

FINANCIAL CONFLICT OF INTEREST POLICY

2024

1. PURPOSE

1.1. This Financial Conflict of Interest Policy (this “Policy”) describes certain legal obligations applicable to Investigators’ disclosure of potential Financial Conflicts of Interest (“FCOI”). The purpose of this Policy is to comply with applicable law and to ensure the objectivity of the research conducted by Schedule 1 Therapeutics, Inc. and its subsidiaries (the “Company”), and their respective employees, contractors, and consultants.

This Policy requires that each Investigator, subrecipient, subgrantee and collaborator affiliated with the Company on a Funding Agency project be in compliance with 42 CFR Part 50, Subpart F for grants and cooperative agreements (and 45 CFR Part 94 for contracts). In addition, these regulations describe NIH’s commitment to preserving the public’s trust that the research supported by the NIH is conducted without bias and with the highest scientific and ethical standards. The Company intends to comply with these regulations for all other Federal Agency grant and contract efforts, as tailored or amended accordingly.

2. SCOPE

2.1. This Policy applies to Investigators applying for and working on Public Health Services (“PHS”), National Institutes of Health (“NIH”), or National Science Foundation (“NSF”) funded research. Investigators must disclose significant financial interests that are related to the Investigator’s institutional responsibilities. Investigators are all persons, regardless of title or position, who are responsible for the design, conduct, or reporting of research proposed for funding by the PHS, NIH, or NSF (the foregoing agencies, together with any other organizations providing funding through grant or contract to which the regulations contemplated herein apply, collectively, the “Funding Agencies”), including collaborators or consultants. This Policy provides the framework to identify, evaluate and correct or remove real, apparent and potential conflicts of interest.

3. RESPONSIBILITIES

3.1. Investigator – responsible for reporting SFI Disclosures as per Section 6.2.1 and training on this Policy as per Section 6.

3.2. Policy Coordinator – responsible for reviewing each SFI Disclosure and evaluating whether any such SFI Disclosure has given rise to an FCOI as per Section 6.2.2.

3.3. The Company – responsible for reporting FCOIs as per Section 6.2.2.

4. REFERENCES

4.1. Regulatory

4.1.1. Code of Federal Regulations, Title 42, Part 50, Subpart F, Responsibility of Applicants for Promoting Objectivity in Research for Which PHS Funding Is Sought (42 CFR Part 50, Subpart F)

4.1.2. Code of Federal Regulations, Title 45, Part 94, Responsible Prospective Contractors (45 CFR Part 94)

5. DEFINITIONS AND ABBREVIATIONS

5.1. Definitions

5.1.1. **Financial Conflict of Interest (FCOI)** - exists when the Company reasonably determines that a significant financial interest could directly and significantly affect the design, conduct or reporting of Funded Research.

5.1.2. **Funded Research** - any research funded by a Funding Agency but excludes applications for Phase I support under the SBIR and STTR programs.

5.1.3. **Investigator** - means any person (including subrecipients, subgrantees, and collaborators) who is responsible for the design, conduct, or reporting of Funded Research.

5.1.4. **Management (of an FCOI)** - taking action to address an FCOI, which can include reducing or eliminating the FCOI, to ensure, to the extent possible, that the design, conduct, and reporting of Funded Research will be free from bias.

5.1.5. **Policy Coordinator** - the Company's FCOI Policy Coordinator.

5.1.6. **Significant Financial Interest (SFI)** - a financial interest of the Investigator consisting of one or more of the interests described below (including those of the Investigator's spouse and dependent children) that reasonably appears to be related to the Investigator's institutional responsibilities.

5.1.7. **SFI Disclosure** - a report that each Investigator shall submit to the Policy Coordinator: (a) at the time of application for Funded Research and prior to the expenditure of any Funding Agency funds therefor; (b) annually thereafter; (b) in the event of certain sponsored travel, as set forth below; and (c) within thirty (30) days of the discovery or acquisition by an Investigator of any SFI.

5.2. Abbreviations

5.2.1. CFR: Code of Federal Regulations

5.2.2. FCOI: Financial Conflict of Interest

5.2.3. NIH: National Institutes of Health

5.2.4. NSF: National Science Foundation

5.2.5. PHS: Public Health Services

5.2.6. SBIR: Small Business Innovation Research

5.2.7. SFI: Significant Financial Interest

5.2.8. STTR: Small Business Technology Transfer

5.2.9. USC: United States Code

6. PROCEDURE

6.1. Determination of a Significant Financial Interest (SFI)

6.1.1. What is an SFI?

6.1.1.1. With regard to any publicly traded entity, an SFI exists if the value of any remuneration received by the Investigator (or the Investigator's spouse or dependent children) from the entity in the twelve months preceding the disclosure and the value of any equity interest in the entity, subject to the Exemptions defined below, as of the date of disclosure, when aggregated, exceeds \$5,000.

6.1.1.2. With regard to any privately held company, a SFI exists if the value of any remuneration received by the Investigator (or the Investigator's spouse or dependent children) from the entity in the twelve months preceding the disclosure, when aggregated, exceeds \$5,000, or when the Investigator (or the Investigator's spouse or dependent children) holds any equity interest in the entity (e.g., stock, stock options, or other ownership interest).

6.1.1.3. For purposes of the definition of an SFI, remuneration includes, subject to the Exemptions defined below, salary and any payment for services not otherwise identified as salary (e.g., consulting fees, honoraria, paid authorship); and equity interest includes stock, stock options, or other ownership interest, as valued through reference to the public trading price or other reasonable measures of fair market value.

