

**RESEARCH AND DEVELOPMENT COMMITTEE CHARTER**  
**of the Research and Development Committee**  
**of Puma Biotechnology, Inc.**

This Research and Development Committee Charter (this “Charter”) was adopted by the Board of Directors (the “Board”) of Puma Biotechnology, Inc. (the “Company”) on April 19, 2019.

**I. Purpose**

The purpose of the Research and Development Committee (the “Committee”) of the Board is to oversee the Company’s product pipeline and research and development efforts, including oversight and evaluation of the Company’s clinical trials and clinical development risk.

In addition to the powers and responsibilities expressly delegated to the Committee in this Charter, the Committee may exercise any other powers and carry out any other responsibilities delegated to it by the Board from time to time consistent with the Company’s bylaws. The powers and responsibilities delegated by the Board to the Committee in this Charter or otherwise shall be exercised and carried out by the Committee as it deems appropriate without requirement of Board approval. While acting within the scope of the powers and responsibilities delegated to it, the Committee shall have and may exercise all the powers and authority of the Board. To the fullest extent permitted by law, the Committee shall have the power to determine which matters are within the scope of the powers and responsibilities delegated to it.

**II. Membership**

The Committee shall consist of no fewer than three (3) directors, with the exact number determined by the Board, each of whom must satisfy the independence requirements of the Nasdaq Stock Market LLC and the Company’s Corporate Governance Guidelines.

At least a majority of the members of the Committee must have sufficient scientific and/or medical expertise to review and evaluate the progress of the Company’s product pipeline, and at least one member of the Committee must also be a member of the Audit Committee of the Board. Subject to the foregoing, the members of the Committee, including the chairperson of the Committee (the “Chair”), shall be appointed annually by the Board. If a Chair is not appointed by the Board, the members of the Committee may designate a Chair by a majority vote of the Committee; provided, however, that the Chair may not be someone who received 25% or more “Withhold” votes in the most recent election of directors by the Company’s stockholders.

Committee members may be removed from the Committee, with or without cause, by the Board.

**III. Meetings and Procedures**

The Chair (or in his or her absence, a member designated by the Chair) shall preside at each meeting of the Committee and set the agendas for Committee meetings. The Committee shall have the authority to establish its own rules and procedures for notice and conduct of its

meetings so long as they are not inconsistent with any provisions of the Company's bylaws that are applicable to the Committee. The Committee shall maintain minutes of its meetings, which will be filed with the minutes of the meetings of the Board.

The Committee shall meet on a regularly scheduled basis at least quarterly and more frequently as the Committee deems necessary or desirable.

The Committee may, at its discretion, request members of the Company's senior management, outside counsel and other advisors to participate in Committee meetings. All independent directors who are not members of the Committee may attend and observe meetings of the Committee, but shall not participate in any discussion or deliberation unless invited to do so by the Committee, and in any event shall not be entitled to vote. Notwithstanding the foregoing, the Committee may exclude from its meetings any person it deems appropriate, including but not limited to, any independent director who is not a member of the Committee.

The Committee may engage, without further action by the Board, any external consultants and advisors as deemed appropriate by the Committee in its sole discretion to perform its duties and responsibilities.

The Company shall provide for appropriate funding, as determined by the Committee, for payment of compensation to any such persons employed by the Committee and for ordinary administrative expenses of the Committee that are necessary or appropriate in carrying out its duties.

#### **IV. Duties and Responsibilities**

1. The Committee shall meet with the Company's chief medical and scientific officer at least quarterly to review the progress of the Company's product pipeline, including a review and analysis of the progress and results of the Company's pre-clinical studies and clinical trials.

2. The Committee shall assess each product's progress against its targets, taking into account the results of the Company's pre-clinical studies and clinical trials.

3. The Committee shall be timely provided with copies of all communications with the U.S. Food and Drug Administration (the "FDA").

4. The Committee shall review and pre-approve (prior to public release) the Company's material public disclosures related to its product pipeline, research and development efforts, results of pre-clinical studies and clinical trials, status of new drug applications ("NDAs"), and communications with the FDA.

5. The Committee shall make a presentation to the Board at least quarterly, together with written documentation, summarizing all significant findings concerning the progress of the Company's product pipeline, including any material information that impacts the Company's public disclosures regarding those products, the results of related pre-clinical studies and clinical trials, the status of the Company's NDAs, and communications with the FDA.

6. The Committee shall (a) evaluate its own performance annually and deliver a report to the Board setting for the results of its evaluation and (b) review and reassess the adequacy of this Charter annually and recommended any proposed changes to the Board for its approval.

The Committee shall have access to books, records, facilities and personnel of the Company with respect to any matters within the scope of its responsibilities, as it shall deem appropriate.

## **V. Delegation of Duties**

In fulfilling its responsibilities, the Committee shall be entitled to delegate any or all of its responsibilities to a subcommittee of the Committee, to the extent consistent with the Company's certificate of incorporation, bylaws, Corporate Governance Guidelines and applicable law and rules of markets in which the Company's securities then trade.