

NOMINATING & GOVERNANCE COMMITTEE CHARTER

ATHENEX, INC.

Role: To recommend Director candidates to the Board and provide a leadership role in shaping the corporate governance of Athenex, Inc. (the “Company”).

I. COMPOSITION

The Nominating and Governance Committee (“Committee”) of the Board of Directors (“Board”) shall consist of at least two members, each of whom shall be an “independent director” as determined by the Board in accordance with the applicable Nasdaq rules, as in effect from time to time when and as required, and the Company’s Corporate Governance Guidelines (“Corporate Governance Guidelines”). Members of the Committee are appointed by the Board from time to time and may be removed with or without cause by the Board at any time.

Any action duly taken by the Committee shall be valid and effective, whether or not the members of the Committee at the time of such action are later determined not to have satisfied the requirements for membership provided herein.

II. PURPOSES OF THE COMMITTEE

The role of the Committee is to address the issues surrounding the composition and operation of the Board. The core function of the Committee is to provide assistance to the Board in the areas of:

- Director selection and qualification;
- ensuring Board diversity;
- committee selection;
- Board leadership structure;
- monitoring and safeguarding the independence of the Board;
- evaluating reported conflicts of interest by Directors and officers;
- overseeing and reviewing the Company’s process for providing information to the Board;
- developing a set of Corporate Governance Guidelines and reviewing and recommending to the Board as appropriate, amendments to the Corporate Governance Guidelines;
- monitoring the employee hotline (in conjunction with the Audit Committee);
- establishing the process for, and conducting, the evaluation of the Board, the committees of the Board and management; and

- other corporate governance matters as needed.

III. DUTIES AND RESPONSIBILITIES

The Committee will discharge the duties of the Board, to the extent delegated to the Committee, and approve or make recommendations to the Board, with respect to the following duties and responsibilities:

Shareholder Recommendations

The Committee shall review and evaluate all Director candidates submitted by the Company's shareholders.

Director Nominees

The Committee will select candidates as nominees for election as Directors and recommend those candidates to the Board, whether for the slate of Directors to be nominated by the Board for election by the Company's shareholders or any Director nominees to be elected by the Board to fill vacancies and newly-created directorships. The Committee will select those nominees whose attributes it believes would be most beneficial to the Company. This assessment will include such issues as:

- experience;
- integrity;
- competence;
- diversity;
- skills;
- industry knowledge;
- independence; and
- other commitments in the context of the needs of the Board.

Corporate Governance

The Committee will monitor the independence of the Board. The Committee will oversee and review the Company's process for providing information to the Board, including the channels, the quality, and the timeliness of the information provided. The Committee will also oversee the evaluation of the Board and management on a yearly or more regular basis.

The Committee shall review the Corporate Governance Guidelines annually or more often as the Board or the Committee deems appropriate

In addition, the Committee will:

- Make recommendations to the Board regarding changes to the size and composition of the Board or any committee thereof;
- Assess annually whether the composition of the Board as a whole reflects the appropriate balance of independence, sound judgment, business specialization, technical skills, diversity and other desired qualities, and recommend any appropriate changes to the Board;
- Review annually the relationships between Directors, the Company and members of management and recommend to the Board whether each Director qualifies as “independent” under applicable Nasdaq rules;
- Review Company disclosures concerning the specific experience, qualifications, attributes or skills that led to the conclusion that each Director and nominee should serve as a Director in light of the Company’s business and structure;
- Review the Board’s leadership structure and review and approve Company disclosures relating to Board leadership;
- Review and evaluate conflicts of interest involving any Director or executive officer of the Company;
- Assist management in the development and enforcement of a Code of Business Conduct and Ethics, periodically review the Code of Business Conduct and Ethics and recommend changes to the Board as appropriate;
- Develop and oversee an orientation program for new Directors and a continuing education program for all Directors;
- Review emerging corporate governance issues and practices, including proxy advisory firm policies and recommendations; and
- Perform such other duties and responsibilities, consistent with this Charter, the Company’s Bylaws, governing law, Nasdaq rules and regulations, the federal securities laws and such other requirements applicable to the Company, delegated to the Committee by the Board or required under the provisions of any compensation or benefit plan maintained by the Company.

The Committee may form and delegate authority to subcommittees as appropriate. 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.

IV. SEARCH FIRMS AND OTHER ADVISORS

If a search firm is to assist the Company, its management, the Committee or the Board in the identification of Director candidates, then the Committee shall have the sole authority to retain, provide oversight of and terminate such search firm, including the sole authority to approve the search firm’s fees and other retention terms. The Committee

shall also have the authority to obtain advice and assistance from internal and external legal, accounting and other advisors, as it deems necessary and appropriate.

V. ANNUAL PERFORMANCE EVALUATION AND CHARTER REVIEW

The Committee shall conduct an annual review of the Committee's performance, periodically review and assess the adequacy of its charter and recommend changes to the Board as needed.

VI. MEETINGS

Meetings of the Committee shall be held every six months to monitor the corporate governance of the Board and more frequently as needed. Meetings will also be held upon notice by the Chairman of the Board or the Chairman of the Committee. The Chairman (or in his or her absence, a member designated by the Chairman) shall preside at all meetings of the Committee.

The Committee will report to the Board on any Committee findings and recommendations, and any significant matters arising from the Committee's work.

Adopted by the Board of Directors on May 22, 2017.