

CHARTER OF THE RESEARCH & DEVELOPMENT COMMITTEE
of the
BOARD OF DIRECTORS
of
AKEBIA THERAPEUTICS, INC.

Effective October 22, 2019

The Board of Directors (the “Board”) of Akebia Therapeutics, Inc. (the “Company”) hereby sets forth the authority and responsibilities of the Research & Development Committee (the “Committee”) as described below, subject to amendment by the Board from time to time:

Section 1. STATEMENT OF PURPOSE

The purpose of the Committee is to discharge the Board’s responsibilities relating to the assessment of research and development (“R&D”) at the Company, including:

- (a) the Company’s R&D strategy and objectives;
- (b) the suitability, competitiveness and progress of the Company’s product candidates;
- (c) the status of the Company’s (i) chemistry, manufacturing and controls, and (ii) supply chain strategy, objectives and execution;
- (d) emerging scientific trends and activities that are critical to the success of the R&D organization at the Company; and
- (e) the technical due diligence aspects of licensing or other R&D business development discussions.

Section 2. ORGANIZATION

- 2.1. Election and Removal. The members of the Committee, other than the chairperson of the Committee (the “Committee Chairperson”), shall be elected by the Board in accordance with the Bylaws of the Company to serve until their successors are elected and may be removed by the Board at any time with or without cause. The Committee Chairperson shall be appointed and removed in accordance with the Bylaws of the Company. In the event that the removal or resignation of a Committee member, including the Committee Chairperson, or any other occurrence which renders a director unable to discharge his or her duties with the respect to the Committee, causes the number of directors then serving on the Committee to be fewer than two, the Board shall promptly designate a successor in accordance with the Bylaws of the Company.
- 2.2. Subcommittees. The Committee may form and delegate authority to subcommittees, each consisting of one or more of its members, with such powers as the Committee shall from time to time confer. Each subcommittee shall report any material updates from its meetings to the Committee.

Section 3. DUTIES AND RESPONSIBILITIES

- 3.1. The following are the duties and responsibilities of the Committee (in addition to any others that the Board may from time to time delegate to the Committee):
- (a) assist the Board in understanding any evolving issues around the conduct of the Company's clinical trial programs;
 - (b) assist the Board in understanding the status of and progress towards completion of the Company's manufacturing goals and objectives;
 - (c) advise management and the Board, as needed, on aspects of the Company's research, clinical trial, manufacturing process development, and regulatory strategies; and
 - (d) provide management and the Board with advice regarding technical/scientific aspects of potential R&D business development opportunities, including licensing opportunities (both in-licensing and out-licensing).
- 3.2. Annual Committee Self-Evaluation. The Committee shall conduct an annual performance assessment relative to the Committee's purpose, duties and responsibilities outlined herein, report to the Board on the results of such evaluation and make any appropriate recommendations to further enhance the Committee's performance. The Committee's performance evaluation shall be conducted in such manner as the Committee deems appropriate.
- 3.3. Annual Charter Review. The Committee shall review and assess the adequacy of this Charter periodically, and at least annually, and recommend to the Board any necessary amendments. Any changes to this Charter must be approved by the Board and communicated in writing.
- 3.4. Reporting to the Board. The Committee Chairperson shall regularly, and whenever so requested by the Board, report all material activities of the Committee to the Board, with recommendations to the Board as the Committee deems appropriate.
- 3.5. Generally. The Committee shall perform such other duties as may be requested by the Board or deemed appropriate by the Committee. The Committee shall discharge its responsibilities, and shall assess the information provided to the Committee, in accordance with its business judgment.

Section 4. PROCEDURES AND ADMINISTRATION

- 4.1. Meetings. The Committee shall hold regularly scheduled meetings and such special meetings as circumstances dictate. To the extent practicable, such meetings shall be held in conjunction with the regularly scheduled Board meetings. Committee meetings may be held in person or telephonically. The Committee shall fix its own rules of procedure. The Committee shall have the opportunity at each meeting to meet in executive session without the presence of management.
- 4.2. Notice. The Committee Chairperson may call a meeting of the Committee upon due notice to each other member at least twenty-four hours prior to the meeting (provided that

participation in any meeting shall be deemed to constitute waiver of any deficiency in such notice).

- 4.3. Action. A majority of regular members then serving on the Committee shall constitute a quorum. Action may be taken by the Committee (or any subcommittee of the Committee) upon the affirmative vote of a majority of the members of the Committee (or subcommittee). Action may be taken by the Committee (or any subcommittee of the Committee) without a meeting of all of the members of the Committee (or subcommittee) indicate their approval thereof in writing.
- 4.4. Agendas. The Committee meeting agendas shall be the responsibility of the Committee Chairperson with input from the Committee members and other members of the Board, with additional input from members of senior management and outside advisors to the extent deemed appropriate by the Committee Chairperson.
- 4.5. Recording Meetings. The Committee shall keep written minutes of its meetings.
- 4.6. Outside Advisors. The Committee is authorized, in its sole discretion, at the Company's expense and without further action by the Board, to engage and terminate such legal or other advisors as it deems necessary or appropriate to carry out its responsibilities.
- 4.7. Expenses. The Committee is empowered, without further action by the Board, to cause the Company to pay the ordinary administrative expenses of the Committee that are necessary or appropriate in carrying out its duties. The Committee shall have the sole authority to approve fees, costs and other terms of engagement of outside resources, including outside advisors.
- 4.8. Access to Information. The Committee shall communicate to the Chief Executive Officer or his or her designee the expectations of the Committee, and the nature, timing and extent of any specific information or other supporting materials requested by the Committee for its meetings and deliberations. The Committee shall be authorized to request members of senior management and other advisors to participate in Committee meetings.