## TABLE OF CONTENTS

<table>
<thead>
<tr>
<th>Article</th>
<th>Title</th>
<th>Page</th>
</tr>
</thead>
<tbody>
<tr>
<td>I</td>
<td>OFFICES AND REGISTERED AGENT</td>
<td>1</td>
</tr>
<tr>
<td>II</td>
<td>MEMBERSHIP</td>
<td>1</td>
</tr>
<tr>
<td>III</td>
<td>BOARD OF DIRECTORS</td>
<td>2</td>
</tr>
<tr>
<td>IV</td>
<td>OFFICERS</td>
<td>5</td>
</tr>
<tr>
<td>V</td>
<td>COMMITTEES</td>
<td>7</td>
</tr>
<tr>
<td>VI</td>
<td>CONTRACTS, CHECKS, DEPOSITS AND FUNDS</td>
<td>9</td>
</tr>
<tr>
<td>VII</td>
<td>INDEMNIFICATION</td>
<td>10</td>
</tr>
<tr>
<td>VIII</td>
<td>SCIENTIFIC INTEGRITY</td>
<td>11</td>
</tr>
<tr>
<td>IX</td>
<td>FISCAL YEAR</td>
<td>13</td>
</tr>
<tr>
<td>X</td>
<td>FUTURE LAWS</td>
<td>14</td>
</tr>
<tr>
<td>XI</td>
<td>MISCELLANEOUS, RECORD OF MEMBERS AND DIRECTORS</td>
<td>14</td>
</tr>
<tr>
<td>XII</td>
<td>AMENDMENTS</td>
<td>14</td>
</tr>
</tbody>
</table>
BYLAWS

OF

GLOBAL ACTION TO END SMOKING, INC.

ARTICLE I

Offices and Registered Agent

Section 1. Principal Office. The principal office of Global Action to End Smoking Inc., a non-profit, non-stock corporation incorporated under the laws of the State of Delaware (hereinafter the “Corporation”), shall be at such suitable place within or without the State of Delaware as the Board of Directors (the “Board), acting by a majority vote of all of the Directors then serving, may from time to time determine.

Section 2. Registered Office and Agent. The Corporation shall have and continuously maintain a registered office in the State of Delaware (which may be identical with the principal office) and the Board of the Corporation shall appoint and continuously maintain in service a registered agent in the State of Delaware, who shall be an individual resident of the State of Delaware or an authorized corporate registered agent.

Section 3. Other Offices. The Corporation may have such other office or offices, at such suitable place or places within or without the State of Delaware as the Board, acting by a majority vote of all of the Directors then serving, may from time to time determine as necessary for the conduct of the affairs of the Corporation.

ARTICLE II

Membership

Those individuals who are the members of the Corporation's Board from time to time will be the members of the Corporation and will have the powers and authority reserved to
"members" under the Delaware General Corporation Law, as amended from time to time. No separate meetings or vote of the members are required or necessary.

ARTICLE III

Board of Directors

Section 1. Classes, Number, Election and Term of Office. There shall be two classes of Directors of the Corporation, which will be nearly equal in number as possible: Class A and Class B. Upon the adoption of these Amended and Restated Bylaws, the Board shall assign each Director to a Class. The term of office of the Class A Directors so assigned shall expire at the first succeeding annual meeting of the Board after their assignment and the term of office of the class B Directors so assigned shall expire at the second succeeding annual meeting of the Board after their assignment. Thereafter, each Director shall hold office for a term of two (2) years and until his or her successor is duly elected and qualified or until his or her earlier resignation, removal from office or death. Directors shall be elected by a majority vote of all of the Directors then serving at each Annual Meeting of Directors, or if such meeting is not held or Directors are not elected thereat, at a special meeting of Directors called for that purpose. Each Director shall be considered for quorum purposes and shall be entitled to vote at any meeting of the Directors. As used in this Article III, “year” shall mean the period from one Annual Meeting of Directors until the close of the next Annual Meeting of Directors, and if a Director is elected at a special meeting, it shall mean the period from such special meeting until the close of the next Annual Meeting of Directors. The number of Directors shall be fixed from time to time by a majority vote of all of the Directors then serving.
Section 2. **Resignation or Removal.** Any Director, by notice in writing to the Board, may resign at any time. Any Director may be removed from office with or without cause by a majority vote of all of the Directors then serving.

