
Amended as of March 14, 2023 to add provisions covering certain antitrust, anti-corruption, gifts and entertainment, lobbying, and environmental compliance matters, and other updates.

Message from the CEO and Co-Founder

Dear Colleagues,

We at Celldex conduct our business in a responsible, honest, and ethical manner across our interactions with our colleagues, business partners, clinical trial investigators, patients and investors.

As a company devoted to developing cutting-edge therapeutics to improve the lives of people around the world, we are committed to making the world a better place through our embrace of integrity, our compliance with ethical business rules and conduct, our respect for our team members and their valuable contributions to our business and our product candidates, and our desire to be good corporate citizens in the communities we serve.

This Code of Business Conduct and Ethics sets forth the high standards and expectations that we set for ourselves every day across all that we do and is supported by our compliance policies and procedures, which provide additional guidance as to specific situations and courses of business dealing.

I am particularly proud to be part of a company that always seeks to do the right thing. Our stakeholders—employees, business partners, investors, and the communities in which we operate—will judge us by what we say and what we do. Accordingly, it is of the utmost importance that you read, understand, and implement the principles and guidelines in this Code of Business Conduct and Ethics in your daily work. It is important to speak up if there is something that you do not understand or that concerns you. We all must remain mindful of whether our actions and statements exemplify our shared commitment to honesty and integrity.

Sincerely,

Anthony S. Marucci
Chief Executive Officer & Co-Founder

Celldex Therapeutics, Inc.
Code of Business Conduct and Ethics (Revised March 14, 2023)

Purpose and Scope

The Board of Directors of Celldex Therapeutics, Inc. (together with its subsidiaries, (“Celldex”)) has adopted this Code of Business Conduct and Ethics (the “Code”) to aid Celldex’s directors, officers and employees in making ethical and legal decisions when conducting Celldex’s business and performing their day-to-day duties and in order to:

- promote honest and ethical conduct, including the ethical handling of actual or apparent conflicts of interest;
- promote full, fair, accurate, timely and understandable disclosure in reports and documents that Celldex files with, or submits to, the Securities and Exchange Commission (the “SEC”) and in other public communications made by Celldex;
- promote compliance with applicable governmental laws, rules and regulations;
- promote the protection of Celldex’s assets, including corporate opportunities and confidential information;
- promote fair dealing practices;
- deter wrongdoing; and
- ensure accountability for adherence to the Code.

Celldex’s Board of Directors or a committee of the Board is responsible for administering the Code. The Board of Directors has delegated day-to-day responsibility for administering and interpreting the Code to a Compliance Officer. Our Chief Financial Officer has been appointed Celldex’s Compliance Officer under this Code.

This Code applies to all of Celldex’s directors, officers and employees. Celldex expects its directors, officers and employees to exercise good judgment when conducting Celldex’s business. Celldex encourages its directors, officers and employees to refer to this Code frequently to ensure that they are acting within both the letter and the spirit of this Code. Celldex also understands that this Code will not contain the answer to every situation you may encounter or every concern you may have about conducting Celldex’s business ethically and legally. In these situations, or if you otherwise have questions or concerns about this Code, Celldex encourages each director, officer and employee to speak with his or her supervisor (if applicable) or, if you are uncomfortable doing that, with the Law Department or the Compliance Officer under this Code.

In addition to this Code, Celldex’s directors, officers and employees must at all times comply with the Celldex Health Care Compliance Manual (the “Manual”), which can be found on

Celldex's intranet, *CelldexLive*. Any questions about compliance with this Code, or the Manual, should be directed to a supervisor, the Law Department or the Compliance Officer.

Contents of this Code

This Code is divided into various sections. The section, "***Standards of Conduct***," contains the actual guidelines that our directors, officers and employees are expected to adhere to in the conduct of Celldex's business. The section, "***Compliance Procedures***," contains specific information about how this Code functions including who administers the Code, who can provide guidance under the Code and how violations may be reported, investigated and punished. This section also contains a discussion about waivers of and amendments to this Code.

Communication of Code

All directors, officers and employees will be supplied with a copy of the Code upon beginning service at Celldex. Updates of the Code will be provided from time to time. A copy of the Code is also available to all directors, officers and employees by requesting one from the human resources department, by accessing the company's website at www.celldex.com or by accessing Celldex's intranet, *CelldexLive*.

