

Foundation for a Smoke-Free World, Inc.

Minutes of a Special Meeting of the Board of Directors

March 28, 2019

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 March 28, 2019.

The following directors participated:

Zoe Feldman
Paul Gardner
Darshita Gillies
Corinna Lathan
Pamela Parizek (who joined by telephone at 9:30 AM EST)
Martin Skancke
Noriko Tojo
Derek Yach

The following Foundation staff participated:

Tom Harding, Chief Operating Officer and Chief Financial Officer

The following legal counsel were present:

Elizabeth A. Smith, Secretary, together with Edward J. Beckwith and Naomi P. Meisels, all of Baker & Hostetler LLP

Ms. Smith called the meeting to order at 9:00 AM EST and confirmed that Notice of the meeting had been duly given and that a quorum was present. Ms. Smith acted as Chair of the meeting.

Engagement of Signals Analytics Inc.

Ms. Smith then called on Dr. Yach to discuss the proposed engagement with Signals Analytics Inc., a next-gen data analytics company. Dr. Yach noted that issues surrounding nicotine are at the core of several of the Foundation's workstreams, including Industry Transformation, Health, Science and Technology ("HST") and Communications. The issuance of the report on Global Trends in Nicotine contributed to laying the groundwork for the Foundation's Industry Transformation strategy and represented an important step in the Foundation's HST research program. Building upon this work, the launch of the first Smoke-Free Index[®] by June 2020 will evaluate the largest nicotine delivery companies in the world and provide the public with quantifiable evidence of how companies are supporting industry transformation or impeding it. To propel breakthroughs and innovation, the Foundation's Strategic Plan highlights the importance of data and analytics in transforming the global tobacco industry and nicotine ecosystem. The

Strategic Plan emphasizes the need to cover data gaps in cessation rates and bring together timely data on epidemiology, product availability and public and private perceptions of nicotine.

Dr. Yach reported on Signals Analytics' exceptional strength in extracting, curating and synthesizing complex and diverse streams of data into usable formats in ways that facilitate policy, science and product development. Dr. Yach emphasized their high level of intellectual expertise, particularly in the areas of computer science and molecular biology. The Foundation would engage Signals Analytics to apply cutting-edge data analytics to nicotine and its links to cessation, harm reduction and even cognitive enhancement. The main initial output would be a customized, data driven intelligence platform that accesses insights from consumers, science and research and companies and would be used to identify, investigate and track signals, trends and opportunities in the nicotine and smoking cessation spheres. Initially, the focus would be on three language groups: English, Japanese and Mandarin. Over time, the intelligence platform could inform internal and external reports of value to the HST, Industry Transformation and Communications teams and link to the Foundation's grantees and external colleagues to ensure maximum usage.

Dr. Yach then turned to Dr. Lathan and Mr. Gardner who also had met with Signals Analytics for their assessment. Dr. Lathan and Mr. Gardner were both impressed with their data driven approach and capability. Ms. Gillies observed that she had met with Signals Analytics last year and was equally impressed.

[Board Action 2019:2:1] Approval of Engagement of Signals Analytics Inc.

Prior to the meeting, the Board was provided with substantial background material regarding Signals Analytics and the proposed engagement.

Upon motions duly made, seconded and unanimously carried, the Board adopted the following resolution:

RESOLVED, that the Officers of the Foundation be, and each of them acting singly, hereby are authorized, directed and empowered to engage Signals Analytics Inc., to develop a customized, data driven Nicotine Ecosystem Intelligence Platform and Smoking Cessation Playbook, at a cost of approximately \$1.6 million through the period ending December 2022, and to execute any agreement, certificates or other documents as may be necessary to carry out such engagement.

Ms. Parizek joined the meeting by telephone at 9:30 AM EST.

Dr. Yach then briefly reviewed the preparations for the in-person April Board meeting and some of the agenda items for the meeting.

There being no more business before the Board, the meeting was adjourned at 9:33 AM EST.

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 March 28, 2019.

By Order of the Board:

Elizabeth A. Smith

Elizabeth A. Smith
Secretary