

## Athenex Consent Resolution

A special meeting of the County of Chautauqua Industrial Development Agency (the “Agency”) was convened in public session, on January 25, 2022, at 10:00 A.M., local time, and held remotely by videoconference and conference call in compliance with the provisions of Part E of Chapter 417 of the 2021 Laws of the State of New York.

The meeting was called to order by the Chairman and, upon roll being called, the following members of the Agency were:

### PRESENT:

Michael Metzger	Chairman
Hans Auer	Treasurer
Gary Henry	Secretary
Steven Thorpe	Member
Kelly Farrell-Dubois	Member
Jay Churchill	Member
Tom Harmon	Member

### NOT PRESENT:

Dennis J. Rak	Vice Chairman
Brad Walters	Member

### THE FOLLOWING ADDITIONAL PERSONS WERE PRESENT:

Mark Geise	Administrative Director/CEO
Richard E. Dixon	Chief Financial Officer
Milan K. Tyler, Esq.	Counsel
Greg Peterson	Counsel
Matt Fitzgerald	Counsel
Paul Wendel	County Executive
Pierre Chagnon	Legislator
Linda Burns	CCIDA Staff
Carol Rasmussen	CCIDA Staff
Kristine Morabito	CCIDA Staff
Jeanette Lo Bello	CCIDA Staff
Rosie Strandburg	CCIDA Staff
Nate Aldrich	CCPEG Staff
Monica Simpson	CCPEG Staff
Rebecca Wurster	CREDC Staff
Jason Toczydlowski	CCIDA Staff
Dr. Patrick Soon-Shiong	Founder, Exec. Chairman & Global Chief Scientific & Medical Officer of ImmunityBio
Richard Adcock	Chief Executive Officer & Pres. of ImmunityBio

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Jason Liljestrom  
Phil Yang  
Stephen Yonaty

General Counsel of ImmunityBio  
VP of Strategic Initiatives of ImmunityBio  
Cannon Heyman & Weiss LLP, outside transaction  
counsel to ImmunityBio

The attached resolution no. 01-25-22-03 was offered by Hans Auer, seconded by Gary Henry:

Resolution No. 01-25-22-03

**RESOLUTION OF THE COUNTY OF CHAUTAUQUA INDUSTRIAL DEVELOPMENT AGENCY AUTHORIZING CERTAIN MATTERS IN CONNECTION WITH ITS STRAIGHT-LEASE TRANSACTION WITH ATHENEX, INC.**

WHEREAS, the County of Chautauqua Industrial Development Agency (the “Agency”) is authorized and empowered by the provisions of Chapter 1030 of the Laws of 1969 of New York, constituting Title 1 of Article 18-A of the General Municipal Law, Chapter 24 of the Consolidated Laws of New York, as amended (the “Enabling Act”) and Chapter 71 of the 1972 Laws of New York, as amended, constituting Section 895-h of said General Municipal Law (said Chapter and the Enabling Act being hereinafter collectively referred to as the “Act”) to promote, develop, encourage and assist in the acquiring, constructing, reconstructing, improving, maintaining, equipping and furnishing of industrial, manufacturing, warehousing, commercial, research and recreation facilities, among others, for the purpose of promoting, attracting and developing economically sound commerce and industry to advance the job opportunities, health, general prosperity and economic welfare of the people of the State of New York, to improve their prosperity and standard of living, and to prevent unemployment and economic deterioration; and

WHEREAS, to accomplish its stated purposes, the Agency is authorized and empowered under the Act to acquire, construct, reconstruct and install one or more “projects” (as defined in the Act), or to cause said projects to be acquired, constructed, reconstructed and installed and to convey said projects or to lease said projects with the obligation to purchase; and

WHEREAS, ATHENEX, INC. (the “Company”) submitted an application for financial assistance (the “Application”) to the Agency, which Application requested that the Agency consider undertaking a project (the “Project”) consisting of the following: (A) (1) the acquisition of an interest, by sublease, in an approximately 33.6 acre parcel of vacant land located at 3805 Lake Shore Drive East, Dunkirk, County of Chautauqua, New York (the “Land”), (2) the construction of an approximately 320,000 square foot building (the “Building”) on the Land with potential parking, landscaping and related improvements to the Land (together with the Building,

the “Facility”), and (3) the acquisition and installation therein and thereon of certain furniture, fixtures, machinery and equipment (the “Equipment”), all of the foregoing for use by the Company as a biopharmaceutical manufacturing facility (collectively, the “Project Facility”); (B) the granting of certain “financial assistance” (within the meaning of Section 854(14) of the Act) with respect to the foregoing, including potential exemptions or partial exemptions from sales and use taxes and real property taxes (collectively, the “Financial Assistance”); and (C) the lease (with an obligation to purchase) or sale of the Project Facility back to the Company or such other entity as may be designated by the Company and agreed upon by the Agency; and