A Note About Other Obligations

Celldex's directors, officers and employees generally have other legal and contractual obligations to Celldex. This Code is not intended to reduce or limit the other obligations that you may have to Celldex. Instead, the standards in this Code should be viewed as the *minimum standards* that Celldex expects from its directors, officers and employees in the conduct of Celldex's business. All Celldex directors, officers and employees are required to be familiar with the Code, comply with its provisions and report any suspected violations under the Code.

Standards of Conduct

Honest and Ethical Conduct

Celldex's policy is to promote the highest standards of integrity by conducting its affairs honestly and ethically.

Each director, officer and employee must act with integrity and observe the highest ethical standards of business conduct in his or her dealings with Celldex's customers, suppliers, partners, service providers, competitors, employees and anyone else with whom he or she has contact with in the course of performing his or her job.

Compliance with Laws, Rules and Regulations

Celldex and its employees, officers and directors should comply, in both the letter and the spirit, with all applicable laws, rules and regulations. No director, officer or employee shall engage in any unlawful activity in conducting Celldex's business or in performing his or her day-to-day company duties, nor shall any director, officer or employee approve, authorize or instruct others to do so.

All officers, directors and employees are expected to complete periodic and ad hoc compliance training modules as directed by the Compliance Officer or the Law Department. Among other things, the training will educate officers, directors and employees as to the laws, rules and regulations applicable to Celldex and relevant to their particular work functions.

Antitrust

Antitrust laws are designed to protect the competitive process. These laws are based on the premise that the public interest is best served by vigorous competition and will suffer from illegal agreements or collusion among competitors. Antitrust laws generally prohibit:

- agreements, formal or informal, with competitors that harm competition or customers, including price fixing and allocations of customers, territories or contracts;
- agreements, formal or informal, that establish or fix the price at which a customer may resell a product; and
- the acquisition or maintenance of a monopoly or attempted monopoly through anti-competitive conduct.

Certain kinds of information, such as pricing, production and inventory, should not be exchanged with competitors, regardless of how innocent or casual the exchange may be and regardless of the setting, whether business or social.

Antitrust laws impose severe penalties for certain types of violations, including criminal penalties and potential fines and damages of millions of dollars, which may be tripled under certain circumstances. Understanding the requirements of antitrust and unfair competition laws of the

various jurisdictions where we do business can be difficult, and you are urged to seek assistance from your supervisor or the Law Department whenever you have a question relating to these laws.

International Business Laws; Anti-Corruption

Our employees, officers and directors are expected to comply with the applicable laws in all countries to which they travel, in which they operate and where we otherwise do business, including laws prohibiting bribery, corruption or the conduct of business with specified individuals, companies or countries. The fact that, in some countries, certain laws are not enforced or that violation of those laws is not subject to public criticism is not an excuse for noncompliance. In addition, we expect employees, officers and directors to comply with U.S. laws, rules and regulations governing the conduct of business by its citizens and corporations outside the United States.

These U.S. laws, rules and regulations, which extend to all our activities outside the United States, include:

- the Foreign Corrupt Practices Act, which prohibits directly or indirectly giving anything of value to a government official to obtain or retain business or favorable treatment and requires the maintenance of accurate books of account, with all company transactions being properly recorded;
- U.S. embargoes, which generally prohibit U.S. companies, their subsidiaries and U.S. citizens and lawful permanent residents, as well as any person located in the United States (collectively “U.S. Persons”), from doing business with parties located in certain regions subject to comprehensive trade sanctions imposed by the U.S. government (currently, Cuba, Iran, North Korea, Syria, and the Crimea, Donetsk, and Luhansk regions of Ukraine, however this list is subject to change so please discuss any questions you have with the Law Department).
- U.S. sanctions programs, which prohibit U.S. Persons from engaging in dealings with specific companies and individuals identified on lists published by the U.S. Treasury Department.
- U.S. export controls, which restrict exports from the U.S. and re-exports from other countries of goods, software and technology to many countries, and prohibit transfers of U.S.-origin items to denied persons and entities; and
- antiboycott regulations, which prohibit U.S. companies from taking any action that has the effect of furthering or supporting a restrictive trade practice or boycott imposed by a foreign country against a country friendly to the U.S. or against any U.S. person.

If you have a question as to whether an activity is restricted or prohibited, seek assistance before taking any action, including giving any verbal assurances that might be regulated by international laws.

For further guidance related to International Business Laws, see Module 11 of the Celldex Healthcare Compliance Manual on Doing Business with the Government.

Celldex is committed to conducting its business fairly, honorably, with integrity and in compliance with all applicable laws. Accordingly, bribery, corruption, corrupt payments, illegal payments and irregular payments are strictly prohibited.

