

**Celldex Therapeutics, Inc.**  
**Code of Business Conduct and Ethics**

**Introduction**

***Purpose and Scope***

The Board of Directors of Celldex Therapeutics, Inc. (together with its subsidiaries, (“Celldex”) established this Code of Business Conduct and Ethics 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.

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.

Celldex expects its directors, officers and employees to exercise reasonable 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 Compliance Officer under this Code.

***Contents of this Code***

This Code has two sections which follow this Introduction. The first 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 second 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.

***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.

## **Standards of Conduct**

### ***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 the Company 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 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.

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.

### ***Compliance with Laws, Rules and Regulations***

Celldex seeks to conduct its business in compliance with both the letter and the spirit of 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 instruct others to do so.

### ***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.

### ***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:

- 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 the Company.

### ***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 the Company 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.

### ***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 should 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.

### ***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.

## ***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 Securities and Exchange Commission, and its earnings releases and similar public communications made by Celldex, include fair, 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**

### ***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 or by accessing the company's website at [www.celldextherapeutics.com](http://www.celldextherapeutics.com).

### ***Monitoring Compliance and Disciplinary Action***

Celldex's management, under the supervision of its Board of Directors or a committee thereof or, in the case of accounting, internal accounting controls or auditing matters, the Audit Committee, shall take reasonable steps from time to time to (i) monitor and audit compliance with the Code, including the establishment of monitoring and auditing systems that are reasonably designed to investigate and detect conduct in violation of the Code, and (ii) when appropriate, impose and enforce appropriate disciplinary measures for violations of the Code.

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.

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

### ***Reporting Concerns/Receiving Advice***

#### **Communication Channels**

*Be Proactive.* Every employee is encouraged to act proactively by asking questions, seeking guidance and reporting 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 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.**

*Seeking Guidance.* 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.

*Communication Alternatives.* Any officer or employee 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, 119 Fourth Avenue, Needham, MA 02494;
- 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 (866) 528-2617 and calls may be made anonymously as set forth below under "Reporting; Anonymity; Retaliation".

*Reporting Accounting and Similar Concerns.* Any concerns or questions regarding potential violations of the Code, any other company policy or procedure or applicable law, rules or regulations involving accounting, internal accounting controls or auditing matters should be directed to the Audit Committee or a designee of the Audit Committee. Officers and employees may communicate with the Audit Committee or its designee:

- in writing with the envelope marked CONFIDENTIAL to:  
Chairman of the Audit Committee  
c/o Celldex Therapeutics, Inc.  
119 Fourth Avenue  
Needham, MA 02494
- by using the confidential and anonymous Corporate Governance Hotline to leave a message by any one of two methods:
  - Secure Web Form: <https://www.openboard.info/CLDX>
  - Voicemail: (866) 528-2617

Officers and employees may use the above methods to communicate anonymously with the Audit Committee.

*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.

### ***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 or, if permitted, a committee thereof, and (ii) if applicable, such waiver is 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 the Company'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 or, if permitted, a 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 the Company's shares are traded or quoted, as the case may be.