

CHARTER OF THE RELATED PARTY TRANSACTION COMMITTEE
OF THE BOARD OF DIRECTORS OF
IMMUNITYBIO, INC.

(As reviewed and approved on March 20, 2020. As further amended on March 1, 2021 to update the name of the Company (as defined below) in connection with the merger with ImmunityBio, Inc.)

PURPOSE

The purpose of the Related Party Transaction Committee (the “**Committee**”) of the Board of Directors (the “**Board**”) of ImmunityBio, Inc. (the “**Company**”) is to:

- Assist the Board in the approval of related party transactions as described herein.

COMPOSITION

1. Membership and Appointment. The Committee shall consist of at least two members of the Board. Members of the Committee shall be appointed by the Board and may be removed by the Board in its discretion.
2. Qualifications. The members of the Committee must meet the independence requirements of the securities exchange on which the Company’s securities are listed and such other qualifications as may be established by the Board from time to time.
3. Chairperson. The Board may designate a chairperson of the Committee. In the absence of that designation, the Committee may designate a chairperson by majority vote of the Committee members.

RESPONSIBILITIES

The following are the principal recurring responsibilities of the Committee. The Committee may perform such other functions as are consistent with its purpose and applicable law, rules and regulations and as the Board may request.

1. Related Party Transactions. The Committee shall review and approve all proposed transactions that would require disclosure pursuant to Item 404 of Regulation S-K or any other transaction between the Company and any other person where the parties’ relationship is not arms’-length including, without limitation, any transaction between the Company and (i) any director or executive officer of the Company; (ii) any nominee for election as a director; (iii) any holder of Company securities owning more than 5% of any class of Company stock and (iv) any member of the immediate family of any of the foregoing; provided, however, that the Committee does not need to review and approve compensatory arrangements between the Company and its directors or executive officers if (i) such arrangements are reported pursuant to Item 402 of Regulation S-K or (ii) in the case of arrangements that are not reported because the executive officer is not a named executive officer as defined in Item 402(a)(3) of Regulation S-K, such arrangements are reviewed and approved by the Compensation Committee.
2. Committee Charter Review. The Committee shall review and reassess the adequacy of this charter annually and shall submit any recommended changes to the charter to the Board for approval.
3. Performance Review. The Committee shall review and assess the performance of the Committee on an annual basis.

MEETINGS AND PROCEDURES

1. Meetings.
 - The Committee will meet at least quarterly at such times and places as the Committee determines. The chairperson of the Committee shall preside at each meeting. The chairperson will approve the agenda for the Committee's meetings and any member may suggest items for consideration. If a chairperson is not designated or present, an acting chair may be designated by the Committee members present. The Committee may act by unanimous written consent (which may include electronic consent) in lieu of a meeting in accordance with the Company's bylaws.
 - The Committee will maintain written minutes of its meetings, which minutes will be filed with the minutes of the meetings of the Board.
 - The Committee may invite to its meetings any director, officer or employee of the Company and such other persons as it deems appropriate in order to carry out its responsibilities.
2. Reporting to the Board of Directors. The Committee shall report regularly to the Board regarding its activities and recommendations.
3. Authority to Retain Advisors. The Committee shall have the authority, in its sole discretion, to select and retain any internal or independent counsel, search firms and any other expert consultants or advisors to assist with the execution of its duties and responsibilities as set forth in this charter. The Committee shall set the compensation and oversee the work of any such consultants or advisors. The Company will provide appropriate funding, as determined by the Committee, to pay any outside advisors hired by the Committee and any administrative expenses of the Committee that are necessary or appropriate in carrying out its activities.
4. Subcommittees. The Committee may form subcommittees for any purpose that the Committee deems appropriate and may delegate to such subcommittees such power and authority as the Committee deems appropriate. If designated, each such subcommittee will establish its own schedule and maintain written minutes of its meetings, which minutes will be filed with the minutes of the meetings of the Board. The Committee shall not delegate to a subcommittee any power or authority required by law, regulation or listing standard to be exercised by the Committee as a whole.
5. Compensation. Members of the Committee shall receive such fees, if any, for their service as committee members as may be determined by the Board in its sole discretion.