

CELGENE CORP /DE/
Form DEF 14A
April 30, 2018

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UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549
SCHEDULE 14A

Proxy Statement Pursuant to Section 14(a) of the
Securities Exchange Act of 1934 (Amendment No.)

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

Preliminary Proxy Statement

Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))

Definitive Proxy Statement

Definitive Additional Materials

Soliciting Material Pursuant to Section 240.14a-12

CELGENE CORPORATION

(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

No fee required.

Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.

(1)

Title of each class of securities to which transaction applies:

(2)

Aggregate number of securities to which transaction applies:

(3)

Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):

(4)

Proposed maximum aggregate value of transaction:

(5)

Total fee paid:

Fee paid previously with preliminary materials.

Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

(1)

Amount Previously Paid:

(2)

Form, Schedule or Registration Statement No.:

(3)

Filing Party:

(4)

Date Filed:

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CELGENE CORPORATION
86 Morris Avenue
Summit, New Jersey 07901

April 30, 2018

Dear Stockholders:

On behalf of the Board of Directors, you are cordially invited to attend the 2018 Annual Meeting of Stockholders of Celgene Corporation. The Annual Meeting will be held on Wednesday, June 13, 2018, at 1:00 p.m. Eastern Time at the offices of Celgene Corporation, 86 Morris Avenue, Summit, New Jersey 07901. The formal Notice of Annual Meeting is set forth in the enclosed material.

The matters expected to be acted upon at the Annual Meeting are described in the attached Proxy Statement. During the Annual Meeting, stockholders will have the opportunity to ask questions and comment on our business operations. We are pleased to once again offer our proxy materials over the internet. We are mailing to our stockholders a Notice of Internet Availability of Proxy Materials instead of a paper copy of the Notice of Annual Meeting, proxy statement and proxy card. The Notice of Internet Availability contains instructions on how to access those documents over the Internet and how each of our stockholders can receive a paper copy of our proxy materials, if desired. By furnishing proxy materials over the Internet, we are lowering the costs and reducing the environmental impact of the Annual Meeting.

It is important that your views be represented. If you request a proxy card, please mark, sign and date the proxy card when received and return it promptly in the self-addressed, stamped envelope we will provide. No postage is required if this envelope is mailed in the United States. You also have the option of voting your proxy via the Internet at www.proxyvote.com or by calling toll free via a touch-tone phone at 1-800-690-6903. Proxies submitted by telephone or over the Internet must be received by 11:59 p.m. Eastern Time on June 12, 2018. Although we encourage you to complete and return a proxy prior to the Annual Meeting to ensure that your vote is counted, you can attend the Annual Meeting and cast your vote in person. If you vote by proxy and also attend the Annual Meeting, there is no need to vote again at the Annual Meeting unless you wish to change your vote.

We appreciate your investment in Celgene and urge you to cast your vote as soon as possible.

Sincerely,

Mark J. Alles
Chairman of the Board of Directors and
Chief Executive Officer
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CELGENE CORPORATION
86 Morris Avenue
Summit, New Jersey 07901

NOTICE OF 2018 ANNUAL MEETING OF STOCKHOLDERS

DATE AND
TIME:

Wednesday, June 13, 2018 at 1:00 p.m. Eastern Time

LOCATION:

Celgene Corporation
86 Morris Avenue
Summit, New Jersey 07901

PURPOSES:

1.
to elect twelve directors;
2.
to ratify the appointment of KPMG LLP as our independent registered public accounting firm for the fiscal year ending December 31, 2018;
3.
to hold an advisory vote on our 2017 named executive officer compensation;
4.
to consider a stockholder proposal, if properly presented, described in more detail in the proxy statement;
5.
to consider a stockholder proposal, if properly presented, described in more detail in the proxy statement; and
6.
to transact such other business as may properly come before the Annual Meeting and at any adjournment or postponement thereof.

RECORD
DATE:

April 19, 2018

HOW TO VOTE

YOUR VOTE IS IMPORTANT!

