

# **Celldex Therapeutics, Inc.**

## **Science & Regulatory Committee Charter**

### **I. General Statement of Purpose**

The Science & Regulatory Committee of the Board of Directors (the “S&R Committee”) of Celldex Therapeutics, Inc. (the “Company”), on behalf of the Board of Directors (the “Board”), shall report to and assist the Board of Directors (the “Board”) of Celldex Therapeutics, Inc. (the “Company”) in the general oversight of the significant scientific and regulatory aspects of the Company’s businesses.

### **II. S&R Committee Composition**

The number of individuals serving on the S&R Committee shall be fixed by the Board from time to time but shall consist of no fewer than two members, each of whom the Board has selected and determined to be “independent” in accordance with the listing standards of The NASDAQ Stock Market, and will qualify as “outside directors” within the meaning of Internal Revenue Code § 162(m), and as “non-employee directors” under Rule 16b-3 of the Securities Exchange Act of 1934, as amended (the “Exchange Act”).

The members of the S&R Committee shall be appointed annually by the Board and may be replaced or removed by the Board at any time with or without cause. Resignation or removal of a Director from the Board, for whatever reason, shall automatically constitute resignation or removal, as applicable, from this committee. Vacancies occurring, for whatever reason, may be filled by the Board. The Board shall designate one member of the S&R Committee to serve as Chairperson of the S&R Committee. The Chairperson of the S&R Committee shall preside at meetings of the S&R Committee and shall have the authority to convene meetings, set agendas for meetings, and determine the S&R Committee’s information needs, except as otherwise provided by action of the S&R Committee. In the absence of the Chairperson at a duly convened meeting, the S&R Committee shall select a temporary substitute from among its members to serve as chair of the meeting.

### **III. Meetings**

The S&R Committee is to meet at least two times per year in person or by conference telephone or other communications equipment by means of which all persons participating in the meeting can hear each other, with any additional meetings as deemed necessary by the S&R Committee. A majority of the members of the S&R Committee shall constitute a quorum for purposes of holding a meeting and the S&R Committee may act by a vote of a majority of members present at such meeting. In lieu of a meeting, the S&R Committee may act by unanimous written consent.

### **IV. S&R Committee Activities**

The S&R Committee’s purpose and responsibilities shall be to:

**A. Review of Charter**

- Review and reassess the adequacy of this Charter annually and submit any proposed changes to the Board for approval.

**B. Annual Performance Evaluation of the S&R Committee**

- Perform an annual performance evaluation of the S&R Committee and report to the Board on the results of such evaluation.

**C. Oversight of Scientific and Regulatory Aspects of the Company's Business**

- Monitor and review the overall strategy, direction and effectiveness of the Company's research and development.
- Serve as a resource and provide input, as needed, regarding the scientific and regulatory aspects of medical and product safety matters.
- At least annually (or as requested), hold a private meeting with the Chief Medical Officer and Chief Scientific Officer.
- Assist the Board in identifying and comprehending significant emerging science and regulatory policy and public health issues and trends that may impact the Company's overall business strategy.
- Assist the Board in its oversight of the Company's major acquisitions and business development activities as they relate to the acquisition or development of new science or technology.
- Review such other topics as are delegated to the Committee by the Board.

**V. General**

- The S&R Committee may establish and delegate authority to one or more subcommittees consisting of one or more of its members, when the S&R Committee deems it appropriate to do so in order to carry out its responsibilities.
- The S&R Committee shall make regular reports to the Board concerning areas of the S&R Committee's responsibility.
- In carrying out its responsibilities, the S&R Committee shall be entitled to rely upon advice and information that it receives in its discussions and communications with management and such experts, advisors and professionals with whom the S&R Committee may consult.
- The S&R Committee may perform such other functions as may be requested by the Board from time to time.

ADOPTED: July 14, 2023