



ITG Brands Code of Conduct





Leadership Commitment

The Code of Conduct is fundamental to our success

At ITG Brands, we need to be certain that everything we do is guided by a commitment to honor the letter and spirit of the regulations under which we operate. The foundation of these commitments is defined in our Code of Conduct and each employee must take personal responsibility for abiding by our Code.

As President and Chief Executive Officer, there is nothing more important to me than my accountability to ensure the proper conduct of our employees and our Company. I am dedicated to leading a business in which we all feel proud of our achievements, because we work extremely hard and are driven to do things the right way.

However, I am but one of many leaders throughout our Company. Safeguarding our Code requires that each of us draw on our innate leadership qualities and uphold these responsibilities.

Operating a successful business means we must never compromise our values. We must always do what is right for our adult consumers, trade customers, employees, community partners, our owners and regulatory authorities. I believe that only by working together we will achieve our business objectives the right way. The behaviors that support our values will demonstrate that how we achieve success is far more important than what we achieve.

A handwritten signature in black ink, appearing to read 'Kim Reed', with a large, sweeping flourish at the end.

Kim Reed
President and Chief Executive Officer



Introduction

The ITG Brands Code of Conduct embodies our spirit and values. It brings together Company policy principles that guide our behaviors toward our people, our Company, customers and suppliers and the various community elements that comprise our external environment. All people working within ITG Brands or for our organization are expected to adhere to the ITG Brands Code of Conduct standards of behavior and policy requirements.

We are each required to read, understand and abide by the Code and take the time to read and understand the supporting policies. We are expected to act as role models, ensuring that everything we do is in line with our values. All our employees—leaders and individuals alike—are assessed on the way and extent to which we live our values and meet our expectations.

Managers, Legal Counsel, HR and Compliance officers are available to advise, guide and answer questions. The Code is absolutely essential to how we achieve success and places our values at the heart of every decision we make.



Doing the right thing is important

ITG Brands is committed to operating according to this Code of Conduct and will never tolerate achieving business results in an unethical way. It is the responsibility of everyone working for, and on behalf of, ITG Brands to set an example for how we operate. Supervisors and leaders play a pivotal role in setting this example and creating a work environment where employees feel free to raise questions and concerns within the Company. In addition, we encourage and support employees to speak up and raise concerns or questions around Company integrity without fear of retaliation.

Any employee who is concerned about violations to the letter or spirit of this document should express those concerns to his or her immediate supervisor. If for any reason the employee does not feel comfortable doing so, he or she can also express that concern to a representative from Product Integrity & Compliance, Legal or Human Resources.

We will take disciplinary action up to, and including, dismissal (in accordance with local labor laws) against anyone who threatens or engages in retaliation or harassment of any person who has reported, or is considering reporting, a concern in good faith.

Speak Up!

Escalation of Concerns

Employees and All External Vendors can:



1. Make a report or raise a concern through local management, Product Integrity & Compliance, Legal, or People & Culture.



2. Send an email to:
Kelly.Rotenstreich@itgbrands.com or Keri.Fox@itgbrands.com



3. Telephone our independent Speak Up! Hotline at:

866-447-6092

See section on Complying with Federal Court Order for details on the Department of Justice provisions.



People

Culture of Respect and Preventing Harassment

At ITG Brands, we treat each other and our stakeholders with respect and dignity. We work stronger and better together by valuing each other's views and input. Collaborative teams help drive innovations and performance by encouraging open dialog and creative problem solving. We do not tolerate aggressive or hostile behaviors among our employees, vendors, suppliers, accounts or customers. We adhere to equal employment opportunity standards and view any violation of these standards or retaliation against anyone who reports such behavior in good faith, as unacceptable.

Our leadership team sets an example of what it means to act with integrity. They ensure that direct reports understand their responsibilities under the Code and related policies and procedures. Employees are encouraged to ask questions, raise concerns and express ideas.

Ensuring a Safe and High-Performance Workplace

The Company strives to provide each employee with a safe and high-performance work environment. Our employees follow safety and health procedures and report any type of safety issue, incident or near miss, where applicable. Violence and threatening behavior are never permitted. Employees report to work free from the influence of alcohol or drugs, and in a condition to perform their duties.

The use of illegal drugs in the workplace is not tolerated.

We identify performance and safety risks in our facilities and eliminate or mitigate those risks accordingly. We share safety information to continuously improve overall performance — ITG Brands expects timely reporting of any incidents, regardless of any regulatory implications. Employees who are instructed to perform tasks that compromise safety should elevate their concerns through established reporting procedures.

