

**Celldex Therapeutics, Inc.**  
**Compensation Committee Charter**

**I. General Statement of Purpose**

The Compensation Committee of the Board of Directors (the “Compensation Committee”) of Celldex Therapeutics, Inc. (the “Company”), on behalf of the Board of Directors (the “Board”), discharges the Board’s responsibilities relating to compensation of the Company’s directors and executives, oversees the Company’s overall compensation programs, is responsible for producing an annual report on executive compensation for inclusion in the Company’s proxy statement relating to its annual meeting of stockholders or annual report on Form 10-K, in accordance with applicable rules and regulations, and prepares the annual report of the Compensation Committee required by the rules of the Securities Exchange Commission (the “SEC”). The primary objective of the Compensation Committee is to develop and implement compensation policies and plans that are appropriate for the Company in light of all relevant circumstances and which provide incentives that further the Company’s long-term strategic plan and are consistent with the culture of the Company and the overall goal of enhancing enduring stockholder value.

**II. Compensation Committee Composition**

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

### **III. Meetings**

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

### **IV. Compensation Committee Activities**

The Compensation 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 Compensation Committee**

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

#### **C. Recommendations Regarding Incentive-Compensation Plans and Equity-Based Plans**

- On a periodic basis, review and make such recommendations to the Board as the Compensation Committee deems advisable with regard to all incentive-based compensation plans and equity-based plans.

#### **D. Matters Related to Compensation of the Company's Chief Executive Officer and Other Executive Officers**

- At least annually, review and approve the corporate goals and objectives that may be relevant to the compensation of the Company's Chief Executive Officer (the "CEO").
- At least annually, evaluate the CEO's performance in light of the goals and objectives that were set for the CEO and determine the CEO's base salary and annual incentive opportunities based on such evaluation (including any awards under an equity-based compensation or non-equity based incentive

compensation plan of the Company and any material perquisites). In connection with determining the long-term incentive component of the CEO's compensation, the Compensation Committee should consider the Company's performance and relative stockholder return, the value of similar incentive awards to CEOs at comparable companies and the awards given to the CEO in past years. The CEO may not be present during voting or deliberation concerning his or her compensation.

- At least annually, review and approve the corporate goals and objectives that may be relevant to the compensation of all Executive Officers of the Company other than the CEO; for the purposes hereof the term "Executive Officer" has the meaning defined in Section 16 of the Exchange Act, and Rule 16a-1 promulgated thereunder.
- At least annually, evaluate the Company's performance in light of the corporate goals and objectives that were set by the Committee, and review and approve, or modify, the recommendations made by the CEO with respect to Executive Officers' base salary and annual incentive opportunities (including any awards under an equity-based compensation or non-equity based incentive compensation plan of the Company and any material perquisites) based on such evaluation and on the CEO's evaluation of individual performance of Executive Officers.
- In evaluating and determining compensation for the CEO and the Executive Officers, the Compensation Committee shall consider the results of any applicable stockholder advisory vote on executive compensation ("Say on Pay Vote") required by Section 14A of the Exchange Act.

**E. Matters Related to Compensation of the Company's Directors and Members of Senior Management**

- Annually review and make recommendations to the Board with respect to the compensation of all directors and members of senior management of the Company (other than the CEO and Executive Officers) (including any awards under an equity-based compensation or non-equity based incentive compensation plan of the Company and any material perquisites).

**F. Matters Relating to Compensation of Employees and Consultants**

- Review, approve and recommend to the Board the adoption of any equity-based compensation, or non-equity based incentive compensation plan for employees of or consultants to the Company and any modification of any such plan.

- Administer the Company's equity-based compensation, or non-equity based incentive compensation plan for employees and consultants as provided by the terms of such plans, including authorizing all awards made pursuant to such plans, and monitor compliance by management with such rules, policies and guidelines for the issuance of awards pursuant to such plans as the Compensation Committee or the Board may establish.

