



BEYONDSRING INC.
WHISTLE-BLOWER POLICY
Adopted February 9, 2017
Updated January 2, 2018
Updated April 27, 2018

This policy applies to all directors, officers and employees (collectively, “*Employees*”) of BeyondSpring Inc. (the “*Company*”). This policy also applies to the Company’s contractors, subcontractors, agents, representatives and consultants at all times while they are providing goods or services to the Company or otherwise performing work for, or on behalf of, the Company (collectively, “*Contractors*” and, together with Employees, the “*Participants*”). All Participants are expected to comply with this policy.

As used in this document, “*Board*,” “*Audit Committee*” and “*Audit Committee Chairman*” refer to the entire Board of Directors, Audit Committee of the Board, Chairman of the Audit Committee of the Company, respectively.

The Company is committed to maintaining the highest standards of business conduct and ethics in its accounting standards and disclosures, internal accounting controls and audit practices. It is the Company’s policy to comply with, and require its directors, officers, and employees to comply with, all applicable legal and regulatory requirements relating to corporate reporting and disclosure, accounting and auditing controls and procedures, securities compliance and other matters pertaining to fraud against shareholders. Every director, officer and employee has the responsibility to assist the Company in meeting these requirements.

The Company’s internal controls and corporate reporting and disclosure procedures are intended to prevent, deter and remedy any violation of the applicable laws and regulations that relate to corporate reporting and disclosure, accounting and auditing controls and procedures, securities compliance and other matters pertaining to fraud against the Company’s shareholders. Even the best systems of control and procedures, however, cannot provide absolute safeguards against such violations. The Company has a responsibility to investigate and, if required, report to appropriate governmental authorities, any violations including those relating to:

- (a) corporate reporting and disclosure,
- (b) accounting and auditing controls and procedures,

- (c) securities compliance,
- (d) insider trading,
- (e) conflicts of interest,
- (d) breaches of a company policy, and
- (e) other matters that may pertain to fraud against shareholders or violations of law.

1. Purpose & Administration

The Purpose of this policy is to encourage the fair and accurate reporting of the Company's financial results, to deter, detect and prevent irregularities with respect to accounting policies, internal accounting controls or auditing matters and to encourage employees to communicate suspected violations of law or Company policies to responsible parties, without fear of reprisal.

The Audit Committee, or its designee, will be responsible for the approval, maintenance, enforcement and administration of this policy. The Audit Committee, or its designee, will ensure that this policy is broadly distributed to the Participants and is made available to related parties, including, but not limited to, customers and suppliers with whom the Company does, or may do, business. Only the Board may amend or modify this policy.

2. Reporting Alleged Violations or Concerns

If a Participant reasonably believes that any Participant or any other person acting on behalf of the Company has violated any legal or regulatory requirements or internal policy relating to accounting standards and disclosures, internal accounting controls, matters related to the internal or external audit of the Company's financial statements, including the Company's internal auditing controls, or any other fraudulent activities, the employee should immediately report his or her concern as follows:

(a) By using the Company's confidential employee hotline and website:

- (i). To report via the website a Participant requires access to the Internet



away from work. They can go to the Company's reporting address set up independently by NASDAQ at <http://www.openboard.info/BYSI/>.

(ii). To report by phone, Participants in the United States and Canada may call 844-437-8194.

(iii). Participants located in other countries must follow international calling protocol for the country where they are located, to reach the 844-437-8194 number.

(iv). To report by email a Participant requires access to the Internet away from work. They can email BYSI@openboard.info

(b) By contacting the Audit Committee Chairman or Audit Committee directly:

(i). In writing: Patrick Fabbio, Chairman of BeyondSpring Audit Committee, 2 Pitney Court, Basking Ridge, New Jersey 07920 USA

(ii) By e-mail: pfabbio@progenics.com

(iii) By telephone: 908-932-0725

(c) If a Participant is not comfortable reporting a concern through NASDAQ, to the Audit Committee Chairman, or to the Audit Committee, he or she should report the concern to any supervisor or member of management whom he or she is comfortable approaching. Any manager or other supervisory employee who receives a report of an alleged violation must immediately forward the report to the Audit Committee Chairman. The Audit Committee Chairman will communicate all reports of alleged violations to the Audit Committee.



The Audit Committee is composed entirely of directors of the Company who are independent of the officers and management of the Company. The Audit Committee is solely responsible for investigating and responding to reports of violations regarding accounting standards and disclosures, internal accounting controls, or matters related to the internal or external audit of the Company's financial statements.