People

(continued)

THE RIGHT CHOICE Q & A:

Q: We are in the process of setting up a partnership with a new supplier, but we are concerned that their employee work conditions are below the level we expect. The supplier has given us a commitment that they will make the required changes if they are awarded our contract. Given this commitment, can we go ahead?

A: We expect our suppliers to treat their workers fairly and comply with our standards and the law. This supplier may not be a suitable business partner. You should discuss your concerns with your Human Resources manager, Procurement and your Legal Counsel.

Respecting Human Rights*

We value the safety, dignity and well-being of our people and those who support our business.

WHY IT'S IMPORTANT

We respect human rights throughout our operations, and we expect our business partners, suppliers, and vendors to do the same. This limits reputational risk and advances better working partnerships. We require our suppliers and appropriate organizations to comply with, or exceed, international labor standards.

Respecting human rights is important for our people, our external reputation, our supply chain sustainability and our license to operate. We respect the most fundamental of human rights and we do not tolerate child labor, illegal or forced labor, physical punishment or abuse, and our employees have a duty to raise concerns or questions around company integrity without fear of retaliation.

WHAT WE DO

- Have concern for our peoples' health, safety, dignity and well-being
- Follow our employment practices and guidance
- Consider human rights within potential new investments and joint ventures
- Work with our suppliers to improve supply chain standards.

WHAT WE DON'T DO

- Employ any person under 15 years old, or less than the local minimum employment age or mandatory school age—whichever is higher
- Employ any person under 18 years old to undertake tasks which are hazardous
- Fail to speak up if we see a human rights violation

WE CAN...

have a positive impact by making responsible business decisions which promote the safety, dignity and well-being of everyone involved.

* This training described in our Human Rights Commitment aligns with the [Imperial Brands Modern Slavery Statement](#).

People

(continued)

Using Social Media Responsibly

Social media is a powerful communication tool and one that should only be used on behalf of the Company on official Company social media accounts. Our reputation can be negatively affected by inappropriate use of this form of communication. Our use of social media is conducted under the following guidelines:

- Represent ourselves and our Company in a positive way
- Protect our reputation
- Distinguish between personal and business communication
- Never post information that appears to be endorsed by the Company
- Identify ourselves as an employee when endorsing our Company or products
- Never disclose confidential information

Follow all Company policies regarding use of Company resources, sharing of information as well as marketing regulations when using social media.



Company

Avoiding Conflicts of Interest

At ITG Brands, we avoid situations in which our personal interests, or those of our family members, interfere with our ability to make objective business decisions. We do not let our personal, social or financial interests affect our judgment in such a way that we are not acting in the best interest of the Company. Examples of situations that could present a conflict of interest are: holding a second job that causes issues in work performance, having a financial interest with a company that does business with ITG Brands, or supervising those with whom we have a close personal relationship.

ITG Brands' employees must avoid, report or resolve any activity that might present a conflict of interest. Disclose to "HR" or log a "Speak Up" complaint regarding any situation or relationship that might appear to pose a conflict of interest. We strictly follow established practices to ensure that decisions are made objectively and in the best interest of the Company. Please refer to the Employee Handbook - Hiring Procedures - Hires, Promotions, Transfers of Relatives, Romantic Partners or Spouses for further details.

Company

(continued)

Keeping Information Confidential and Secure

At ITG Brands, we protect personal as well as confidential Company information at all times. Employees protect Company information during work hours, after hours and when no longer employed with the Company. We respect and protect information belonging to other companies. We are obliged to keep it secure by protecting it from loss or damage and unauthorized access, use, change or disclosure. Not doing so can result in significant penalties, both for the Company and the individual. This includes information that an employee may have brought with them from a previous employer or information that is shared during a consulting engagement.

We share confidential information only with those authorized and aware of the restrictions that apply to that information. We carefully select the media used to store information and take responsibility for keeping these sources under control. We take additional security precautions when necessary, applying good password practices, encryption and only use approved applications and software. We initiate non-disclosure agreements when sharing information with business partners and expect those we do business with to protect our information accordingly.

Protecting Personal Information

ITG Brands is committed to protecting the privacy of our employees, customers, business partners and visitors to our websites. We handle personal data in a responsible manner and comply with data privacy laws. We collect personal data for legitimate purposes only and share personal information only if permitted. We restrict access to personal information and ensure that employees with access to personal data understand their responsibilities.

Reporting of Company Records

Our colleagues depend on accurate information and records to make good business decisions. We follow stringent standards for recording financial records and accounts. Employees are expected to raise any concerns about the accuracy or completeness of financial reports. Our financial books and records are, and must always be, honest and straightforward and reflect the true nature of all components of our transactions.