**G. Matters Relating to Retention and Termination of Compensation Consulting Firm or Other Outside Advisors**

- In its sole discretion, retain or obtain the advice of a compensation consultant, independent legal counsel or other adviser ("Adviser"), and be directly responsible for the appointment, compensation and oversight of the work of any Adviser so retained, only after taking into consideration all factors relevant to that person's independence from management, including the following: (i) the provision of other services to the Company by the person who employs the Adviser; (ii) the amount of fees received from the Company by the person who employs the Adviser, as a percentage of the total revenue of the person who employs the Adviser; (iii) the policies and procedures of the person who employs the Adviser that are designed to prevent conflicts of interest; (iv) any business or personal relationship of the Adviser with a member of the Compensation Committee; (v) any stock of the Company owned by the Adviser; and (vi) any business or personal relationship of the Adviser or the person employing the Adviser with an Executive Officer of the Company.

The Compensation Committee shall conduct the required independence review not less than annually. Nothing in this Charter shall be construed: (i) to require the Compensation Committee to implement or act consistently with the advice or recommendations of the compensation consultant, legal counsel or other adviser to the Compensation Committee; or (ii) to affect the ability or obligation of the Compensation Committee to exercise its own judgment in fulfillment of the duties of the Compensation Committee. The Compensation Committee is required to conduct the independence assessment outlined in this Charter with respect to any compensation consultant, legal counsel or other adviser that provides advice to the Compensation Committee, other than in-house legal counsel. However, nothing in this Charter requires a compensation consultant, legal counsel or other compensation adviser to be independent, only that the Compensation Committee consider the enumerated independence factors before selecting, or receiving advice from, a compensation adviser. The Compensation Committee may select, or receive advice from, any compensation adviser the Compensation Committee prefers, including ones that are not independent, after considering the six independence factors outlined above.

## **H. Annual Report on Executive Compensation and Compensation Committee Report**

- Review and discuss the Compensation Discussion and Analysis (the “CD&A”) required to be included in the Company’s proxy statement and annual report on Form 10-K by the rules and regulations of the SEC with management, and, based on such review and discussion, determine whether or not to recommend to the Board that the CD&A be so included.
- Prepare the annual Compensation Committee Report for inclusion in the Company’s proxy statement in compliance with the rules and regulations promulgated by the SEC.

## **I. Matters Relating to Risk Management Assessment**

- At least annually, review from a risk management perspective the Company’s compensation policies and practices for executives, management employees and employees generally, including the incentives established for risk-taking, the manner in which any risks arising out of the Company’s compensation policies and practices are monitored and mitigated and any adjustments necessary to address changes in the Company’s risk profile.

## **J. Matters Relating to the Frequency of the Say on Pay Vote**

- When applicable, review and make a recommendation to the Board for approval the frequency with which the Company will conduct Say on Pay Votes, taking into account the results of the most recent stockholder advisory vote on frequency of Say on Pay Votes required by Section 14A of the Exchange Act, and review and approve the proposals regarding the Say on Pay Vote and the frequency of the Say on Pay Vote to be included in the Company's proxy statement.

## **VI. General**

- The Compensation Committee may establish and delegate authority to one or more subcommittees consisting of one or more of its members, when the Compensation Committee deems it appropriate to do so in order to carry out its responsibilities.
- The Compensation Committee shall make regular reports to the Board concerning areas of the Compensation Committee’s responsibility.
- In carrying out its responsibilities, the Compensation 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 Compensation Committee may consult. The Compensation Committee shall have the authority to request that any officer or employee of the Company, the Company's outside legal counsel, the Company's independent auditor or any other professional retained by the Company to render advice to the Company attend a meeting of the Compensation Committee or meet with any members of or advisors to the Compensation Committee. The Compensation Committee shall also have the authority to engage legal, accounting or other advisors to provide it with advice and information in connection with carrying out its responsibilities and shall have sole authority to approve any such advisor's fees and other retention terms.

- The Compensation Committee may perform such other functions as may be requested by the Board from time to time.

ADOPTED: March 11, 2004

Revised: December 17, 2007

Revised: July 1, 2013