Please vote via one of the methods below as soon as possible to ensure that your vote is counted

BY INTERNET

Visit www.proxyvote.com until June 12, 2018

BY PHONE

Please call 1-800-690-6903 by June 12, 2018

BY MAIL

Sign, date and return your proxy card in the stamped envelope provided

IN PERSON

You can vote in person at the meeting

BY SMART DEVICE

Scan the barcode to the left with any smart device and follow the instructions

By order of the Board of Directors,

DATE OF NOTICE: April 30, 2018

Mark J. Alles
Chairman of the Board of Directors
and Chief Executive Officer

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CELGENE CORPORATION
86 Morris Avenue
Summit, New Jersey 07901

PROXY STATEMENT

General Information

This Proxy Statement is furnished in connection with the solicitation by the Board of Directors of Celgene Corporation, a Delaware corporation (the “Company,” “Celgene,” “we,” “our” or “us”), of proxies to be voted at our 2018 Annual Meeting of Stockholders (the “Annual Meeting” or the “Meeting”) and at any adjournment or postponement of the Meeting. The Annual Meeting will take place on June 13, 2018, beginning at 1:00 p.m., Eastern Time, at our offices, 86 Morris Avenue, Summit, New Jersey 07901. For directions, please contact Investor Relations at (908) 673-9000. We are mailing to holders of our common stock, par value \$0.01 per share (“Common Stock”), on or about April 30, 2018, a Notice of Internet Availability of Proxy Materials instead of a paper copy of the Notice of Annual Meeting, this Proxy Statement, our Annual Report on Form 10-K for fiscal 2017 and accompanying proxy card. The Notice of Internet Availability contains instructions on how to access those documents over the Internet and how each of our stockholders can receive a paper copy of our proxy materials, if desired. When we refer to our fiscal year, we mean the 12-month period ended December 31 of the stated year. Web links and addresses contained in this Proxy Statement are provided for convenience only, and the content on the referenced websites does not constitute a part of this Proxy Statement.

Frequently Asked Questions About the Annual Meeting and Voting

1.

I want to attend the Annual Meeting. What procedures must I follow?

Admission to the Annual Meeting is limited to persons who are stockholders as of the close of business on April 19, 2018 and one immediate family member; one individual designated as a stockholder’s authorized proxy holder; or one representative designated in writing to present a stockholder proposal properly brought before the Annual Meeting. In each case, the individual must have proof of ownership of Celgene Common Stock, as well as a valid government-issued photo identification, to be admitted to the Annual Meeting.

Proof of Ownership

If you plan to attend the Annual Meeting and you hold your shares in your name as a stockholder of record or your shares are held in the name of a broker, bank, or other holder of record, you will need proof of ownership of Celgene Common Stock to be admitted to the Annual Meeting. If your shares are held in the name of a broker, bank or other holder of record, your proof of ownership may be in the form of a bank or brokerage account statement.

A stockholder may appoint a representative to attend the Annual Meeting and/or vote on his/her behalf. Valid proof of appointment of a representative, such as a power of attorney or notarized letter, must be presented along with proof of ownership of Celgene Common Stock from the holder, in order for your representative to be admitted to the Annual Meeting. If you have questions, contact Investor Relations at (908) 673-9000.

Proponent of Stockholder Proposal

The proponents of the stockholder proposals included in this Proxy Statement should notify the Company in writing of any individual authorized to present the proposals at the Annual Meeting on the proponents’ behalf; this notice should be received at least two weeks before the Annual Meeting.

2.

Who is entitled to vote at the Annual Meeting?

Holders of Celgene Common Stock at the close of business on April 19, 2018 are entitled to receive the Notice of Annual Meeting and to vote their shares at the Meeting. Each share of Common Stock is entitled to one vote on each

matter properly brought before the Annual Meeting.

3.

How many shares of Celgene Common Stock are “outstanding”?

As of April 19, 2018, there were 726,331,264 shares of Celgene Common Stock outstanding and entitled to be voted at the Annual Meeting.

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4.

What is the difference between holding shares as a stockholder of record and as a beneficial owner?

If your shares are registered in your name with Celgene's transfer agent, American Stock Transfer & Trust Company, LLC, you are the "stockholder of record" of those shares. This Notice of Annual Meeting and Proxy Statement and any accompanying materials have been provided directly to you by Celgene.

If your shares are held through a broker, bank or other holder of record, you hold your shares in "street name" and you are considered the "beneficial owner" of those shares. This Notice of Annual Meeting and Proxy Statement and any accompanying documents have been provided to you by your broker, bank or other holder of record. As the beneficial owner, you have the right to direct your broker, bank or other holder of record how to vote your shares by using the voting instruction card they have provided you or by following their instructions for voting by telephone or on the Internet. Absent instructions from you, under applicable regulatory requirements, your broker may vote your shares on the ratification of the appointment of our independent registered public accounting firm for fiscal 2018, but may not vote your shares on the election of directors or any of the other proposals to be voted on at the Annual Meeting.

