

SCIENTIFIC AND PRODUCTS COMMITTEE CHARTER

ATHENEX, INC.

I. PURPOSE AND AUTHORITY

The Scientific and Products Committee (the “Committee”) is a committee of the Board of Directors (the “Board”) of Athenex, Inc. (the “Company”). The primary purpose of the Committee is to review and oversee the Company’s overall strategic direction and investment in research and development (“R&D”) and technological and scientific initiatives and evaluate and provide input to the Board and management of the Company in relation to the Company's R&D programs and technology with respect to their impact on the Company's potential business performance, growth and competitive position.

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 may obtain advice and assistance from, internal and external scientific experts and consultants to advise the Committee. Any expenses associated with such activities shall be approved in advance by the Board of Directors.

II. COMPOSITION

The Committee shall consist of a minimum of three members of the Board, all of whom shall be determined by the Board to have appropriate scientific, medical or other relevant expertise. 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. A majority of the members of the Committee shall, in the judgment of the Board, be independent in accordance with applicable Nasdaq standards and other applicable laws and regulations. The Committee members shall serve until they are replaced, they resign or their successors are duly appointed.

III. PROCEDURES, MEETINGS AND MINUTES

The Committee shall have meetings as deemed necessary or desirable by the Committee or the Chair. Committee meetings (if requested) shall be attended by the Company’s Chief Executive Officer or his designates. The Committee may also invite to its meetings or request information in written form from other members of the Board, Company management, scientific advisors of the Company and any other such personnel or persons as it deems appropriate in order to carry out its responsibilities.

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 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, evaluate and advise the Board and management on the strategy, objectives and priorities, as well as robustness and quality, of the Company's current and planned R&D programs and technology initiatives, with respect to their impact on the Company's potential performance, growth and competitive position.
- Identify and provide the Board with strategic advice on significant emerging science and technology issues, innovations and trends.
- Assist the Board in its oversight of the Company's risk management in areas affecting or relating to R&D, technology and intellectual property of the Company.
- Assist the Board and management on the overall intellectual property strategy of the Company.
- Review new technology in which the Company is, or is considering, investing.
- Review with management the efficacy and safety profile of new products before they are launched by the Company.
- Assist the Board and management in scientific and R&D aspects and relevant business implications of the Company's acquisitions, transactions and other business development activities.
- Review and make recommendations on such other topics as deemed appropriate.

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 February 23, 2021.