

**IMMUNOGEN, INC.  
SENIOR OFFICER AND FINANCIAL  
PERSONNEL CODE OF ETHICS**

**SPECIAL OBLIGATIONS FOR SENIOR OFFICERS AND EMPLOYEES  
WITH FINANCIAL REPORTING AND RELATED RESPONSIBILITIES**

ImmunoGen, Inc. Code of Corporate Conduct applies to all directors, executive officers and employees of the Company, including the Chief Executive Officer, the Chief Financial Officer and other senior financial officers. In addition to complying with the Code of Conduct provisions about ethical conduct, conflicts of interest and compliance with law, ImmunoGen expects its Chief Executive Officer, Chief Financial Officer, General Counsel and all other employees who assist, directly or indirectly, in the preparation and/or reporting of financial statements, news releases or other public disclosures, to comply with this Senior Officer and Financial Personnel Code of Ethics (the “Code”).

ImmunoGen is required by law to keep books, records and accounts that accurately and fairly reflect all transactions, dispositions of assets and other events that are the subject of specific regulatory record keeping requirements, including generally accepted accounting principles and other applicable rules. As a public company, it is of critical importance that Company filings with all applicable securities regulatory agencies, including the U.S. Securities and Exchange Commission, and other regulatory and self-regulatory bodies such as stock exchanges be accurate, complete and timely. Depending upon their position with ImmunoGen, certain employees may be called upon to provide information to represent that the Company’s accounts, public reports and other communications are accurate, complete, fair, understandable and timely. ImmunoGen expects all employees involved in the financial reporting and disclosure process to take this responsibility very seriously and to provide prompt and accurate answers to inquiries related to ImmunoGen’s financial statements and public disclosure requirements.

ImmunoGen expects its Chief Executive Officer, Chief Financial Officer, General Counsel and all other employees who assist, directly or indirectly, in the preparation and/or reporting of financial statements to comply with this Code both to meet their professional responsibilities and to promote a culture throughout the Company that ensures the accurate, complete, fair and timely reporting of ImmunoGen’s financial results and condition.

Because of these responsibilities, ImmunoGen’s Chief Executive Officer, Chief Financial Officer, General Counsel other members of ImmunoGen’s senior management group, and personnel within ImmunoGen’s accounting and finance department are bound by this Code. Accordingly, each such person agrees that he or she will:

- Act with honesty and integrity, avoiding any actual conflicts of interest, or the appearance thereof, with the interests of ImmunoGen in all personal and

professional relationships, consistent with the Company's Code of Corporate Conduct.

- Provide information that is accurate, complete, objective, relevant, timely and understandable to ensure fair, accurate, complete, timely, and understandable disclosure in all reports and documents that ImmunoGen files with, or submits to, government and regulatory agencies and in all of ImmunoGen's other public communications.
- Comply with all rules and regulations of federal, state and local governments and applicable public and private regulatory agencies or bodies and act as appropriate based upon one's position with the Company to represent that ImmunoGen complies with all such rules and regulations.
- Act in good faith, responsibly, with due care, competence and diligence, without misrepresenting any material fact(s) relating to ImmunoGen or allowing one's independent judgment to be subordinated or compromised.
- Respect the confidentiality of information acquired in the course of one's work, duties and responsibilities with the Company, except when authorized or otherwise legally obligated to disclose such information. Confidential information acquired in the course of one's work, duties and responsibilities will not be used for personal advantage.
- Share knowledge and maintain skills important and relevant to the needs of one's work, duties and responsibilities to one's fellow employees, collaborators, shareholders, and the Company.
- Proactively promote the highest principles of honesty and integrity and be an example of ethical behavior as a responsible employee within one's work environment and among one's peers in the work environment as well as in the community in which one works and lives.
- Protect the Company's assets and resources and help achieve the responsible use and control of all Company assets and resources employed or entrusted in relation to one's work, duties and responsibilities, and ensure that all Company assets and resources are used only for legitimate business purposes.
- Promptly report to ImmunoGen's Audit Committee Chairman or General Counsel any conduct that one believes to be a violation of any applicable law, regulation or standards of business ethics or conduct or any provision of the Company's Code of Corporate Conduct, including any transaction or relationship that reasonably could be expected to give rise to a conflict of interest.
- Promptly report to ImmunoGen's Audit Committee Chairman any (i) significant deficiencies in the design or operation of internal controls which adversely affect

ImmunoGen's ability to record, process, summarize and report data or (ii) any fraud, whether or not material, that involves management or other employees who have a significant role in ImmunoGen's financial reporting, disclosures or internal controls.

- Comply with ImmunoGen's Disclosure Policy to ensure that all of the information required to be disclosed by the Company in the reports that it files or submits under the Securities Exchange Act is recorded, processed, summarized and reported within the time periods specified by the Securities and Exchange Commission's rules and forms.

Violations of this Code, including failure to report potential violations by others, will be viewed as a severe disciplinary matter that may result in personnel action, including termination of employment. If you believe that a violation of this Code has occurred, please contact the Human Resources Department, the General Counsel, the Chief Financial Officer, the Chief Executive Officer or any member of ImmunoGen's Audit Committee. Any violation or suspected violation can also be confidentially reported through a service contracted by the Company for this purpose at [www.ethicspoint.com](http://www.ethicspoint.com) or 1-866-293-2597. It is against ImmunoGen's policy and the law to retaliate against any employee for good faith reporting of violations of this Code.