

TURNING POINT BRANDS, INC.

NOMINATING & CORPORATE GOVERNANCE COMMITTEE CHARTER

This Nominating & Corporate Governance Committee Charter was adopted by the Board of Directors (the “Board”) of Turning Point Brands, Inc. (the “Company”) on November 23, 2015.

This Charter is intended as a component of the flexible framework within which the Board, assisted by its committees, directs the affairs of the Company. While it should be interpreted in the context of all applicable laws, regulations and listing requirements, as well as in the context of the Company's Certificate of Incorporation and Bylaws, it is not intended to establish by its own force any legally binding obligations.

I. PURPOSE AND AUTHORITY

The purpose of the Nominating and Corporate Governance Committee (the “Committee”) is to assist the Board by: (i) identifying, screening and reviewing individuals qualified to serve as directors and recommending to the Board candidates for election at the annual meeting of shareholders to fill Board vacancies; (ii) developing, recommending to the Board and overseeing implementation of the Company’s Corporate Governance Guidelines; and (iii) reviewing, on a regular basis, the overall corporate governance of the Company and recommending to the Board improvements when necessary.

In discharging its role, the Committee is empowered to investigate any matter brought to its attention with access to all books, records, facilities and personnel of the Company. The Committee has the power to retain outside counsel, director search and recruitment consultants or other experts and will receive from the Company adequate funding, as determined by the Committee, for payment of reasonable compensation to such advisors. The Committee shall have the sole authority to retain, compensate, terminate and oversee director search and recruitment consultants, who shall be accountable ultimately to the Committee.

II. COMMITTEE MEMBERSHIP

The Committee shall consist of two or more members of the Board, each of whom has been determined by the Board to be “independent” in accordance with applicable rules of the New York Stock Exchange. The members of the Committee shall be appointed by the Board. The members of the Committee shall serve for such term or terms as the Board may determine or until earlier resignation or death. The Board may remove any member from the Committee at any time with or without cause.

III. COMMITTEE MEETINGS

The Board shall designate a member of the Committee as the chairperson. The Committee shall meet as frequently as circumstances dictate (but in no event less frequently than quarterly). The

Committee is governed by the same rules regarding meetings (including meetings in person or by telephone or other similar communications equipment), action without meetings, notice, waiver of notice, and quorum and voting requirements as are applicable to the Board.

IV. KEY RESPONSIBILITIES

The following responsibilities are set forth as a guide with the understanding that the Committee may diverge as appropriate given the circumstances. The Committee is authorized to carry out these and such other responsibilities assigned by the Board from time to time, and take any actions reasonably related to the mandate of this Charter.

To fulfill its purpose, the Committee shall:

1. identify, screen and review individuals qualified to serve as directors, consistent with criteria approved by the Board; review each current director and recommend to the Board whether such director should stand for re-election; and recommend to the Board the nominees for election or re-election at the next annual meeting of shareholders and for filling any Board vacancies subject to any contractual or other commitments of the Company;
2. recommend to the Board for approval, oversee the implementation and effectiveness of, and recommend modifications as appropriate to, the Company's policies and procedures for identifying and reviewing Board candidates, including policies and procedures relating to Board candidates submitted for consideration by shareholders; and review Company disclosures regarding such policies and procedures;
3. review annually with the Board the composition of the Board as a whole, including whether the Board reflects the appropriate balance of independence, sound judgment, business specialization, technical skills, diversity and other desired qualities;
4. review periodically the size of the Board and recommend to the Board any appropriate changes;
5. oversee the evaluation of the Board and management;
6. establish and recommend to the Board, oversee the implementation and effectiveness of and recommend modifications as appropriate to, the Company's Corporate Governance Guidelines;
7. consider corporate governance issues that arise from time to time, and develop appropriate recommendations for the Board;
8. review and recommend to the Board for approval any changes in the compensation of directors;
9. review the Board's committee structure and composition and to make

recommendations to the Board regarding the appointment of directors to serve as members of each committee and committee chairmen annually.

10. conduct an annual self-evaluation of the performance of the Committee, including its effectiveness and compliance with this Charter;
11. review and reassess the adequacy of this Charter annually, make appropriate recommendations to the Board and amend as the Committee deems appropriate; and
12. report regularly to the Board on Committee findings, recommendations and any other matters the Committee deems appropriate or the Board requests, and maintain minutes or other records of Committee meetings and activities.

V. Delegation of Authority

1. The Committee shall have the authority to delegate any of its responsibilities, along with the authority to take action in relation to such responsibilities, to one or more subcommittees as the Committee may deem appropriate in its sole discretion.