WHEREAS, on July 25, 2017, the Agency adopted a resolution (the “Approving Resolution”), authorizing the undertaking of the Project and the granting of the Financial Assistance with respect to the Project and the Project Facility; and

WHEREAS, on or about October 6, 2021, the Agency appointed the Company as agent of the Agency to undertake the acquisition, construction, installation and equipping of the Project Facility and the Agency leased the Project Facility to the Company, all pursuant to the terms and conditions set forth in that certain Agency Lease Agreement (Uniform Project Agreement) dated as of October 1, 2021 between the Company and the Agency (as amended, modified, supplemented or restated to date, the “Agency Lease”), and the other Transaction Documents (as defined in the Agency Lease); and

WHEREAS, in connection with the Project, the Company agreed to make certain payments in lieu of real property taxes with respect to the Project Facility pursuant to that certain Payment in Lieu of Taxes Agreement dated as of October 1, 2021 between the Agency and the Company (as amended, modified, supplemented or restated to date, the “PILOT Agreement”); and

WHEREAS, the Company has requested that the Agency consent to the assignment by the Company of its right, title and interest in and to the Project Facility, the Agency Lease, the PILOT Agreement and the other Transaction Documents to ImmunityBio, Inc., a corporation organized and existing under the laws of the State of Delaware (the “Assignee”), and the assumption by the Assignee of all of the duties and obligations of the Company under the Agency Lease, the PILOT Agreement and the other Transaction Documents (the “Proposed Transaction”); and

WHEREAS, the Agency is willing to consent to the Proposed Transaction, subject to the terms of this Resolution;

NOW, THEREFORE, BE IT RESOLVED BY THE MEMBERS OF THE COUNTY OF CHAUTAUQUA INDUSTRIAL DEVELOPMENT AGENCY AS FOLLOWS:

Section 1. Capitalized terms used but not otherwise defined herein shall have the meanings given to them in the Agency Lease.

Section 2. The Agency determines that the Company's request with respect to a previously approved and unchanged Project is a Type II Action pursuant to Article 8 of the New York Environmental Conservation Law (the "SEQR Act") and the regulations adopted by the New York State Department of Environmental Conservation (the "Regulations" and together with the SEQR Act, "SEQRA") involving "continuing agency administration" which does not involve "new programs or major reordering of priorities that may affect the environment" (6 NYCRR §617.5(c)(20)) and therefore no Findings or determination of significance are required under SEQRA.

Section 3. No additional "financial assistance" (as such term is used in the Act) is being requested by the Company with respect to the Proposed Transaction and, therefore, no public hearing of the Agency is required pursuant to Section 859-a of the Act.

Section 4. The Agency has considered the Company's request with respect to the Proposed Transaction and hereby finds and determines that the granting of the requested consents by the Agency will promote the job opportunities, health, general prosperity and economic welfare of the inhabitants of Chautauqua County, New York, and improve their standard of living, and thereby serve the public purposes of the Act.

Section 5. The Agency hereby ratifies, confirms and approves all actions heretofore taken by the staff of the Agency with respect to the matters contemplated by this Resolution, including, without limitation, those actions required to ensure full compliance with the requirements of the Act, SEQRA and all other applicable laws, rules and regulations that relate thereto.

Section 6. The Agency hereby determines that the Agency has fully complied with the requirements of the Act, SEQRA and all other applicable laws, rules and regulations that relate to the Proposed Transaction.

Section 7. Based upon the representations made by the Company to the Agency, the Agency hereby approves and consents to the Proposed Transaction and acknowledges and agrees that the provisions of Section 9.1 of the Agency Lease are hereby waived with respect to the Proposed Transaction; provided, however, that (a) nothing herein shall be construed as an agreement by the Agency to grant the Company or the Assignee any other or further consent, waiver or amendment, (b) the Agency's consent to the Proposed Transaction shall not affect or impair in any way the validity, binding effect or enforceability of the Agency Lease, the PILOT Agreement or any other Transaction Document, and (c) nothing herein shall constitute a waiver by the Agency of any default or Event of Default under the Agency Lease, the PILOT Agreement or any other Transaction Document, except as expressly set forth herein with respect to the application of Section 9.1 of the Agency Lease to the Proposed Transaction.

Section 8. The Agency hereby consents to the execution and delivery of such documents, instruments and agreements as the Chairman, Vice Chairman, Chief Executive Officer and Chief Financial Officer of the Agency, acting individually or jointly, shall deem necessary or desirable to effectuate the Proposed Transaction (collectively, the “Amendment Documents”). The execution and delivery of the Amendment Documents by any one of said officers shall be conclusive evidence of due authorization and approval.

