



CELLDEX POLICY AGAINST UNLAWFUL DISCRIMINATION AND HARASSMENT

A. Equal Employment Opportunity

The Company is committed to providing equal opportunity to all employees without regard to race, color, religion, sex (including gender, pregnancy, sexual orientation, gender identity and gender expression), national origin, disability, age, genetic information, ethnicity, citizenship status, participation in uniformed military services of the United States, or any other class or status protected by federal, state, or local law (collectively, “Protected Characteristics”). It is the obligation of every employee to adhere to the spirit as well as the letter of this policy. This policy applies to all terms and conditions of employment including, without limitation, hiring, placement, promotion, termination, lay-off, recall, transfer, leaves of absence, compensation and training.

B. Prohibition Against Sexual and Other Unlawful Harassment

The Company is committed to maintaining a workplace free from sexual and other unlawful harassment. Sexual and other unlawful harassment can be a form of workplace discrimination. The Company does not tolerate unlawful harassment based upon Protected Characteristics and all employees are required to work in a manner compliant with this policy. This policy applies to all employees, applicants for employment, interns, whether paid or unpaid, contractors and persons conducting business with the Company. In the remainder of this policy, the term “employees” refers to this collective group. This policy applies to all work-related settings and activities, whether inside or outside the workplace, and includes business trips and business-related social events. Company property (telephones, copy machines, facsimile machines, computers, and computer applications such as e-mail and Internet access) may not be used to engage in conduct which violates this policy. Calls, texts, emails, and social media usage by employees may constitute unlawful workplace harassment, even if they occur away from the workplace premises, on personal devices or during non-work hours.

1. What is Sexual Harassment

The Company's policy against sexual harassment prohibits sexual advances or requests for sexual favors or other physical or verbal conduct of sexual nature, when: (1) submission to such conduct is made an express or implicit condition of employment; (2) submission to or rejection of such conduct is used as a basis for employment decision affecting the individual who submits to or rejects such conduct; or (3) such conduct has the purpose or effect of unreasonably interfering with an employee's work performance or creating an intimidating, hostile, humiliating, or offensive work environment.

While it is not possible to list all of the circumstances which would constitute sexual harassment, the following are some examples: (1) unwelcome sexual advances - whether they involve physical touching or not; (2) requests for sexual favors in exchange for actual or promised job benefits such as favorable reviews, salary increases, promotions, increased benefits, or continued employment; or (3) coerced sexual acts.

Depending on the circumstances, the following conduct may also constitute sexual harassment:

(1) use of sexual epithets, jokes, written or oral references to sexual conduct, gossip regarding one's sex life; (2) sexually oriented comment on an individual's body, comment about an individual's sexual activity, deficiencies, or prowess; (3) displaying sexually suggestive objects, pictures, cartoons; (4) unwelcome leering, whistling, deliberate brushing against the body in a suggestive manner, sexual gestures, suggestive or insulting comments; (5) inquiries into one's sexual experiences; (6) discussion

of one's sexual activities; or (7) dissemination of sexually explicit voicemail, emails, graphics, downloaded material or websites in the workplace.

2. What is Other Unlawful Harassment

It is also against Company policy to engage in verbal or physical conduct that denigrates or shows hostility or aversion toward an individual because of Protected Characteristics. Such denigrating conduct may constitute prohibited harassment when it: (1) has the purpose or effect of creating an intimidating, hostile, humiliating, or offensive working environment; (2) has the purpose or effect of unreasonably interfering with an individual's work performance; or (3) otherwise adversely affects an individual's employment opportunities.

Depending on the circumstances, the following conduct may constitute discriminatory harassment: (1) epithets, slurs, negative stereotyping, jokes, or threatening, intimidating, or hostile acts that relate to Protected Characteristics; and (2) written or graphic material that denigrates or shows hostility toward an individual or group because of Protected Characteristics and that is circulated in the workplace, or placed anywhere in the Company's premises such as on an employee's desk or workspace or on Company equipment or bulletin boards.

3. Who Can Be the Target of Sexual or Other Unlawful Harassment

Harassment can occur between any individuals, regardless of their sex or gender, and can occur against employees, paid or unpaid interns, and non-employees, including independent contractors, and those employed by companies contracting to provide services in the workplace. Harassers can be a superior, a subordinate, a coworker or anyone in the workplace including an independent contractor, contract worker, vendor, client, customer or visitor.

