

Celldex Therapeutics, Inc.

Science & Commercialization Committee Charter

I. General Statement of Purpose

The Science & Commercialization Committee of the Board of Directors (the "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, regulatory and commercial aspects of the Company's businesses. The Committee was previously named the Science and Regulatory Committee of the Board, and this Charter is an amendment and restatement of the previous charter of the Science and Regulatory Committee.

II. Committee Composition

The number of individuals serving on the 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 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 Committee to serve as Chairperson of the Committee.

The Chairperson of the Committee shall preside at meetings of the Committee and shall have the authority to convene meetings, set agendas for meetings, and determine the Committee's information needs, except as otherwise provided by action of the Committee. In the absence of the Chairperson at a duly convened meeting, the Committee shall select a temporary substitute from among its members to serve as chair of the meeting.

III. Meetings

The 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 Committee. A majority of the members of the Committee shall constitute a quorum for purposes of holding a meeting and the Committee may act by a vote of a majority of members present at such meeting. In lieu of a meeting, the Committee may act by unanimous written consent.

IV. Committee Activities

The 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 Committee

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

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

- Monitor and review the overall strategy, direction and effectiveness of the Company's research and development.
- Provide oversight and guidance to the Company and its management regarding the commercial aspects of the Company's business.
- Serve as a resource and provide input, as needed, regarding the scientific and regulatory aspects of medical and product safety matters as well as on commercial matters.
- Hold private meetings with the Chief Medical Officer, Chief Scientific Officer, and Chief Commercial Officer, as and when the Committee deems necessary.
- 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 and discuss with management the Company's risk assessment and risk management policies and procedures relating to commercial matters.

V. General

- The Committee may establish and delegate authority to one or more subcommittees consisting of one or more of its members, when the Committee deems it appropriate to do so in order to carry out its responsibilities.

- The Committee shall make regular reports to the Board concerning areas of the Committee's responsibility.
- In carrying out its responsibilities, the 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 Committee may consult.
- The Committee may perform such other functions, and review and make recommendations on such other topics, as may be delegated or requested by the Board from time to time.

ADOPTED: April 19, 2026