Section 9. The Chairman, Vice Chairman, Chief Executive Officer and Chief Financial Officer of the Agency are each hereby designated an Authorized Representative of the Agency and each of them is hereby authorized and directed, acting individually or jointly, to execute and deliver any and all other consents, papers, instruments, opinions, certificates, tax certificates, tax filings, affidavits and other documents (collectively, the “Consent Documents”) and to do and cause to be done any and all acts and things necessary or desirable for carrying out this Resolution. The execution and delivery of the Consent Documents by any one of said officers shall be conclusive evidence of due authorization and approval.

Section 10. All covenants, stipulations, obligations and agreements of the Agency contained in this Resolution, the Amendment Documents and the Consent Documents shall be deemed to be the covenants, stipulations, obligations and agreements of the Agency to the full extent authorized or permitted by law, and such covenants, stipulations, obligations and agreements shall be binding upon any board or body to which any powers or duties affecting such covenants, stipulations, obligations and agreements shall be transferred by or in accordance with law. Except as otherwise provided in this Resolution, all rights, powers and privileges conferred, and duties and liabilities imposed, upon the Agency or the members thereof by the provisions of this Resolution, the Amendment Documents and the Consent Documents shall be exercised or performed by the Agency or by such members, officers, board or body as may be required by law to exercise such powers and to perform such duties.

No covenant, stipulation, obligation or agreement herein contained or contained in any Amendment Document or any Consent Document shall be deemed to be a covenant, stipulation, obligation or agreement of any member, officer, agent or employee of the Agency in his or her individual capacity and neither the members of the Agency nor any officer executing any Amendment Document or any Consent Document shall be liable personally thereon or be subject to any personal liability or accountability by reason of the issuance thereof.

Section 11. The authorizations set forth in this Resolution are subject to the condition that the Company shall reimburse the Agency for all costs and expenses incurred by the Agency in connection with the transactions contemplated herein, including, without limitation, all reasonable attorneys’ fees and disbursements incurred by the Agency, including without limitation, the fees and expenses of Special Counsel, Phillips Lytle LLP.

Section 12. The Agency hereby authorizes the Chairman, Vice Chairman, Chief Executive Officer and Chief Financial Officer of the Agency, acting individually or jointly, to

approve modifications to the terms approved hereby which are not inconsistent with the intent and substance of this Resolution, such approval to be evidenced by the execution by any one of said officers of the Amendment Documents and/or Consent Documents containing such modifications.

Section 13. The Chairman, Vice Chairman, Chief Executive Officer and Chief Financial Officer of the Agency, acting individually or jointly, are hereby authorized and directed to distribute copies of this Resolution to the Company and such other parties as any such officer may determine.

Section 14. This Resolution shall take effect immediately.

The question of the adoption of the foregoing Resolution was duly put to a vote on roll call, which resulted as follows:

Michael Metzger	Yes
Dennis J. Rak	Absent
Hans Auer	Yes
Gary Henry	Yes
Steven Thorpe	Yes
Brad Walters	Absent
Kelly Farrell-DuBois	Yes
Jay Churchill	Yes
Tom Harmon	Yes

The foregoing Resolution was thereupon declared duly adopted.

STATE OF NEW YORK            )  
  ) SS.:  
COUNTY OF CHAUTAUQUA    )

WE, the undersigned officers of the County of Chautauqua Industrial Development Agency (the "Agency"), DO HEREBY CERTIFY that we have compared the foregoing extract of the minutes of the meeting of the members of the Agency, including the Resolution contained therein, held on January 25, 2022 with the original thereof on file in our offices, and that the same is a true and correct copy of said original and of such Resolution set forth therein and of the whole of said original so far as the same relates to the subject matters therein referred to.

WE FURTHER CERTIFY that (A) all members of the Agency had due notice of said meeting; (B) said meeting was in all respects duly held remotely by video conference and conference call in compliance with Part E of Chapter 417 of the 2021 Laws of the State of New York (as amended and supplemented, the "Chapter Law"); (C) pursuant to Article 7 of the Public Officers Law (the "Open Meetings Law"), due notice of the time and place of said meeting was duly given in accordance with such Open Meetings Law; (D) the public had the ability to view and/or listen to the proceedings in accordance with the Chapter Law and the proceedings were recorded and transcribed; and (E) there was a quorum of the members of the Agency present throughout said meeting.

WE FURTHER CERTIFY that, as of the date hereof, the attached Resolution is in full force and effect and has not been amended, repealed or rescinded.

IN WITNESS WHEREOF, we have hereunto set our hand this 25th day of January, 2022.

  
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Assistant Secretary

  
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Vice Chairman