6.1.1.4. An SFI exists, subject to the Exemptions defined below, with respect to intellectual property rights and interests (e.g., patents, trademarks, copyrights) upon receipt of (or right to receive) any income or other value related to such intellectual property rights and interests.

6.1.1.5. With respect to a Significant Financial Interest, Investigators also must disclose (and such disclosure shall constitute an SFI Disclosure) any reimbursed or sponsored travel (i.e., travel which is paid on behalf of the Investigator and not reimbursed to the Investigator so that the exact monetary value may not be readily available) related to their institutional responsibilities; provided, however, that this disclosure requirement does not apply to travel that is reimbursed or sponsored by a federal, state, or local government agency, an institution of higher education as defined at 20 USC 1001(a), an academic teaching hospital, a medical center, or a research institute that is affiliated with an institution of higher education. This disclosure will include, at a minimum, the purpose of the trip, the identity of the sponsor/organizer, the destination, and the duration. Upon receipt of this disclosure, the Policy Coordinator will determine if further information is needed, including a determination or disclosure of monetary value, in order to determine whether the travel constitutes a FCOI.

6.1.2. Exemptions: What is not an SFI?

6.1.2.1. An SFI does not include the following types of financial interests:

6.1.2.1.1. Salaries, royalties, or other remuneration paid by the Company to the Investigator if the Investigator is currently employed or otherwise appointed by the Company, including with respect to intellectual property rights assigned to the Company and agreements to share in royalties related to such rights;

6.1.2.1.2. Any ownership interest in the Company held by the Investigator;

6.1.2.1.3. Income from investment vehicles, such as mutual funds and retirements accounts, as long as the Investigator does not directly control the investment decisions made by these vehicles;

6.1.2.1.4. Income from seminars, lectures, or teaching engagements sponsored by a federal, state or local government agency, an institution of higher education as defined at 20 USC 1001(a), an academic teaching hospital, a medical center, or a research institute that is affiliated with an institution of higher education; or

6.1.2.1.5. Income from service on advisory committees or review panels for a federal, state or local government agency, an institution of higher education as defined at 20 USC 1001(a), an academic teaching hospital, a medical center, or a research institute that is affiliated with an institution of higher education.

6.2. SFI Disclosures and Reporting Process

6.2.1. Each Investigator shall submit SFI Disclosures to the Policy Coordinator as follows:

6.2.1.1. At the time of hire or engagement of such Investigator with respect to any Funded Research on which such Investigator shall be working;

6.2.1.2. At the time of application for Funded Research on which such Investigator shall be working and prior to the expenditure of any Funding Agency funds therefor;

6.2.1.3. Annually on or before the anniversary date of such Investigator's initial SFI Disclosure;

6.2.1.4. Promptly in the event of certain sponsored travel, as set forth above; and

6.2.1.5. Within thirty (30) days of the discovery or acquisition of any SFI by such Investigator.

6.2.2. The Policy Coordinator will review each SFI Disclosure and evaluate whether any such SFI Disclosure has given rise to an FCOI. If it is determined that there is no FCOI, the SFI Disclosure will be filed with the Policy Coordinator's SFI Disclosure records. If a FCOI is identified, it will be included in the Company's FCOI report submitted via the online eRA Commons FCOI module (or, where the Company is a sub-grantee or sub-awardee, then the Company will report the FCOI as required under the applicable subgrant or subaward agreement) prior to the expenditure of any Funding Agency funds therefor. The Company will then report any newly identified FCOIs to the applicable Funding Agency within 60 days of the Company's determination thereof and implement, on at least an interim basis, a management plan that shall specify the actions that have been, and will be, taken to manage such financial conflict of interest. If an Investigator with an FCOI conducts any Funded Research, the Company shall disclose the FCOI in each public presentation related to the results of the Funded Research. The Company will also provide, on an annual basis, an annual progress report providing the status of an FCOI and any changes to the management plan.

6.3. Training

6.3.1. All Investigators are required to complete training related to this Policy and applicable law as follows:

6.3.1.1. Upon joining the Company;

6.3.1.2. Prior to engaging in Funded Research;

6.3.1.3. At least once every four years;

6.3.1.4. In the event of any modifications to this Policy that affects an Investigator's obligations hereunder; and

6.3.1.5. In the event the Company determines that an Investigator is not in compliance with this Policy or any FCOI management plan. NIH web-based training can be accessed through the NIH website at https://grants.nih.gov/grants/policy/coi/tutorial2018/story_html5.html, and participants are required to provide the Company with proof of completion.

6.4. Public Disclosure and Records Management

6.4.1. This policy will be publicly available on the Company's website at www.S1therapeutics.com, and certain information regarding FCOIs will be available within five days of a qualified written request therefor. The Company will maintain records of all SFI disclosures, and records of resulting company management or other action with respect to the respective FCOI, for at least three years from the date of submission of the final expenditures report for the applicable Funded Research.

6.5. Compliance and Penalties for Non-Performance

6.5.1. Within 120 days of any determination by the Company that an Investigator has failed to comply with this Policy, the Company shall complete a retrospective review of such Investigator's activities to determine the possibility of any bias in such Investigator's research activities. If the Company determines that there has been any such bias, the Company shall submit a mitigation report to the applicable Funding Agency, in accordance with 42 CFR 50.605(b)(3), that shall address the impact of the bias on the Funded Research and the actions the Company has taken to mitigate the bias and manage the FCOI. The Company will work with the Investigator to establish an FCOI management plan, and the Investigator shall disclose the FCOI in each public presentation related to the results of the applicable Funded Research if not previously disclosed. In certain instances, the Investigator may be prohibited from continuing to work on the project or receiving any NIH funding in the future.