

MEDAREX, INC.
POLICY ON SHAREHOLDER COMMUNICATIONS
WITH THE BOARD OF DIRECTORS
(Approved as amended October 25, 2007)

The Nominating and Corporate Governance Committee (the “**Committee**”) of Medarex, Inc. (“**Medarex**”) believes that establishing procedures for handling communications from shareholders and other interested parties is an important and valuable part of Medarex’s corporate governance procedures. This “Policy on Shareholder Communications with the Board of Directors” shall govern the procedures for handling communications received from shareholders and other parties interested in communicating directly with members of Medarex’s Board of Directors (the “**Board**”).

Shareholders and other interested parties may communicate with members of the Board by either (1) sending an e-mail to boardofdirectors@medarex.com or (2) sending written correspondence to: Medarex Board of Directors, c/o Office of the General Counsel, Medarex, Inc., 707 State Road, Princeton, New Jersey 08540. The communication may be submitted confidentially or anonymously, but the e-mail or mailing envelope must contain a clear notation indicating that the communication is a “Shareholder/Board Communication”. Parties sending such communications are encouraged to identify themselves, so that a response may be provided, if appropriate. In addition, the communication must clearly identify whether or not the author is a shareholder of Medarex, and must clearly state whether the intended recipients are all of the members of the Board or just certain specified individual Board members (“**Directors**”).

The General Counsel shall review with outside legal counsel for Medarex selected by the Chair of the Board (the “**Outside Counsel**”) all such correspondence and shall regularly forward to the Chair of the Board, or if the Chair is an employee director, then the Lead Independent Director, a summary of such correspondence, as well as copies of all such correspondence that, in the opinion of the General Counsel or the Outside Counsel, requires the attention of the Board and/or any individual Director.

The General Counsel shall maintain a log of all such correspondence and any Director may, at any time, review the log and request a copy of any such correspondence that was addressed to the Board or to such Director.

The Chair of the Board, or if the Chair is an employee director, then the Lead Independent Director, shall review the summary and may request copies of any correspondence the Chair, or if the Chair is an employee director, then the Lead Independent Director, believes may require Board attention or the attention of individual Director(s) and shall bring such matters to the attention of the Board or individual Director(s) at the Board’s next regularly scheduled meeting or, if, in the opinion of the Chair of the Board, or if the Chair is an employee director, then the Lead Independent Director, the matter requires the immediate attention of the Board or individual Director(s), the Chair of the Board, or if the Chair is an employee director, then the Lead Independent Director, may call a special meeting of the Board or communicate directly with such Director(s) to review such matter.

Any communication concerning accounting, internal control over financial reporting or auditing matters shall be forwarded to the Chair of the Audit Committee of the Board and shall be handled in accordance with applicable Medarex procedures with respect to such matters. The General Counsel, after consultation with the Outside Counsel, shall have the authority to discard, disregard or take other appropriate actions with respect to any communication that is unduly hostile, threatening, illegal, or that does not reasonably relate to Medarex or its business or that is similarly inappropriate.

In the event any communication from a shareholder or other interested party that is addressed to or that relates to the Board or any Director is received by any Director, officer or employee of Medarex, such communication shall be forwarded immediately to Medarex's General Counsel and shall be handled in accordance with the procedures set forth in this policy.

Medarex shall disclose this policy in its proxy materials publicly filed with the Securities and Exchange Commission or on Medarex's website, or both.

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