Reporting of Company Records (continued)

The disclosures we make in public communications and government filings are complete, fair, timely, accurate and understandable. Information cannot be falsified or concealed under any circumstance. ITG Brands employees have an individual responsibility for creating, preserving, keeping or disposing of Company records in accordance with the law and our records retention policy. We are honest when submitting and approving travel and expense claims. We ensure any contractual commitments made on behalf of our Company are properly approved. We do not make dishonest or deceptive entries in any report or record. Employees are expected to communicate knowledge of any violations to their “HR” or log a “Speak Up” complaint.

Safeguarding Intellectual Property

Our intellectual property is fundamental to the competitive advantage of our Company. Employees must not share confidential information, trademarks, design rights, patents, copyrights, marketing strategies and pricing plans, just to name a few assets. To protect our Company, we:

- Respect the intellectual property rights of others.
- Protect our intellectual property and report any “copycat” products, phishing, suspected counterfeit products or other items that may infringe on our intellectual property rights.
- Make certain that we are the owner of intellectual property rights in any materials or products created or developed for us.

Avoiding Insider Trading

At ITG Brands, we keep inside information inside the Company, releasing information only when authorized to do so. We do not use information on the financial performance or future plans of the organization to influence share prices or buy and sell decisions. We also do not make use of information related to other companies for use in share trading. We do nothing to influence the market performance of our Company or other companies.

Company

(continued)

Using Company Resources

ITG Brands' employees use Company assets for the benefit of the Company and its shareholders. Employees protect Company assets from theft, waste and misuse. Company assets include, but are not limited to, tools, computers, vehicles, cell phones, records, employee time, email, software systems, patents, trademarks and scrap material. Company assets must be used for business purposes; inappropriate use of Company resources has a direct impact on the profitability of our business.

At ITG Brands, we:

- Use Company assets in a way that is appropriate, reasonable and lawful.
- Make sure that we spend Company money in the best interest of the Company.
- Comply with Company policies on travel and expenses.
- Understand that the work we do for the Company belongs to the Company; we do not use Company assets for personal gain.
- Accurately report our use of Company time.
- Make only reasonable and permitted use of Company information systems such as email or phones.
- Do not access or share information that would be considered offensive.
- Respect property and resources that belong to other organizations such as our business partners.
- Speak out if we notice Company resources being used improperly

Company

(continued)

Managing Information

At ITG Brands, we use our business records to capture information that enables us to demonstrate we are fulfilling our regulatory and legal obligations. We maintain business records and expect our business partners to maintain all records pertaining to our business, as required by law, regulation and/or business needs.

Our business records may be stored in many different ways and retained for different time periods depending on the nature and content of those records.

At ITG Brands, we:

- Accurately record the business activities for which we are responsible.
- Keep information organized, identifiable and accessible.
- Ensure records are kept in a way that allows records to be appropriately shared internally.
- Comply with all legal and business requirements for keeping records.
- Review records on a regular basis and safely dispose of those which no longer need to be kept or which should be disposed of in accordance with law and rules on data protection.
- Comply with any requests to suspend the disposal of records, including in response to pending litigation or regulatory investigation.
- Respect statutory document and record retention periods.



Customers and Suppliers

Combating Illicit Trade

At ITG Brands, we are committed to cooperating with federal organizations to help prevent marketing and sale of illegal tobacco products. Illicit trade damages our reputation and steals our intellectual property. We supply product in quantities commensurate with expected consumption and we only supply products to customers who are reputable. We review our customer data regularly and work in cooperation with government agencies to support training and analysis of seized product to protect our brands.

Avoiding Money Laundering

Money laundering is the process of creating the appearance that funds obtained from criminal activities are legitimate or originated from a lawful source. It is a serious criminal activity. We must continue to ensure that we are not used by others for the purposes of money laundering activities. ITG Brands ensures that we only do business with reputable customers who are involved in legitimate business activities by:

- Only accepting payment from customers, distributors and other businesses or individuals who we normally do business with and who have been subjected to due diligence checks.
- Having defined procedures in place to verify the identity and legitimate operation of our customers.

Competing Fairly

ITG Brands believes in open business competition based on price, quality and service. Antitrust laws are in place to ensure that markets operate fairly and without improper collaboration between competitors. We will comply with the letter and spirit of antitrust laws, which prohibit, among other things:

- Agreement between competitors on price or terms of sale.
- Manipulation of production output.
- Allocation between competitors of geographic markets, products offered or customers.
- Offering prices or terms of sale unequally among customers.
- Restrictions on the freedom of our customers to compete.

