

Foundation for a Smoke-Free World, Inc.

Minutes of a Special Meeting of the Board of Directors

September 27, 2018

A meeting of the board of directors (the "Board") of Foundation for a Smoke-Free World, Inc., a Delaware Foundation (the "Foundation"), was held by telephone on September 27, 2018.

The following directors participated:

Dyborn Chibonga
Zoe Feldman
Lisa Gable
Paul Gardner
Darshita Gillies
Corinna Lathan
Andrew MacLeod
Pamela Parizek
Derek Yach

The following Foundation staff participated:

Farhad Riahi, Chief Health, Science and Technology Officer

The following legal counsel participated:

Edward J. Beckwith and Naomi Meisels, both of Baker & Hostetler LLP

Mr. MacLeod chaired the meeting. At the request of the Chair, Edward J. Beckwith served as Acting Secretary of the meeting and called the meeting to order at 8:32 AM EDT. Mr. Beckwith confirmed that Notice of the meeting had been duly given and that a quorum was present.

HST Research Agenda

The Chair turned to Dr. Riahi who reported on the health, science, and technology ("HST") work of the Foundation. He highlighted the need to fund research and stimulate innovation to accelerate smoking cessation and tobacco harm reduction and eliminate the gaps in science. The Board engaged in a robust discussion regarding the direction of the HST research agenda and how best to inform innovation and advance the Foundation's scientific agenda.

Communication Protocols

The Chair noted that a formal communication policy is being prepared by counsel to the Foundation with input from the Chair and the President of the Foundation that will be designed to clarify the protocols that should be followed with respect to interactions between the Board and Foundation staff in order to ensure a constructive and collaborative relationship. A discussion followed regarding the need for senior Foundation staff to be in regular contact with Committee Chairs and for Committee Chairs to work directly with Foundation staff to schedule quarterly Committee meetings, along with the need to preserve appropriate internal communications. Foundation counsel expects to provide a final draft communication policy to the Board for discussion and approval at the Board's November meeting.

There being no more business to come before the Board, the meeting was adjourned at 9:26 AM EDT.

IN WITNESS WHEREOF, I, the undersigned Secretary of Foundation for a Smoke-Free World, Inc., have duly attested to these Minutes of a Special Meeting of the Board of Directors of Foundation for a Smoke-Free World, Inc., effective as of September 27, 2018.

By Order of the Board:



Elizabeth A. Smith

Secretary