5.

How do I vote?

You may vote using any of the following methods:

By mail

Complete, sign and date the accompanying proxy or voting instruction card and return it in the prepaid envelope. If you are a stockholder of record and return your signed proxy card but do not indicate your voting preferences, the persons named in the proxy card will vote the shares represented by your proxy card as recommended by the Board of Directors.

By telephone or on the Internet

Celgene has established telephone and Internet voting procedures for stockholders of record. These procedures are designed to authenticate your identity, to allow you to give your voting instructions and to confirm that those instructions have been properly recorded. Telephone and Internet voting facilities for stockholders of record will be available 24 hours a day until 11:59 p.m., Eastern Time, on June 12, 2018.

The availability of telephone and Internet voting for beneficial owners will depend on the voting processes of your broker, bank or other holder of record. We therefore recommend that you follow their voting instructions.

If you vote by telephone or on the Internet, you do not have to return your proxy or voting instruction card.

Telephone. You can vote by calling the toll-free telephone number on your proxy card. Please have your proxy card handy when you call. Easy-to-follow voice prompts will allow you to vote your shares and confirm that your instructions have been properly recorded.

Internet. The website for Internet voting is www.proxyvote.com. Please have your proxy card handy when you go to the website. As with telephone voting, you can confirm that your voting instructions have been properly recorded. If you vote on the Internet, you also can request electronic delivery of future proxy materials.

You can also scan the QR Barcode below (or on your proxy card) with your smart device to access the website for Internet voting.

In person at the Annual Meeting

Stockholders who attend the Annual Meeting may vote in person at the Meeting. You may also be represented by another person at the Meeting by executing a proper proxy designating that person. If you are a beneficial owner of shares, you must obtain a legal proxy from your broker, bank or other holder of record and present it to the inspector of election with your ballot to be able to vote at the Annual Meeting.

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Your vote is important. Please complete your proxy card promptly to ensure that your vote is received timely.

6.

What can I do if I change my mind after I vote?

If you are a stockholder of record, you can revoke your proxy before it is exercised by:

- giving written notice to the Corporate Secretary of the Company;
- delivering a valid, later-dated proxy, or a later-dated vote by telephone or on the Internet, in a timely manner; or
- voting by ballot at the Annual Meeting.

If you are a beneficial owner of shares, you may submit new voting instructions by contacting your broker, bank or other holder of record. All shares for which proxies have been properly submitted and not revoked will be voted at the Annual Meeting.

7.

Why did I receive a “Notice of Internet Availability of Proxy Materials” but no proxy materials?

We distribute our proxy materials to certain stockholders via the Internet under the “Notice and Access” approach permitted by rules of the Securities and Exchange Commission (SEC). This approach conserves natural resources and reduces our cost of printing and distributing the proxy materials, while providing a convenient method of accessing the materials and voting. On or about April 30, 2018, we mailed a “Notice of Internet Availability of Proxy Materials” to our stockholders, containing instructions on how to access the proxy materials on the Internet.

You may also request paper or e-mail delivery of the proxy materials on or before the date provided in the Notice of Internet Availability by calling 1-800-579-1639. We will fill your request within three business days. You will also have the option to establish delivery preferences that will be applicable for all future mailings of proxy materials. We encourage stockholders to take advantage of the availability of the proxy materials on the Internet to help reduce the environmental impact and costs of our annual meetings. If you choose to receive future proxy materials by e-mail, you will receive an e-mail message next year with instructions containing a link to those materials and a link to the proxy voting website. Your election to receive proxy materials by e-mail will remain in effect until you terminate it.

8.

Can I access the proxy materials and the fiscal 2017 Annual Report on the Internet?

This Notice of Annual Meeting and Proxy Statement and the fiscal 2017 Annual Report are available on our website at www.celgene.com. Instead of receiving future proxy statements and accompanying materials by mail, most stockholders can elect to receive an e-mail that will provide electronic links to them. Opting to access your proxy materials online will conserve natural resources, will save us the cost of reproducing documents and mailing them to you, and will give you an electronic link directly to the proxy voting site.

Stockholders of Record: If you vote on the Internet at www.proxyvote.com, simply follow the prompts to enroll in the electronic proxy delivery service.

