

# **FINANCE COMMITTEE CHARTER**

## **ATHENEX, INC.**

**Role:** To oversee equity and debt capital raises, financings, financial strategies and capital structure of Athenex, Inc. (the “Company”).

### **I. COMPOSITION**

The Finance Committee of the Company (the “Committee”) shall consist of a minimum of three members of the Board of Directors (the “Board”). Members of the Committee and the Committee chair (the “Chair”) shall be appointed, and may be replaced, by the Board upon consideration of the recommendation of the Nominating & Governance Committee. The Committee members shall serve until they are replaced, they resign or their successors are duly appointed.

### **II. PURPOSE AND AUTHORITY**

The primary purpose of the Committee is to act on behalf of the Board with respect to overseeing the Company’s equity and debt capital raises, financings, financial strategies and capital structure.

The Committee has all authority necessary to fulfill the duties and responsibilities assigned to the Committee in this Charter or otherwise assigned to it by the Board. The Committee, when appropriate, may form and delegate authority to subcommittees and may delegate authority to one or more designated members of the Committee. The operation of the Committee shall be subject to the Bylaws of the Company as in effect from time to time and applicable state law. The approval of this Charter by the Board shall be construed as delegation of authority to the Committee with respect to the responsibilities set forth herein.

The Committee shall have the sole authority, to the extent it deems necessary or appropriate, to retain, utilize and rely on legal, accounting, financial or other advisors for advice and assistance. The Committee shall have direct responsibility for the selection, oversight, fees and retention terms for any such advisors. The Company shall provide the Committee with appropriate funding, as determined by the Committee, for payment of reasonable compensation to any such advisors.

### **III. PROCEDURES, MEETINGS AND MINUTES**

The Committee shall meet as often as may be deemed necessary or appropriate. Attendance by a majority of the members of the Committee, but in no event less than two members, shall constitute a quorum for the transaction of business. The Committee shall take action by the affirmative vote of a majority of the Committee members present at a meeting or by unanimous written consent of the Committee members.

The Chair, or in the Chair’s absence, a member designated by the Chair or a

majority of the members of the Committee present at the meeting, shall preside at all meetings of the Committee. The Chair may ask members of management or others to attend all or any portion of any meeting or to provide relevant information in written form.

The Chair shall report to the full Board regularly following each meeting. Minutes of each meeting of the Committee shall be prepared and distributed to each director of the Company promptly after each meeting.

#### **IV. DUTIES AND RESPONSIBILITIES**

The Committee shall have the following duties and responsibilities, in addition to any duties and responsibilities assigned to the Committee from time to time by the Board:

- Review and approve changes to the Company's capital structure, including equity and debt issuances and redemptions.
- Review, negotiate and approve proposed credit facilities, letters of credit, borrowings and guarantees requiring Board approval.
- Review, negotiate and approve proposed equity offerings of the Company.

#### **V. ANNUAL PERFORMANCE EVALUATION AND CHARTER REVIEW**

The Committee shall conduct an annual evaluation of the performance of the Committee and report to the Nominating and Governance Committee and the full Board. The Committee shall review and reassess this Charter at least annually and, if appropriate, propose changes to the Board.

Adopted by the Board of Directors on May 23, 2019.