

October 11, 2024

Turning Point Brands, Inc.
5201 Interchange Way
Louisville, Kentucky 40229
Attention: Secretary
Email: ir@tpbi.com

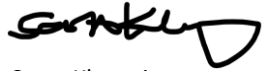
Re: Rule 14a-8 Proposal for Turning Point Brands, Inc. 2024 Annual Meeting

I purchased stock in Turning Point Brands, Inc. ("TPB") because I believed our company had potential and was undervalued. My attached Rule 14a-8 proposal is submitted in support of the long-term performance of our company and to improve corporate governance at TPB. My proposal is for the next annual stockholder meeting (currently expected to occur in April or May 2025). I will meet Rule 14a-8 requirements, including the continuous ownership of the required stock value, until after the date of the stockholder meeting. The proposal submitted herewith, along with the supporting statement, is for inclusion in the proxy statement. Please advise stockholders in the proxy statement that my address will be provided upon request. Furthermore, I intend to present the proposal at the 2025 annual meeting. This letter does not cover proposals that are not rule 14a-8 proposals. This letter does not grant the power to vote. Your consideration and the consideration of the Board of Directors for this proposal is appreciated.

[DISCUSSION REGARDING 2023 TPB ANNUAL MEETING PROPOSAL REDACTED].

Attached please find documentary evidence of my ownership of TPB stock for my [ACCOUNT INFORMATION REDACTED] (see Attachments 1 & 2, evidencing that I have owned in excess of \$25,000 of TPB stock for over one year continuously). Please note that I can meet with the company via teleconference or Zoom call to discuss this 14a-8 proposal no less than 10 calendar days nor more than 30 calendar days after submission hereof (including, without limitation, at 9am on October 29, 2024, 9am on October 30, 2024, and 9am on October 31, 2024 [all times EST]).

Sincerely,



Scott Klarquist
Tel: 646-592-0498
Email: sklarquist@sevencornerscapital.com

Turning Point Brands, Inc. - Rule 14a-8 Proposal

Proposal [4] – Special Stockholder Meetings:

RESOLVED, Stockholders request that our board to take the steps necessary to amend TPB's Second Amended and Restated Bylaws (and any other appropriate governing company document) to provide that one or more TPB stockholders holding, in the aggregate, ten percent (10%) or more of our outstanding common stock shall have the power to call a special stockholder meeting pursuant to Article I, Section 2 of our bylaws.

Supporting Statement:

Many public companies allow holders of 10% of shares to call a special meeting. Special meetings allow stockholders to vote on vitally important matters, such as electing new directors, which may arise or become necessary or desirable to vote on between annual meetings.

Article I, Section 2 of our bylaws currently states: "Special meetings of the stockholders, other than those required by statute, may be called at any time by the Board of Directors acting pursuant to a resolution adopted by a majority of the Whole Board". This resolution requests our board to supplement this bylaw provision to provide for the ability of one or more stockholders holding at least 10% of the outstanding common stock (in aggregate) to call a special meeting of stockholders. This proposal does NOT impact our board's current power to convene a special meeting.

When significant stockholders have reason to call a special meeting, the decision of whether to convene such a meeting should not be left to company insiders who may have clear conflicts of interests or fail to otherwise be financially aligned with TPB stockholders. We need to amend the bylaws, however, to rectify this issue at our company. Please vote for improved corporate governance by VOTING IN FAVOR OF Proposal [4] - Special Stockholder Meetings. Thank you!