INC.**  
**CORPORATE GOVERNANCE & NOMINATING**  
**COMMITTEE CHARTER**

This charter (“Charter”) is adopted as the Charter of the Corporate Governance & Nominating Committee (the “Committee”) of 22nd Century Group, Inc. (the “Company”) on February 14, 2014. The Committee shall meet as needed, and may meet in any manner permitted by law and the Bylaws of the Company, including telephonically. A majority of the Committee members shall constitute a quorum, and a majority of the members present shall decide any question brought before the Committee. The Committee shall report any actions taken at its meetings to the full Board of Directors (the “Board”) at the Board meeting next following each Committee meeting.

**Membership:**

The Committee shall consist of at least three (3) independent Directors consistent with the Company’s Corporate Governance Guidelines and the current listing requirements of the stock exchange on which it is currently listed.

The members of the Committee shall be selected by a majority vote of the Board of Directors at its annual meeting and shall serve until the next annual meeting of the Board or until their successors shall be duly elected and qualified, or their earlier resignation or removal by the Board, with or without cause. The members of the Committee may, if they so desire, elect a Chair, who shall serve at the pleasure of the Committee and the Board.

**The Committee shall:**

**Board Oversight Functions**

1. Recommend to the Board the number of Directors to comprise the Board, and the appropriate Committees of the Board.
2. Assist the Board in establishing a “job description” for Board members, setting forth the responsibilities and expected participation from directors.
3. Oversee periodic self-evaluations by the Board, its Committees and individual Directors of their respective performance.
4. Consider the fitness of incumbent Directors to serve as a Director, including appropriate attention to the Company, the roles of Directors, conflicts of interest and attendance at meetings.
5. Monitor the employment or occupational status of Board members, which will be considered by the Committee in evaluating whether to nominate Board members for re-election.
6. Oversee the annual evaluation by the Board of the performance of the Company’s executive officers and management generally.

**Nominating Functions**

1. Recommend to the Board the qualifications for membership on the Board and each Board committee, term limits, length of service, etc.

2. Identify, recommend and recruit candidates to be nominated to fill open positions on the Board and to be nominated for election by the shareholders at each annual meeting of shareholders.
3. Develop, maintain and manage a process to consider Director candidates recommended by shareholders in a timely manner in accordance with the Bylaws. The Committee will consider and apply the same criteria to any candidates properly submitted to the Committee by shareholders that the Committee applies to its own candidates.
4. Have sole authority to retain and terminate search firms, as needed, to identify Director candidates and approve the fees and terms of retention of any such search firms.

#### Corporate Governance Functions

1. Review and recommend to the Board any proposed changes to the Company's articles of incorporation, Bylaws and other governance documents and that the Company remains current in its governance policies.
2. Interpret, if necessary, and confirm compliance with the Company's corporate governance policies and serve as the final arbiter of any questions of interpretation of such policies or of possible conflicts of interest of Board members and of the Company's executive officers.
3. Encourage the Directors to periodically receive continuing education in the areas of corporate governance and function.
4. Develop and manage a program for the orientation of new Directors.
5. Recommend committee composition and assignments for each Board committee and submit such recommendations to the Board for ratification.
6. Assist in creation of and review the succession plan relating to the Company's executive officers and make recommendations to the Board.
7. May form and delegate authority to subcommittees when appropriate, subject to applicable requirements of applicable law.