Section 3. **Vacancies.** A vacancy in the Board arising at any time and for any cause may be filled for the unexpired term by a majority vote of all of the Directors then serving.

Section 4. **Quorum.** Except with respect to the filling of a vacancy in the Board, a majority of the Directors then serving shall constitute a quorum for the transaction of business at any meeting of the Directors.

Section 5. **Meetings of Directors.** The Annual Meeting of Directors shall be held at such date, time and place within the first twelve (12) months following the end of the fiscal year of the Corporation as may be fixed by the Directors, or by an officer of the Corporation authorized by the Board, and as stated in the notice of the meeting. Special Meetings of the Directors may be called by the Chair, the President, or a majority of the Directors then serving.

Section 6. **Notice of Meetings of Board of Directors.** Written notice of the time and place of each meeting of the Directors shall be given to each Director by the Secretary in such form as the Board may determine, including by electronic transmission. Such notice need not specify the purposes of the meeting. Notice of any meeting shall be considered given if mailed or otherwise sent or delivered to the Director at his or her physical or email address, as specified in the records of the Corporation. Notice shall be deemed to have been waived by any Director who shall attend and participate in such meeting without protesting, prior to or at the commencement of such meeting, the lack of proper notice and may be waived, in writing, including by electronic transmission, by any Director either before, at or after such meeting.
Section 7.  **Voting.** Except as otherwise specifically provided in these Bylaws, the Certificate of Incorporation or as is required by law, action approved by the affirmative vote of a majority of the Directors voting at a meeting at which a quorum is present shall be the action of the Board; provided, however, that for purposes of dissolution of the Corporation pursuant to Section 276 of the Delaware General Corporation Law, any action taken pursuant to Section 276 of the Delaware General Corporation Law shall require the approval by the affirmative vote of two-thirds (2/3) of the Directors then serving.

Section 8.  **Powers.** The Board shall have general charge of the affairs, property and assets of the Corporation. It shall be the duty of the Directors to carry out the aims and purposes of the Corporation and, to this end, to manage and control all of its property and assets.

Section 9.  **Action Without Meeting.** Any action required or permitted to be taken at any meeting of the Directors or any Board or General committee may be taken without a meeting if all members of the Board or the committee consent in writing, including by electronic transmission, to the adoption of a resolution authorizing the action. The writing consents or electronic transmissions evidencing an action taken without a meeting shall be filed with the Secretary of the Corporation and inserted in the permanent records relating to meetings of the Directors or committees.

Section 10.  **Meetings Held Through Communications Equipment.** Meetings of the Directors may be held through communications equipment if all persons participating can hear each other, and such participation shall constitute presence at such a meeting.

Section 11.  **Advisor Directors.** The Board may from time to time appoint non-voting Advisor Directors. Such Advisor Directors shall serve at the pleasure of the Board and may
be removed with or without cause at any time. Persons appointed as Advisor Directors may be invited to attend meetings of the Board. Advisor Directors who attend a Board meeting may participate in such meeting, but they shall not be counted for quorum purposes and shall not be entitled to vote on any Corporation business.

ARTICLE IV

Officers

Section 1. Election. The officers of the Corporation shall consist of a Chair, a President, a Secretary and a Treasurer and such other officers, including a Vice-Chair, as the Board, acting by the vote of a majority of all of the Directors then serving, shall designate from time to time. The officers shall be elected at the Annual Meeting of the Directors. Each officer shall hold office until the date fixed in accordance with these Bylaws for the Annual Meeting of the Directors next following the election of such officers and until his or her successor is elected and qualified; provided, any officer may be removed with or without cause by a majority of all of the Directors then serving.

Section 2. Chair. The Chair shall preside at all meetings of the Board and shall serve as Chair and preside at all meetings of the Executive Committee, if one shall be constituted, and shall in general perform all duties incident to the office of Chair. The Chair shall perform all other duties reserved to the Chair under these Bylaws and such other duties as provided by the Board or the Executive Committee.