Reports of alleged violations may be submitted anonymously to NASDAQ, the Audit Committee Chairman or the Audit Committee if the Participant desires. Although anonymous reports may be submitted via any of the above methods, reports submitted by e-mail are less likely to remain anonymous and confidential than those submitted in writing or through NASDAQ. All reports of alleged violations, whether or not they were submitted anonymously, will be kept in strict confidence

to the extent possible, consistent with the Company's need to conduct an adequate investigation.

Reports of alleged violations should be factual, rather than speculative or conclusory, and should contain as much detail as possible to allow for proper assessment. The report should clearly set forth all the information the employee knows about the alleged violation. The complaint describing an alleged violation or concern should be candid and should set forth all of the information that the employee knows regarding the allegation or concern. In addition, the complaint

should contain sufficient corroborating information to support the commencement of an investigation. The Company may, in its reasonable discretion, determine not to commence an investigation if a complaint contains only unspecified or broad allegations of wrongdoing without appropriate factual support.

3. Investigation of Complaints

Upon receipt of a complaint alleging a violation of any applicable law or internal policy regarding accounting standards and disclosures, internal accounting controls, matters related to the internal or external audit of the Company's financial statements, or any other fraudulent activities, the Audit Committee, or a designated member of the Audit Committee, will make a determination as to whether a reasonable basis exists for commencing an investigation into the conduct alleged in the complaint. If the Audit Committee or its



designated member concludes that an investigation is warranted, it shall next determine (i) whether the complaint requires immediate investigation, (ii) if the complaint has only been reviewed by a designated member of the Audit Committee, whether such complaint can be discussed at the next regularly scheduled Audit Committee or needs review immediately, (iii) whether the complaint does not involve the Company's accounting, internal accounting controls or auditing matters and therefore should be reviewed and investigated under the oversight of the Company's Chief Financial Officer and/or the Company's regular outside legal counsel. The Audit Committee shall have the authority to obtain assistance from the Company's management, counsel or auditors, or to retain separate outside legal or accounting expertise as it deems necessary or desirable in order to conduct the investigation.

At each quarterly meeting of the Audit Committee, the Audit Committee will discuss the status of any ongoing investigation and review the resolution of each complaint submitted during the previous quarter, whether or not the complaint resulted in the commencement of a formal investigation.

4. Corrective Action

The Audit Committee is ultimately responsible for determining the validity of each complaint and fashioning, with the input of its advisors and company management, if requested, the appropriate corrective action. The Audit Committee shall report any legal or regulatory noncompliance to company management and ensure that management takes corrective action including, where appropriate, reporting any violation to relevant governmental authorities.

Any director, officer or employee deemed to have violated any law, rule or regulation, or any internal policy regarding accounting standards and disclosures, internal accounting controls, matters related to the internal external audit of the Company's financial statements, or any other fraudulent activity, may be subject to disciplinary action, up to and including termination.

5. No Retaliation

Participants should feel confident to report violations as described above or to assist in investigations of such alleged violations. The Company will not tolerate retaliation or



discrimination of any kind by or on behalf of the Company and its employees against any Participant making a good faith complaint of, or assisting in the investigation of, any reported complaint.

In the United States, any employee who believes that his or her rights against retaliation or discrimination have been violated may file a complaint with the Department of Labor within 180 days of the alleged violation. If the Department of Labor has not issued a final decision within 180 days of the filing of the complaint, the employee has the right to file suit against the Company in a federal court with proper jurisdiction.

6. Retention of Complaints and Documents

The Audit Committee shall retain all documents and records regarding any complaint for a period of seven (7) years.

It is illegal and against the Company's policy to destroy any corporate audit or other records that may be subject to or related to an investigation by the Company or any federal, state or regulatory body.

7. Compliance

All Participants must follow the procedures outlined in this policy and cooperate with any investigation initiated pursuant to this policy. Adhering to this policy is a condition of employment or engagement. The Company must have the opportunity to investigate and remedy any alleged violating or employee concerns, and each Participant must ensure that the Company has an opportunity to undertake such an investigation.

This policy does not constitute a contractual commitment of the Company. This policy should not be construed as preventing, limiting, or delaying the Company from taking disciplinary action against any individual, up to and including termination, in circumstances (such as, but not limited to, those involving problems of performance, conduct, attitude, or demeanor) where the Company deems

disciplinary action appropriate.



This policy in no way alters an employee's at-will employment status with the Company. Either the Company or an employee can terminate the employment relationship, as applicable, at the Company at any time, for any reason or no reason, with or without cause, warning, or notice.