

Y-mAbs Therapeutics, Inc. - Whistleblower Policy

General Statement of Purpose

Y-mAbs Therapeutics, Inc. and its subsidiaries (collectively the "Company") is committed to fostering a workplace conducive to open communication regarding the Company's business practices and to protecting employees from unlawful retaliation and discrimination for their having properly disclosed or reported potentially illegal or unethical conduct. In an effort to further this commitment, this Whistleblower Policy (the "Policy"): (i) establishes guidance for the receipt, retention, and treatment of verbal or written reports received by the Company regarding accounting, internal controls, auditing matters, disclosure, fraud and unethical business practices, whether submitted by Company employees or third parties ("Reports"); (ii) establishes guidance for providing Company employees a means to make Reports in a confidential and anonymous manner; and (iii) makes clear the Company's intention to discipline, up to and including termination of employment, any person determined to have engaged in retaliatory behavior.

Receipt

This Policy and information regarding problem resolution resources shall be provided to the Company's employees and made generally available through the Company's website.

The Company's Board of Directors (the "Board") has designated (a) the Company's outside legal counsel SatterleeStephens LLP, to administer the Company's Compliance Hotline, or (b) the Chair of the Audit Committee of the Board to be the recipients of all the Reports filed under this Policy, and has designated the Company's Chief financial Officer to coordinate any necessary Company action. Any Report received by SatterleeStephens LLP will be forwarded to the Chair of the Audit Committee. Any Report received by a Company officer, director, or employee from a non-Company source should be immediately forwarded to SatterleeStephens LLP.

Retention

Reports filed under this Policy will be controlled and documented by the company's Chief Financial Officer, who shall maintain all related documentation for six years (subject to erasure of any personal data if no longer necessary). All related documentation shall be maintained in secured files to which only the SatterleeStephens LLP, the Audit Committee members, and counsel shall have full access.

Treatment of Reports

All Reports will be taken seriously and addressed promptly, discreetly and professionally. Reports may be submitted anonymously or the person submitting the Report may request to remain anonymous. In the event a person desires to remain anonymous, that desire will be respected.

Discussions and documentation regarding Reports will be kept in strict confidence to the extent appropriate or permitted by this Policy or applicable law. Should the person submitting the Report identify himself or herself, the recipient of the Report will communicate to the employee the steps to be taken to address the Report and the results of any Company actions initiated. This confidential report process may be used either to submit a new Report, or to address an employee's previous Report, which such employee does not feel was adequately resolved.

Retaliation

Retaliation against any employee that files a Report or voices a concern under this Policy is strictly prohibited. Employees determined to have engaged in retaliatory behavior or who fail to maintain an employee's anonymity if requested may be subject to discipline, which could include termination of employment. Any employee who feels that he or she has been subjected to any behavior that violates this Policy should immediately report such behavior to his or her supervisor, the Chief Financial Officer, SatterleeStephens LLP or the Chair of the Audit Committee. Please note however, that employees who knowingly file misleading or false reports, or without a reasonable belief as to truth or accuracy, will not be protected by this Policy and may be subject to discipline, including termination of employment.

Audit Committee Review of Reports

A summary of reports received under this Policy will be communicated to the Audit Committee on a quarterly basis (or a more frequent basis should conditions warrant more timely action).

Reporting to Government Agencies

Nothing in Company's confidentiality obligations prohibits you from reporting possible violations of any law or regulation to any governmental agency or entity, including to the U.S. Department of Justice, the Securities and Exchange Commission, the Congress, and any agency Inspector General, or making other reports under the whistleblower provisions of any law or regulation. You do not need the prior authorization of the Company to make any such reports and you are not required to notify the Company that you have made such reports.

Federal Defend Trade Secrets Act Notice

18 U.S.C. § 1833(b) states: "An individual shall not be held criminally or civilly liable under any Federal or State trade secret law for the disclosure of a trade secret that (A) is made (i) in confidence to a Federal, State, or local government official, either directly or indirectly, or to an attorney, and (ii) solely for the purpose of reporting or investigating a suspected violation of law; or (B) is made in a complaint or other document filed in a lawsuit or other proceeding, if such filing is made under seal. An individual who files a lawsuit for retaliation by an employer for reporting a suspected violation of law may disclose the trade secret to an attorney of the individual

and use the trade secret information in the court proceeding, if the individual (A) files any document containing the trade secret under seal; and (B) does not disclose the trade secret, except pursuant to court order.”

Procedure for Filing a Confidential Report

If you would like to file a confidential report under the terms of this Policy, please contact SatterleeStephens LLP, att.: Dwight A. Kinsey, 230 Park Avenue New York, NY 10169, Tel: 212-404-8727 (Direct), Tel: 212-818-9200 (General), Tel: 917-620-3675 (Cell) Fax: 212-818-9606, or at: dkinsey@ssbb.com.

Privacy Notice

Any personal data that you provide (such as data about you or any alleged wrongdoer) will be used by the Company to investigate and if required sanction any violations of applicable laws and regulations, ethical standards or internal rules. We rely on the following authority to process personal data: processing is necessary for the purposes of the legitimate interests pursued by us or by a third party. The legitimate interests that we pursue in connection with processing of your data are Company compliance with rules and regulations and ethical standards and prevention of fraud. We only collect the personal that you voluntarily provide. Please note that you may at all times choose to remain anonymous when filing a Report. We may share personal data that you provide with external counsel, public authorities and group entities (i.e. between Y-mAbs Therapeutics, Inc., US and Y-mAbs Therapeutics A/S). If you provide information to us in Europe, your personal data may be transferred to countries outside the European Economic Area (EEA), that are not deemed to provide an adequate level of protection of personal data compared to the General Data Protection Regulation. Instead, we have provided appropriate safeguards through the use of EU - US transfer standard contractual clauses. You may obtain a copy of the EU standard contractual clauses by contacting us on info@ymabs.com. We store personal data that you provide no longer than necessary to achieve the objectives for which the data is collected/close of the investigation. Hereinafter the data will be properly deleted from our systems. You have a number of rights concerning our processing of your personal data including (but not limited to) the following (i) You have the right to request access to and rectification or erasure of your personal data (ii) You also have the right to object to the processing of your personal data and have the processing of your personal data restricted (iii) If processing of your personal information is based on your consent, you have the right to withdraw your consent at any time and your withdrawal will not affect the lawfulness of the processing carried out before you withdrew your consent (iv) you have the right to receive your personal information in a structured, commonly used and machine-readable format (data portability) (vi) you may always lodge a complaint with a data protection supervisory authority. Y-mAbs Therapeutics, Inc., is the entity responsible for the processing but for the purposes of compliance with GDPR (to the extent it applies to such processing), it is represented by Y-mAbs Therapeutics A/S. You may contact us at info@ymabs.com if you wish to exercise any of your rights or have any questions about how we handle your data.

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Adopted by the Board of Directors on April 24, 2018, subject to the effectiveness of the Company's Registration Statement on Form S-1.