Section 3. Vice Chair. Upon the absence or disability of the Chair, a Vice Chair shall be elected who shall have all the powers and functions of the Chair and shall preside at meetings of the Board. The Vice Chair shall also have such other powers and perform such
other duties as the Board may prescribe. The Vice Chair shall remain in office until the return of
the Chair or election of a new Chair.

Section 4. **President.** The President shall be the chief executive officer of the Corporation and, subject to the overall guidance and supervision of the Board, shall actively direct, manage and control the business affairs of the Corporation. The President may sign, with the Treasurer or any other officer of the Corporation so authorized by the Board, any deeds, mortgages, bonds, contracts or other instruments which the Board has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board, these Bylaws or by statute to some other officer or agent of the Corporation; and in general, the President shall perform all duties incident to the office of President and such other duties as may be prescribed by the Board from time to time.

Section 5. **Secretary.** Except as otherwise determined by the Board, the Secretary shall be the chief legal officer of the Corporation. The Secretary shall keep minutes of the meetings of the Board; see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law; be custodian of the corporate records of the Corporation and in general perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned to the Secretary by the President or the Board.

Section 6. **Treasurer.** The Treasurer shall be the chief financial officer of the Corporation and shall have charge and custody of and be responsible for all funds and securities of the Corporation; receive and give receipts for moneys due and payable to the Corporation from any source whatsoever, and deposit all such moneys in the name of the Corporation in such banks, trust companies or other depositaries as shall be selected in accordance with the provisions of these
Bylaws; render reports on the financial condition of the Corporation; and in general perform all
the duties incident to the office of Treasurer and such other duties as from time to time may be
assigned to the Treasurer by the President or by the Board.

ARTICLE V

Committees

Section 1. Committees of the Board. The Board may, by the vote of a majority
of all of the Directors then serving, designate and appoint the members of one or more committees,
including an executive committee, consisting of one or more directors, which committees, to the
extent provided by the Board, shall have and exercise the authority of the Board in the management
of the Corporation, except that no such committee shall have the authority of the Board to amend,
alter or repeal these Bylaws; to elect, appoint or remove any member of any such committee or
any director or officer of the Corporation; to amend or restate the Certificate of Incorporation of
the Corporation; to adopt a plan of merger or plan of merger or plan of consolidation with another
corporation; to authorize the sale, lease, exchange or mortgage of all or substantially all of the
property and assets of the Corporation; to authorize the voluntary dissolution of the Corporation
or revoke proceedings therefor; to adopt a plan for the distribution of the assets of the Corporation;
or to amend, alter or repeal any resolution of the Board which by its terms provides that it shall
not be amended, altered or repealed by such committee. The designation and appointment of any
such committee and the delegation thereto of authority shall not operate to relieve the Board, or
any individual Director, of any responsibility imposed by law and/or the Bylaws.

Section 2. General Committees. The Board may, by the vote of a majority of
all of the Directors then serving, designate and appoint the members of one or more committees
consisting of one or more persons, including, but not limited to, directors and others, which
committees shall have such authority as the Board shall determine; provided, however, no committee having members who are not directors shall have or exercise the authority of the Board in the management of the Corporation.

Section 3. **Audit Committee.** The Corporation shall have an Audit Committee, which shall be a Committee of the Board. The Audit Committee shall have responsibility for overseeing the accounting and financial reporting system and processes of the Corporation including, overseeing the compilation, review or audit of the financial statements of the Corporation and selecting an independent accountant or auditor to compile, review or audit the financial statements of the Corporation.

Section 4. **Science Oversight Committee.** The Corporation shall have a Science Oversight Committee, which shall be a General Committee of the Corporation. The Science Oversight Committee shall be comprised of independent and experienced researchers, scientists and policy experts and one or more directors and shall be chaired by a member of the Board, and shall have such responsibilities and duties as may be prescribed by the Board from time to time.

Section 5. **Term of Office.** Each member of a committee shall serve as such until his or her successor is appointed and qualified, unless the committee shall be sooner terminated, such member is removed from such committee, or such member shall cease to qualify as a member thereof.

