

REPLIMUNE GROUP, INC.

RESEARCH & DEVELOPMENT COMMITTEE CHARTER

Introduction

This charter governs the operations of the Research & Development Committee (the “Committee”) of the Board of Directors (the “Board”) of Replimune Group, Inc. (the “Company”). The Committee shall review the adequacy of this charter at least annually and recommend any proposed changes to the Board for its approval, although the Board shall have sole authority to amend this charter.

Membership of Committee

The Committee shall be composed of such number of directors as shall be determined by the Board. Members of the Committee shall be appointed by the Board, upon the recommendation of the Committee. The chairperson of the Committee shall be appointed by the Board. Committee members and the chairperson shall serve until their successors are duly appointed and qualified or until their earlier removal by the Board at any time. The Committee may form and delegate any of its responsibility to subcommittees as it deems necessary or appropriate in its sole discretion.

Meetings

The Committee shall meet as often as it shall determine, but at least three per year.

Purposes of the Committee

The Committee shall provide guidance to management and the Board with respect to the Company’s research and development efforts and product pipeline, including providing input on the Company’s preclinical studies, clinical trials and clinical development risk.

Authority and Responsibilities

The Committee shall have the following responsibilities:

- Meet with the Company’s Chief Research & Development Officer and Chief Medical Officer at least three times per year to review the progress of the Company’s research and development program and product pipeline.
- Assess each program’s and product candidate’s progress against its targets.
- Present to the Board a summary of all significant findings concerning the progress of the Company’s research and development program and product pipeline as discussed at Research & Development Committee meetings.
- Request ad hoc meetings of the Research & Development Committee as necessary to discuss topics pertinent to the particular material research and development activities of the company as may be needed from time to time, or at the request of the Board.
- Report regularly to the Board on the Committee’s activities.

- Engage, as the Committee may determine, in an annual self-assessment with the goal of continuing improvement, and annually review and reassess the adequacy of this charter and recommend any changes to the full Board.
- Perform any other activities consistent with this charter, the Company's certificate of incorporation and by-laws, each as may be amended from time to time and in effect, and applicable law, as the Committee or the Board deems appropriate.

Committee Access and Information

The Committee is at all times authorized to have direct, independent and confidential access to the Company's other directors, management and personnel to carry out the Committee's purposes. The Committee is authorized to conduct or authorize investigations into any matters relating to the purposes, duties or responsibilities of the Committee.

Reliance on Others

Nothing in this Charter is intended to preclude or impair the protection provided in Section 141(e) of the Delaware General Corporation Law for good faith reliance by members of the Committee on reports or other information provided by others.

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Adopted June 9, 2021