C. Reporting Discrimination and Harassment

Preventing unlawful discrimination and harassment is everyone's responsibility. The Company cannot prevent or remedy discrimination or harassment unless it knows about it. Any employee, paid or unpaid intern or non-employee who has been subjected to or has witnessed behavior that may constitute unlawful discrimination or harassment is encouraged to report the behavior to their manager and Human Resources. Employees who do not feel comfortable speaking with the Human Resources Department should contact the Company's General Counsel. Although reports of harassment may be made orally or in writing, employees are strongly encouraged to do so in writing.

All supervisors and managers who receive a complaint or information about suspected discrimination or harassment, observe what may be discriminatory or harassing behavior or for any reason suspect that unlawful discrimination or harassment is occurring, **are required** to report such conduct to Human Resources or the Company's General Counsel. Such reports should be made in writing. In addition to being subject to discipline if they engage in discriminatory or harassing conduct themselves, supervisors and managers will be subject to discipline for failing to report suspected discrimination or harassment or otherwise knowingly allowing such conduct to continue.

All complaints or information about discrimination and harassment will be addressed. An investigation of any complaint, information or knowledge of suspected discrimination or harassment will be prompt and thorough, fair, impartial, handled confidentially to the extent possible, and completed as soon as practicable. Employees are required to cooperate as a condition of employment, and will not be retaliated against for having participated in an investigation.

While every situation is different, the Company will generally follow these steps:

- Upon receipt of complaint, the Company's representative will conduct a review of the allegations, and take any interim actions, as appropriate.

- If documents, emails or phone records are relevant to the allegations, take steps to obtain and preserve them.
- Request and review relevant documents, including all electronic communications.
- Interview parties involved, including any relevant witnesses.
- Document the investigation.
- Keep the written documentation and associated documents in a secure and confidential location.
- Promptly notify the individual who reported and the individual(s) about whom the report was made of the final determination and implement corrective action as appropriate.

D. Prohibition Against Retaliation

No person covered by this policy shall be subject to adverse action because the employee reports an incident of unlawful discrimination or harassment, provides information, or otherwise assists in any investigation of a discrimination or harassment complaint. The Company will not tolerate retaliation against anyone who, in good faith reports or provides information about suspected discrimination or harassment. Any Company employee who retaliates against anyone involved in a Company investigation will be subjected to disciplinary action, up to and including termination. Anyone who believes they have been subject to retaliation should inform Human Resources or the Company's General Counsel.

E. Legal Protections and External Remedies

Sexual harassment is not only prohibited by the Company but is also prohibited by state, federal, and, where applicable, local law. Aside from the internal process at the Company, employees may also choose to seek counsel from or pursue legal remedies with the following governmental entities:

United States Equal Employment Opportunity Commission (EEOC)

The EEOC enforces federal anti-discrimination laws, including Title VII of the 1964 federal Civil Rights Act [codified as 42 U.S.C. § 2000e et seq. Contact the EEOC by calling 1-800-669-4000 (1-800-669-6820 (TTY)], visiting their website at www.eeoc.gov or via email at info@eeoc.gov.

Massachusetts Commission Against Discrimination

The Massachusetts Commission Against Discrimination ("MCAD") is the independent state agency that enforces the Massachusetts anti-discrimination laws by investigating Discrimination Complaints. For information how to contact or file a complaint with the MCAD, go to <https://www.mass.gov/orgs/massachusetts-commission-against-discrimination> or you can visit there office at 1 Ashburton Place, Suite 601, Boston, Massachusetts or call (617) 994-6000.

New Jersey Division on Civil Rights

The New Jersey Division on Civil Rights (NJDCR) is the independent state agency that enforces the New Jersey anti-discrimination laws by investigating Discrimination Complaints. For information how to contact or file a complaint with the NJDCR, go to [File a Civil Rights Complaint with DCR - New Jersey Office of Attorney General \(njoag.gov\)](http://www.njdcrcr.com) or you can call 1.833.NJDCR4U

Connecticut Commission on Human Rights & Opportunities

The Connecticut Commission on Human Rights & Opportunities is the independent state agency that enforces the Connecticut anti-discrimination laws by investigating Discrimination Complaints. For information how to contact or file a complaint with the CTCHRO, go to [//www.ct.gov/CHRO](http://www.ct.gov/CHRO) or you can call 860-541-3400.



**Acknowledgment of Receipt
of Policy Against Unlawful Discrimination and Harassment**

I _____ (print name), hereby acknowledge that I have received and read a copy of Celldex's "**Policy Against Unlawful Discrimination and Harassment**" pursuant to which discrimination and harassment are prohibited and good faith reports of misconduct will be addressed and may be made without fear of retaliation. Furthermore, I understand that if I have any questions regarding this policy, or wish to file a discrimination or harassment complaint, I may contact Human Resources.

Signature

Date