Section 6. **Removal.** Any member of a committee may be removed at any time by the vote of a majority of all of the Directors then serving, with or without cause.
Section 7. **Vacancies.** Vacancies in the membership of any committee may be filled at any time by the vote of a majority of all of the Directors then serving.

Section 8. **Quorum and Manner of Acting.** Unless otherwise provided by the Board, a majority of the whole committee shall constitute a quorum, and the act of a majority of the members present at a committee meeting at which a quorum is present shall be the act of the committee.

Section 9. **Rules.** Each committee may adopt rules for its own governance not inconsistent with these Bylaws or with rules adopted by the Board.

**ARTICLE VI**

**Contracts, Checks, Deposits and Funds**

Section 1. **Contracts.** The Board may authorize any officer or officers, agent or agents of the Corporation, in addition to the officers so authorized by these Bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, and such authority may be general or confined to specific instances.

Section 2. **Checks, Drafts, etc.** All checks, drafts or orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Corporation, shall be signed by such officer or officers, agent or agents of the Corporation and in such manner as shall from time to time be determined by the Board. In the absence of such determination by the Board, such instruments shall be signed by the Treasurer and countersigned by the President of the Corporation.
Section 3. **Deposits.** All funds of the Corporation shall be deposited from time to time to the credit of the Corporation in such banks, trust companies or other depositaries as the appropriate officer or officers, agent or agents of the Corporation may select.

Section 4. **Gifts.** The Board may accept on behalf of the Corporation any contribution, gift, bequest or devise for the general purposes or for any special purpose of the Corporation.

**ARTICLE VII**

**Indemnification**

Section 1. **Authorization.** To the fullest extent permitted by Delaware law, the Corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending, or completed action, suit, or proceeding, whether civil, criminal, administrative, or investigative, by reason of the fact that such person, or such person's testator or intestate, is or was a director or officer of the Corporation, a committee member who is not a director of the Corporation, or an employee or agent of the Corporation designated for indemnification by the Board, or is or was serving at the request of the Corporation as a director, trustee, officer, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise (hereinafter all referred to more generally as "indemnified parties"), against expenses (including attorneys' fees), judgments, fines, and amounts paid in settlement actually and reasonably incurred by such person in connection with such action, suit, or proceeding, upon such determination having been made as to such person's good faith and conduct as is required by Delaware law. The indemnification authorized by this Section shall not be deemed exclusive of, and shall be in addition to, any other rights granted to those seeking indemnification by the Corporation.
Section 2. **Advancement of Expenses.** Expenses incurred in defending a civil, criminal, administrative, or investigative action, suit, or proceeding shall be paid by the Corporation in advance of the final disposition of such action, suit, or proceeding to the extent authorized by a majority of Directors then serving in accordance with the provisions of Delaware law, upon receipt of an undertaking by or on behalf of the indemnified party to repay such amount unless it is ultimately determined that such indemnified party is entitled to be indemnified by the Corporation as authorized by these Bylaws.

Section 3. **Insurance.** The Corporation may purchase and maintain insurance to indemnify the Corporation and the indemnified parties in a manner and to the fullest extent now or hereafter permitted by Delaware law.

Section 4. **Limitation.** Anything to the contrary notwithstanding, the Corporation shall not indemnify Directors or officers or other persons or entities, pay their expenses in advance, or pay insurance premiums on their behalf if such indemnification payment, advance expense payment, or payment of insurance premium shall constitute an act of “self-dealing” within the meaning of Section 4941(d) of the Code.