Gifts and Entertainment

Business gifts and entertainment are meant to create goodwill and sound working relationships and not to gain improper advantage with partners or customers or facilitate approvals from government officials. The exchange, as a normal business courtesy, of meals or entertainment (such as tickets to a game or the theater or a round of golf) is a common and acceptable practice as long as it is reasonable in value and not extravagant. Gifts and entertainment should not be offered, provided or accepted by any employee unless consistent with Celldex's customary business practices and not (a) a cash gift, (b) susceptible of being construed as a bribe or kickback, (c) made or received on a regular or frequent basis or (e) in violation of any laws. This principle applies to our transactions everywhere in the world, even where the practice is widely considered an acceptable practice to conduct business. Employees, directors and officers should not accept gifts or entertainment that may reasonably be deemed to affect their judgment or actions in the performance of their duties. Our partners, customers, contributors, consumers and the public at large should know that our employees' judgment is not for sale.

Under some statutes, such as the U.S. Foreign Corrupt Practices Act (further described in Section 3), giving anything of value to a government official to obtain or retain business or favorable treatment is a criminal act subject to prosecution and conviction. Discuss with your supervisor or the Law Department any proposed entertainment or gifts if you are uncertain about their appropriateness.

For further guidance on appropriate gift giving, business hospitality, and entertainment, please see Module 5 of the Celldex Healthcare Compliance Manual on Meals, Gifts, and Entertainment.

Political Activity and Lobbying

Celldex employees are encouraged to individually participate in the political process. However, political participation must happen on your own time and at your own expense. Celldex will not reimburse employees for political contributions and it is never appropriate to use Celldex resources in support of any political party, candidate, or activity. It is also never appropriate for an individual in a managerial position to solicit donations from someone in a subordinate role. You may not lobby, give gifts, or otherwise try to influence the actions of government officials regarding legislation or other policy decisions on matters relating to Celldex business unless the action is approved by the Compliance Officer or the Law Department.

For further guidance on appropriate political activity and lobbying, please see Module 11 of the Celldex Healthcare Compliance Manual on Doing Business with the Government.

Environmental Compliance

Federal law imposes criminal liability on any person or company that contaminates the environment with any hazardous substance that could cause injury to the community or environment. Violation of environmental laws can involve monetary fines and imprisonment. We expect employees to comply with all applicable environmental laws.

Conflicts of Interest

Celldex recognizes and respects the right of its directors, officers and employees to engage in outside activities which they may deem proper and desirable, provided that these activities do not impair or interfere with the performance of their duties to Celldex or their ability to act in Celldex's best interests. In most, if not all, cases this will mean that our directors, officers and employees must avoid situations that present a potential or actual conflict between their personal interests and Celldex's interests.

A "conflict of interest" occurs when a director's, officer's or employee's personal interest interferes, or even appears to interfere, with Celldex's interests. Conflicts of interest may arise in many situations. For example, conflicts of interest can arise when a director, officer or employee takes an action or has an outside interest, responsibility or obligation that may make it difficult for him or her to perform the responsibilities of his or her position objectively and/or effectively in Celldex's best interests. Conflicts of interest may also occur when a director, officer or employee or his or her immediate family member receives some personal benefit (whether improper or not) as a result of the director's, officer's or employee's position with Celldex. Each individual's situation is different and in evaluating his or her own situation, a director, officer or employee will have to consider many factors. Loans by Celldex to, or guarantees by Celldex of obligations of, directors, officers, employees or their family members¹ are of special concern and could constitute improper personal benefits to the recipients of such loans or guarantees, depending on the facts and circumstances. Loans by Celldex to, or guarantees by Celldex of obligations of, any director, officer, employee, or their family members are expressly prohibited.

Any transaction or relationship that reasonably could be expected to give rise to a conflict of interest should be reported promptly to the Compliance Officer. The Compliance Officer may notify the Board of Directors or a committee thereof as he or she deems appropriate.

Directors and executive officers must seek determinations and prior authorizations or approvals of potential conflicts of interest exclusively from Celldex's Audit Committee.

Corporate Opportunities

Employees, officers and directors owe a duty to Celldex to advance its legitimate business interests when the opportunity to do so arises. Each employee, officer and director is prohibited from:

¹ A "family member" means spouse, child, parent, sibling, aunt, uncle, niece, nephew, or first cousin (including any such relationships formed by marriage). The term "family member" also includes any other relatives with whom the director, officer, or employee resides.

