

Company No 3594250

THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

ORDINARY RESOLUTION

- of -

CELDEX THERAPEUTICS LIMITED

Passed the 7th day of December 2006

At an **ANNUAL GENERAL MEETING** of the above-named Company duly convened and held at Celldex Therapeutics Inc, 222 Cameron Drive, Suite 400, Phillipsburg, NJ 08865 on 7 December 2006 the following Resolution was duly passed as an Ordinary Resolution of the Company, as specified below:

ORDINARY RESOLUTION

THAT for the purposes of section 80 of the Companies Act 1985 the Directors be and they are hereby generally and unconditionally authorised to allot relevant securities (as defined by that Section) up to a maximum nominal value of £410, being the authorised but as yet unissued share capital of the Company provided that this authority shall expire five years after the passing of this Resolution unless previously renewed, revoked or varied in any way.

Anthony Manna
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Secretary / Director