**ARTICLE VIII**

**Scientific Integrity**

The Corporation shall be operated consistent with the following criteria and principles in accomplishing the Corporation’s objects and purposes: (i) as set forth in Article THIRD of the Corporation’s Certificate of Incorporation; (ii) in a manner that ensures the Corporation’s freedom and independence from the influence of any commercial entity, and (iii) nothing in this Article or these Bylaws shall be interpreted to prohibit the Corporation from
exchanging information or interacting with any third party in order to advance the Corporation’s goal with respect to its Independent Research Agenda as set forth below:

A. Independent Research Agenda: The goal of the Corporation is to promote and support significant scientific research that advances the field of tobacco harm reduction and reduces the public health burden of smoking-related diseases. The Corporation shall not take into account the potential impact of that research on the image of the tobacco industry or any other industry or commercial entity. The Corporation’s research program shall be guided by experienced researchers, scientists and policy experts in accordance with the Corporation’s objects and purposes. The Corporation shall make best efforts to keep abreast of relevant published research, and ensure that any research it conducts or funds is either non-duplicative and novel, focused on scientific and regulatory gaps, or otherwise in furtherance of its purposes as set forth in Article Third of its Certificate of Incorporation and in this Article VIII(A) of these Bylaws. The Corporation shall review past models of funding tobacco control research and identify the feasibility of incorporating additional independence and transparency elements, or other best practices, into the process for screening, reviewing and awarding grants and other distributions in furtherance of the Corporation’s objects and purposes.

B. Governance: The Board of the Corporation, or a specially designated committee, as may be designated by a vote of a majority of all of the Directors then serving, shall oversee all aspects of the process for screening, reviewing and awarding grants and other distributions in furtherance of the Corporation’s objects and purposes.

C. Transparency and Independence: The process for screening, reviewing and awarding grants and other distributions shall be conducted in a transparent manner and include explicit and clear guidelines for grant applicants. The grant selection process shall be conducted
by the Corporation, supported by independent peer review with no influence, involvement or participation from the tobacco industry or any other industry or commercial entity;

D. Competitive Funding Process: The Corporation shall employ a competitive funding process in screening, reviewing and awarding grants and other distributions that ensures that the grant selection process is based on explicit, well established scientific criteria;

E. Protection Against Conflicts of Interest: The Corporation shall maintain a written conflicts of interest policy which includes, inter alia, adequate protections in place to guard against potential conflicts of interest on the part of grant recipients and grant application reviewers. The conflicts of interest policy shall govern the disclosure of relevant financial relationships, including, but not limited to, salary or wages, remuneration, consulting fees, honoraria, expert testimony fees or speaking engagement fees received by grant recipients or grant application reviewers from the tobacco industry or any other industry or commercial entity; and

F. Ownership of Data and Freedom to Publish: To safeguard the scientific integrity of each research endeavor the Corporation shall ensure, unless prohibited by law, that grant recipients shall have the freedom to publish their findings, studies and results in the form submitted to the Corporation. Irrespective of which party owns the data, to the extent legally possible, the Corporation shall require grant recipients to make their raw research data available for secondary analyses and review on an open access platform.

ARTICLE IX

Fiscal Year

The fiscal year of the Corporation shall end on the last day of December, or on such other date as may be fixed from time to time by a majority of all of the Directors then serving.
ARTICLE X

Future Laws

All references in these Bylaws to sections of the “Code” are to sections of the Internal Revenue Code of 1986, as amended from time to time, or to the corresponding provisions of any future United States internal revenue law. All references herein to the Delaware General Corporation Law are to the provisions of such law, as amended from time to time, or to the corresponding provisions of any subsequent Delaware corporation law.

ARTICLE XI

Miscellaneous

Record of Directors

The Secretary of the Corporation shall keep a record of the names of all Directors, together with the last known mailing address, and email address, of each Director, which record may be included in and be a part of the book containing the minutes of meetings of Directors. There shall also be stated therein the date upon which each Director became such, and upon the termination of any membership or Directorship for any cause, the facts relating thereto shall be recorded in said book, together with the date of such termination. It shall be the duty of every Director, upon becoming such, to furnish forthwith to the Secretary of the Corporation, for inclusion in such record, his or her then mailing address and email address, and likewise to report promptly to the Secretary for inclusion in such record any change in any such addresses.

ARTICLE XII

Amendments

The Certificate of Incorporation and these Bylaws may be amended or repealed and new Certificate of Incorporation or Bylaws may be adopted upon the affirmative vote of two-thirds (2/3) of all of the Directors then serving. An amendment shall be effective immediately after
adoption by the Directors unless a later effective date is specifically adopted at the time the amendment is enacted.

Approved and adopted by the Board of Directors on May 6, 2024