- diverting to himself or herself or to others any opportunities that are discovered through the use of Celldex's property or information or as a result of his or her position with Celldex unless such opportunity has first been presented to, and rejected by, Celldex,
- using Celldex's property or information or his or her position for improper personal gain, or
- competing with Celldex.

Fair Dealing

Competing vigorously, yet lawfully, with competitors and establishing advantageous, but fair, business relationships with customers and suppliers is a part of the foundation for long-term success. However, unlawful and unethical conduct, which may lead to short-term gains, may damage a company's reputation and long-term business prospects. Accordingly, it is Celldex's policy that directors, officers and employees must endeavor to deal ethically and lawfully with Celldex's customers, suppliers, competitors and employees in all business dealings on Celldex's behalf. No director, officer or employee may take unfair advantage of another person in business dealings on Celldex's behalf through the abuse of privileged or confidential information or through improper manipulation, concealment or misrepresentation of material facts.

Protection and Proper Use of Celldex's Assets

Loss, theft and misuse of Celldex's assets has a direct impact on Celldex's business and its profitability. Employees, officers and directors are expected to protect Celldex's assets that are entrusted to them and to protect Celldex's assets in general. Employees, officers and directors are also expected to take steps to ensure that Celldex's assets are used only for legitimate business purposes. Any suspected incident of fraud or theft should be reported for investigation immediately.

The obligation to protect company assets includes Celldex's proprietary information. Proprietary information includes, but is not limited to, intellectual property such as trade secrets, patents, trademarks, and copyrights, as well as business and marketing plans, engineering and manufacturing ideas, designs, databases, records and any nonpublic financial data or reports. Unauthorized use or distribution of this information is prohibited and could also be illegal and result in civil or criminal penalties.

Confidentiality

Confidential information generated and gathered in Celldex's business plays a vital role in Celldex's business, prospects and ability to compete. "Confidential information" includes all non-public information that might be of use to competitors or harmful to Celldex or its customers if disclosed. Directors, officers and employees may not disclose or distribute Celldex's confidential information, except when disclosure is authorized by Celldex or required by applicable law, rule or regulation or pursuant to an applicable legal proceeding. Directors, officers and employees shall use confidential information solely for legitimate company purposes. Directors, officers and

employees must return all of Celldex's confidential and/or proprietary information in their possession to Celldex when they cease to be employed by or to otherwise serve Celldex.

Accuracy of Records

The integrity, reliability and accuracy in all material respects of Celldex's books, records and financial statements is fundamental to Celldex's continued and future business success. No director, officer or employee may cause Celldex to enter into a transaction with the intent to document or record it in a deceptive or unlawful manner. In addition, no director, officer or employee may create any false or artificial documentation or book entry for any transaction entered into by Celldex. Similarly, officers and employees who have responsibility for accounting and financial reporting matters have a responsibility to accurately record all funds, assets and transactions on Celldex's books and records. If you are aware of any inaccurate information, entry or account on the company's books and records, you must report it immediately to your manager, to the Chief Financial Officer or the anonymous Employee Hotline.

Quality of Public Disclosures

Celldex is committed to providing its shareholders with complete and accurate information about its financial condition and results of operations as required by the securities laws of the United States. It is Celldex's policy that the reports and documents it files with or submits to the SEC, and its earnings releases and similar public communications made by Celldex, include full, fair, accurate, timely and understandable disclosure. Officers and employees who are responsible for these filings and disclosures, including Celldex's executive, financial and accounting officers, must use reasonable judgment and perform their responsibilities honestly, ethically and objectively in order to ensure that this disclosure policy is fulfilled. Celldex's senior management are primarily responsible for monitoring Celldex's public disclosure.

Compliance Procedures

Reporting Concerns

Communication Channels

Be Proactive. Every officer, director and employee is encouraged to proactively ask questions seek guidance about compliance with the Code and other policies and procedures of Celldex.

Seek Guidance. Persons should seek guidance from their supervisor, the Law Department, or the Compliance Officer about compliance with this Code. The best starting point for an officer or employee seeking advice on ethics-related issues or reporting potential violations of the Code will usually be his or her supervisor. However, if the conduct in question involves his or her supervisor, if the employee has reported the conduct in question to his or her supervisor and does not believe that he or she has dealt with it properly, or if the officer or employee does not feel that he or she can discuss the matter with his or her supervisor, the employee may raise the matter with the Compliance Officer or the Law Department.

