Institutional Conflict of Interest Management and Monitoring Plan: Replay & Syena

The Board of Regents of the University of Texas (Board), through MD Anderson, hereby grants to Replay a royalty-bearing, exclusive, sublicensable license under Licensed Subject Matter, to manufacture, have manufactured, use, import, offer to sell and/or sell Licensed Products within Licensed Territory in the Licensed Field.

MD Anderson has in-licensed, on a non-exclusive basis, from Fred Hutchinson Cancer Research Center ("Fred Hutch") the right to manufacture and/or use certain materials (and/or modifications thereof) for the production, manufacture, testing and/or storage of retroviral vectors and retroviral particles pursuant to the Non-Exclusive Materials License Agreement dated April 21, 2021 ("Original PG-13 License Agreement"), as amended by the Amendment to the Non-Exclusive Materials License Agreement dated September 29, 2021 ("Amendment") (collectively, the "PG-13 License Agreement"), and Syena desires to obtain, and MD Anderson desires to grant, a non-exclusive sublicense with respect thereto. The agreement would give MD Anderson first pick on clinical trials.

Replay has founded Syena and in consideration for 8,000,000 shares of Syena's common stock to Board and other consideration set forth by the agreement, Board, on behalf of MD Anderson has agreed to grant Syena a license to Licensed Subject Matter.

Because MD Anderson is committed to the protection of human subjects and the effective management of its financial conflict of interest in relation to its research activities, MD Anderson has implemented an Institutional Conflict of Interest Management and Monitoring Plan (Plan) to manage and monitor the conflict of interest with respect to MD Anderson's conduct of the Studies. The Plan has been approved by the President of MD Anderson and the Executive Vice Chancellor for Health Affairs for The University of Texas System (EVC) and has been implemented by MD Anderson.

The Plan requirements include:

- MD Anderson employees who have both a financial interest in Replay & Syena and will be involved in the conduct of the Studies will have a personal conflict of interest management plan covering their involvement of the Studies.
- Disclosure of MD Anderson's financial interest to participants in the Studies, to all members of the research teams who will work on the Studies, and in all publications and oral presentations concerning the Studies.
- Posting of this summary on MD Anderson's public website.
- Referral of any concerns/complaints related to MD Anderson's compliance with the Plan, or its financial conflict of interest, to The University of Texas System.
- Recusal of any MD Anderson Institutional Decision Maker who has a financial relationship with Replay & Syena or its known affiliates from negotiations with respect to any agreements or purchasing decisions.
- For any human subjects research subject to this Plan, MD Anderson will disclose both the names of the significant creators of the licensed technology and the fact that they will collectively be entitled to 50% of the license income generated by the Agreements, pursuant to MD Anderson policy.
- For any Clinical Trials, no creator of the licensed technology may serve as a Principal Investigator or Co-Investigator, nor may they enroll patients on said Clinical Trials.
- Third party monitoring of the eligibility criteria and safety and efficacy data for any Clinical Trial
- Oversight of Studies by an external Institutional Review Board (External IRB), including reporting to the External IRB by MD Anderson's Investigational New Drug (IND) Office when applicable.
- Engagement of a non-MD Anderson ethicist (External Ethicist) to address any questions or concerns that participants in the Studies may have pertaining to the MD Anderson financial interest and conflict of interest.
- Supply a copy of the Plan to the External IRB and External Ethicist.
- Review of safety and efficacy data of Studies that are clinical trials by an external and independent Data Safety Monitoring Board (External DSMB).

- Use of multi-institutional trials with a non-MD Anderson lead principal investigator for Studies that are Phase III or Phase II clinical trials aimed at gaining FDA approval under a new drug or biological license application.
- Monitoring activities related to the manufacture of Investigational Agents, if required for the Studies, by MD Anderson's IND Office.
- Reporting to the EVC by an External Contract Research Organization on Studies that are IND-enabling preclinical studies.
- Review and revision of the Plan as necessary with any amendments requiring EVC approval.
- Annual review of MD Anderson's compliance with the Plan by MD Anderson's Institutional Conflict of Interest Committee and MD Anderson Institutional Compliance, with a report of such review provided to The University of Texas System Ethics Officer.

Prepared October 31, 2024