Customers and Suppliers

(continued)

Competing Fairly (continued)

Engaging in any of the prohibited behaviors above could result in significant penalty to the Company and individual employees involved.

At ITG Brands, we are committed to protecting the reputation of our Company and only engaging in discussion with our competitors under the advice of legal counsel. Employees are advised to remove themselves from any questionable or inappropriate discussions with competitors and report the incident immediately to their supervisors.

Gathering Competitive Intelligence

At ITG Brands, we monitor our competitive environment and analyze trends to support our business and meet customers' requirements. We gather competitive information and use it legally, with guidance and oversight by legal counsel. Our employees do not engage in:

- Soliciting or accepting a competitor's trade secrets or other confidential information.
- Engaging in industrial espionage or undercover surveillance to access information that is not publicly available.
- Recruiting competitors' employees for the purpose of obtaining confidential or commercially sensitive information.
- Approaching competitors' customers or employees to obtain confidential information.
- Exchanging commercially sensitive information or data (including sales data) with competitors (including via intermediaries or third parties) in breach of competition laws.

Delivering on Quality, Value and Service

All ITG Brands employees focus on quality in everything we produce and everything we do. We ensure the compliance and the integrity of our products through regulatory implementation, process rigor and effective risk management. We continuously review and improve work practices in order to deliver excellent brands and services to customers and adult smokers. While we follow and maintain established processes, we seek to improve efficiencies in our work practices. We encourage teamwork and engagement with our suppliers and partners to improve our performance standards. We measure and monitor data to ensure quality issues are identified and addressed in a timely manner. We strictly adhere to all applicable regulations regarding the quality and integrity of our products.

Customers and Suppliers

(continued)

Marketing Responsibly

ITG Brands' marketing activities must only be directed towards adult smokers 21 and older. We comply with all laws, regulations and legal requirements that govern the marketing of our products. We engage with business partners who have the same commitment to marketing responsibly as we do. We do not advertise or market our products to non-smokers. We do not employ images that could be perceived as marketing to minors, nor do we claim in any of our materials that smoking is safe.

Creating Successful Supplier Partnerships

At ITG Brands, we select and do business with suppliers and business partners who conduct themselves in a legal, professional and ethical manner. We follow established procurement practices. This involves performing due diligence when selecting suppliers ensuring no conflict of interest influences the selection process. We communicate our standards to suppliers and ensure their practices are aligned with our principles. We also deliver programs to Leaf Suppliers to monitor social, environmental and economic standards in our tobacco supply, from farms to the leaf processing facilities. We treat our suppliers and business partners with fairness and integrity and expect our suppliers to align with the expectations detailed in this Code. ITGB is committed to enhancing business opportunities for historically underutilized businesses. ITGB encourages reasonable commercial efforts to include and utilize a diverse group of suppliers who are competitive on price, quality, service and provide the best overall value for goods and services.

Fighting Bribery and Corruption

ITG Brands is committed to operating our business based on merit. We do not tolerate the use of bribes, corruption or any unethical practices by our employees or third parties working on our behalf. We strictly adhere to laws that forbid our Company, employees and third-party agents from paying for or offering anything of value to gain an unlawful business advantage or influence people-making decisions that affect our business. We do not directly, or indirectly, provide through third parties any type of bribe or unethical benefit to the following groups, including, but not limited to:

- Government officials
- Employees of government-controlled businesses
- Political parties or candidates
- Any private or commercial party

Fighting Bribery and Corruption (continued)

Violating bribery and corruption laws is a serious criminal offense for the individuals and the company involved and can result in large fines and even imprisonment. We prohibit the use of bribes or facilitation payments and require reporting of any request or demand for such payment immediately.

Giving and Receiving Gifts and Entertainment

At ITG Brands, we never accept cash gifts from any third party, including but not limited to, competitors, customers, suppliers or public officials. In addition, we may not accept, without prior approval and reporting, any gift, service, loan or entertainment, nor accept non-cash gifts in excess of \$300 value in one calendar year per third party. Lastly, we should avoid offering any gift or thing of value to a third party if it may appear inappropriate under the circumstances.

Read the Gifts and Entertainment policy for more information. If employees are uncertain whether functions, services, trip or other entertainment offered by any third party falls outside the normal course of business, or if there are extenuating circumstances involved, they should contact the SVP/EVP of their department or consult Human Resources or Legal for clarification and final approval before accepting any form of benefit.

