



Whistleblower Policy

Procedures for the Submission of Complaints or Concerns Regarding Financial Statement Disclosure, Accounting, Internal Accounting Controls, Auditing Matters or Violations of CEL-SCI Corporation's Code of Ethics

Section 301 of the Sarbanes-Oxley Act requires the Audit Committee, which is composed of independent directors of the Company to establish procedures for: (a) the receipt, retention, and treatment of complaints received by the Company regarding accounting, internal accounting controls, or auditing matters; and (b) the submission by employees of the Company and others, on a confidential and anonymous basis, of concerns regarding questionable accounting or auditing matters.

The CEL-SCI Whistleblower Policy

1. **Filing a Complaint.** Any employee of the Company may submit on a confidential, anonymous basis if the employee desires, any concerns regarding financial or ethical conduct. Such areas may include the following:
 - Financial statement disclosures
 - Accounting practices
 - Internal accounting controls
 - Auditing matters
 - Violations of the Company's Code of Ethics for Senior Management

Submit in Writing. All such concerns should be in writing and forwarded in a sealed envelope to the chairman of the Audit Committee. The sealed information may be submitted for forwarding to the Chairman of the Audit Committee via the Company's Compliance Officer or it may be sent directly to the Audit Committee chairman at the address below. Any such envelopes received by the Company's Compliance Officer shall be forwarded promptly and unopened to the Chairman of the Audit Committee.

Discussing the Complaint. If an employee wishes to discuss any matter with the Audit Committee, the employee should indicate this in the submission and include a telephone number at which he or she might be contacted if the Audit Committee deems appropriate.

2. **Company Response.** The Company shall promptly forward to the Audit Committee any complaints that it has received regarding financial statement disclosures, accounting, internal accounting controls or auditing matters.

3. **Investigation.** Following the receipt of any complaints submitted hereunder, the Audit Committee will investigate each matter so reported and take corrective and disciplinary actions, if appropriate, which may include, alone or in combination, a warning or letter of reprimand, demotion, loss of merit increase, bonus or stock options, suspension without pay or termination of employment.

Investigative Assistance. The Audit Committee may enlist employees of the Company and/or outside legal, accounting or other advisors, as appropriate, to conduct any investigation of complaints regarding financial statement disclosures, accounting, internal accounting controls, auditing matters or violations of the Company's Code of Ethics for Senior Financial Officers or Code of Business Conduct.

Confidentiality. In conducting any investigation, the Audit Committee shall use reasonable efforts to protect the confidentiality and anonymity of the complaint.

4. **Retaliation.** The Company does not permit retaliation of any kind against employees for complaints submitted hereunder that are made in good faith.
5. **Reports to the Board.** The Audit Committee shall report to the full Board of Directors at least on a quarterly basis the number and nature of any complaints and the status of determination.
6. **Record Retention.** The Audit Committee shall retain as a part of the records of the Audit Committee any such complaints or concerns for a period of no less than seven (7) years.

To report information under this policy, address all correspondence to:

Dr. Peter Young
Chairman, Audit Committee
208 Hewitt Drive, Suite 103-143
Waco, TX 76712

Complaints may be sent directly to the Audit Committee chairman or delivered to the CEL-SCI Corporation Compliance Officer in a sealed envelope addressed to the Audit Committee Chairman. Complaints will be forwarded unopened to the Audit Committee by the Compliance Officer.

Compliance Officer
Patricia Prichep
CEL-SCI Corporation
8229 Boone Boulevard
Suite 802
Vienna, VA 22182