Reporting Accounting and Similar Concerns. Officers, directors and employees must report suspected violations of the Code and other policies and procedures of Celldex, as well as any violation or suspected violation of applicable law, rule or regulation arising in the conduct of the Celldex's business or occurring on Celldex's property. **If any officer, director or employee believes that actions have taken place, may be taking place, or may be about to take place that violate or would violate the Code, he or she is obligated to bring the matter to the attention of Celldex either by contacting a supervisor, the Compliance Officer, the Law Department, or the Audit Committee.**

Officers or employees may communicate with the Compliance Officer by any of the following methods:

- in writing (which may be done anonymously as set forth below under "Reporting; Anonymity; Retaliation"), addressed to the Compliance Officer, by U.S. mail to Celldex Therapeutics, Inc., c/o Compliance Officer, Perryville III Building, 53 Frontage Road, Suite 220, Hampton, NJ 08827;
- by phoning the governance hotline (the "Corporate Governance Hotline") which we have established for receipt of questions and reports of potential violations of the Code. The Corporate Governance Hotline may be reached at (XXX) XXX-XXXX and calls may be made anonymously as set forth below under "Reporting; Anonymity; Retaliation"; and
- by email, addressed to smartin@celldex.com

Officers and employees may communicate with the Audit Committee or its designee by any of the following methods:

- in writing with the envelope marked CONFIDENTIAL to:
Chairman of the Audit Committee
c/o Celldex Therapeutics, Inc.
Perryville III Building, 53 Frontage Road, Suite 220
Hampton, NJ 08827; or
- by using the Corporate Governance Hotline

Misuse of Reporting Channels. Employees must not use these reporting channels in bad faith or in a false or frivolous manner. Further, employees should not use the Governance Hotline to report grievances that do not involve the Code or other ethics-related issues.

Reporting; Anonymity; Retaliation

When reporting suspected violations of the Code, Celldex prefers that officers and employees identify themselves in order to facilitate Celldex's ability to take appropriate steps to address the report, including conducting any appropriate investigation. However, Celldex also recognizes that some people may feel more comfortable reporting a suspected violation anonymously.

If an officer or employee wishes to remain anonymous, he or she may do so and Celldex will use reasonable efforts to protect the confidentiality of the reporting person subject to applicable law, rule or regulation or to any applicable legal proceedings. In the event the report is made anonymously, however, Celldex may not have sufficient information to look into or otherwise investigate or evaluate the allegations. Accordingly, persons who make reports anonymously should provide as much detail as is reasonably necessary to permit Celldex to evaluate the matter(s) set forth in the anonymous report and, if appropriate, commence and conduct an appropriate investigation.

No Retaliation

Celldex expressly forbids any retaliation against any officer or employee who, acting in good faith, reports suspected misconduct. Any person who participates in any such retaliation is subject to disciplinary action, including termination.

Enforcement and Disciplinary Action

If, after investigating a report of an alleged prohibited action by a director or executive officer, the Audit Committee determines that a violation of this Code has occurred, the Audit Committee will report such determination to the Board of Directors.

Upon receipt of a determination that there has been a violation of this Code, the Board of Directors will take such preventative or disciplinary action as it deems appropriate. Disciplinary measures for violations of the Code may include, but are not limited to, counseling, oral or written reprimands, warnings, probation or suspension with or without pay, demotions, reductions in salary, termination of employment or service and restitution, and, in the event of criminal conduct or other serious violations of the law, notification of appropriate governmental authorities.

Celldex's management shall periodically report to the Board of Directors or a committee thereof on compliance matters related to this Code, including, without limitation, periodic reporting of alleged violations of the Code and the actions taken with respect to any such violation.

Waivers and Amendments

No waiver of any provisions of the Code for the benefit of a director or an executive officer (which includes without limitation, for purposes of this Code, Celldex's principal executive, financial and accounting officers) shall be effective unless (i) approved by the Board of Directors, the Audit Committee or, if permitted, another committee thereof, and (ii) such waiver is promptly disclosed to Celldex's shareholders in accordance with applicable United States securities laws and the rules and regulations of the exchange or system on which Celldex's shares are traded or quoted, as the case may be.

Any waivers of the Code for other employees may be made by the Board of Directors, the Audit Committee or, if permitted, another committee thereof.

All amendments to the Code must be approved by the Board of Directors or a committee thereof and, if applicable, must be promptly disclosed to Celldex's shareholders in accordance with applicable United States securities laws and/or the rules and regulations of the exchange or system on which Celldex's shares are traded or quoted, as the case may be.