Complying with Customs and Tax Requirements

At ITG Brands, we comply with all customs and tax laws and regulations applicable to our business; we comply with regulations related to import duties, value added tax, excise tax and any other tax or fee levied against our products. We comply with bonding and other regulations that govern tax, duty free or tax suspension shipments. We ensure that destruction and tax reclaim documentation is accurately completed with proper volume and value information; our documentation is produced in compliance with local tax and customer rules and regulations.

When our product is destroyed, we supervise destruction and maintain accurate accounts and financial records. We report any discrepancies in accounting of product to relevant authorities and are honest and accurate in all of our certifications or statements. Employees who question accounting of customs or tax information should bring their concerns immediately to their supervision. Employees are expected to know and comply with our policies related to working with public officials.



Communities

Respecting the Environment

ITG Brands is committed to making the most of limited resources and reducing our impact on the environment. We follow environmental guidance and standards, use resources and energy efficiently and use technology that minimizes environmental impact where possible. We support the use of renewable materials and the development of environmentally friendly packaging, where practical. We work with suppliers to improve supply chain impacts while continuing to meet customer expectations and consumer preferences.

Employees whose work may impact the environment must be thoroughly familiar with the applicable permits, requirements and procedures associated with their jobs. ITG Brands' employees reduce waste, recycle and re-use where possible. We conserve water and energy and avoid unnecessary travel.

Contributing within our Communities

ITG Brands supports the communities in which we operate by participating in projects that improve people's lives; we encourage and support our employees' volunteering in the communities where we live and do business. We support community projects, charitable organizations and activities that are officially recognized or governed 501(c)3. We do not use community investment or charitable donations to advertise or promote our brands or violate government statute; therefore, we do not directly support charitable organizations that are primarily directed to youth or sports. Volunteering or donating to charitable organizations by employees is strictly voluntary and comes without pressure from the Company.

Engaging with Governments and Political Bodies

ITG Brands takes positions on political issues and engages with political candidates and political parties, as well as those who lobby on behalf of our interests. We do so only under the counsel of our External Affairs professionals and in compliance with the law.

Political engagement is conducted by trained employees or consultants under the direction of External Affairs. ITG Brands' employees conduct business in a politically neutral manner, ensuring that our personal political views are not interpreted as those of the Company. Employees do not use Company resources to support personal political activity. Employee participation in the established political action committee is strictly voluntary.

Communities

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Communicating with the Media

Our External Affairs / Corporate Communications team oversees communication with the media on behalf of the Company. ITG Brands' reputation depends on our professional and ethical behavior; we provide accurate and reliable information about our operations and performance.

ITG Brands ensures that only trained and authorized employees speak on behalf of the Company; employees refer all inquiries to External Affairs / Corporate Communications. All employees must ensure that personal views are never construed as those of the Company. We protect the integrity of the information we provide by giving equal access to relevant and accurate information.

Complying with Federal Court Order

When ITG Brands acquired the Winston, Salem, Kool and Maverick brands from R.J. Reynolds Tobacco Company and Lorillard Tobacco Company, it was required to assume certain obligations that a federal court imposed on those companies in 2009 after finding that they had violated the Racketeering Influenced and Corrupt Organizations Act. The following provisions of the federal court order govern ITG Brands' conduct:

All Defendants, Covered Persons and Entities are permanently enjoined from making, or causing to be made in any way, any material false, misleading, or deceptive statement or representation, or engaging in any public relations or marketing endeavor that is disseminated to the United States public and that misrepresents or suppresses information concerning cigarettes. Such material statements include, but are not limited to, any matter that: (a) involves health, safety, or other areas with which a reasonable consumer or potential consumer of cigarettes would be concerned; (b) a reasonable consumer or potential consumer would attach importance to in determining whether to purchase or smoke cigarettes; or (c) the Defendant, Covered Person or Entity making the representation knows or has reason to know that its recipient regards or is likely to regard as important in determining whether to purchase cigarettes or to smoke cigarettes, even if a reasonable person would not so regard it.

All Defendants, Covered Persons and Entities are permanently enjoined from conveying any express or implied health message or health descriptor for any cigarette brand either in the brand name or on any packaging, advertising or other promotional, informational or other material. Forbidden health descriptors include the words "low tar," "light," "ultra light," "mild," "natural," and any other words which reasonably could be expected to result in a consumer believing that smoking the cigarette brand using that descriptor may result in a lower risk of disease or be less hazardous to health than smoking other brands of cigarettes. Defendants are also prohibited from representing directly, indirectly, or by implication, in advertising, promotional, informational or other material, public statements or by any other means, that low-tar, light, ultra light, mild, natural, or low-nicotine cigarettes may result in a lower risk of disease or are less hazardous to health than other brands of cigarettes.