Beneficial Owners: You also may be able to receive copies of these documents electronically. Please check the information provided in the proxy materials sent to you by your broker, bank or other holder of record regarding the availability of this service.

9.

What is a broker non-vote?

If you are a beneficial owner whose shares are held of record by a broker, you must instruct the broker how to vote your shares. If you do not provide voting instructions, your shares will not be voted on any proposal on which the

broker does not have discretionary authority to vote. This is called a “broker non-vote.” In these cases, the broker can register your shares as being present at the Annual Meeting for purposes of determining the presence of a quorum but will not be able to vote on those matters for which the beneficial owner’s authorization is required under stock exchange rules.

If you are a beneficial owner whose shares are held of record by a broker, your broker has discretionary voting authority under NYSE or Nasdaq rules to vote your shares on the ratification of KPMG, even if the broker does not receive voting instructions from you. However, without specific instructions from you, your broker does not have discretionary authority to vote on the election of directors, the advisory vote on 2017 executive compensation or on the stockholder proposals, in which case a broker non-vote will occur and your shares will not be voted on these matters.

10.

What is a quorum for the Annual Meeting?

The presence of the holders of Common Stock representing a majority of the voting power of all shares of Common Stock issued and outstanding and entitled to vote at the Annual Meeting, in person or represented by proxy, is necessary to constitute a quorum. Abstentions and broker non-votes are counted as present and entitled to vote for purposes of determining a quorum.

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11.

What are the voting requirements to elect the directors and to approve each of the proposals discussed in this Proxy Statement?

Proposals	Required Approval	Broker Discretionary Voting	Board Recommendation
Election of Directors	Majority of Votes Cast	No	FOR EACH NOMINEE
Ratification of KPMG (advisory)	Majority of Votes Cast	Yes	FOR
Approval of Executive Compensation (advisory)	Majority of Votes Cast	No	FOR
Stockholder Proposals (advisory)	Majority of Votes Cast	No	AGAINST

If you abstain from voting or there is a broker non-vote on a matter requiring a majority of the votes cast, your abstention or the broker non-vote will not affect the outcome of such vote, because abstentions and broker non-votes are not considered to be votes cast.

Election of Directors

Directors must be elected by a majority of the votes cast in uncontested elections, such as the election of directors at the Annual Meeting. This means that the number of votes cast “for” a director nominee must exceed the number of votes cast “against” that nominee. Abstentions and broker non-votes are not counted as votes “for” or “against” a director nominee. In a contested election, the required vote would be a plurality of votes cast.

Advisory Vote on Ratification of KPMG

The votes cast “for” must exceed the votes cast “against” to approve, on an advisory basis, the ratification of KPMG as our independent registered public accounting firm. Abstentions are not counted as votes “for” or “against” this proposal.

Advisory Vote on our 2017 Named Executive Officer Compensation

The votes cast “for” must exceed the votes cast “against” to approve, on an advisory basis, the compensation of our Named Executive Officers (NEOs). Abstentions and broker non-votes are not counted as votes “for” or “against” this proposal.

Advisory Vote on Stockholder Proposals

The votes cast “for” must exceed the votes cast “against” to approve, on an advisory basis, each of the stockholder proposals. Abstentions and broker non-votes are not counted as votes “for” or “against” the stockholder proposals.

12.

How will my shares be voted at the Annual Meeting?

At the Meeting, the Board of Directors (through the persons named in the proxy card or, if applicable, their substitutes) will vote your shares as you instruct. If you sign your proxy card and return it without indicating how you want your shares to be voted, your shares will be voted as the Board of Directors recommends, which is:

- FOR the election of each of the director nominees named in this Proxy Statement;

- FOR the ratification, on an advisory basis, of the appointment of KPMG LLP as our independent registered public accounting firm for fiscal 2018;

- FOR the approval, on an advisory basis, of the 2017 compensation of our Named Executive Officers; and

- AGAINST each of the stockholder proposals.

13.
Could other matters be decided at the Annual Meeting?

As of the date of this Proxy Statement, we did not know of any matters to be raised at the Annual Meeting other than those referred to in this Proxy Statement.

If you return your signed and completed proxy card or vote by telephone or on the Internet and other matters are properly presented at the Annual Meeting for consideration, the individuals named as proxies will have the discretion to vote on your behalf on those matters.

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14.

Who will pay for the cost of the Annual Meeting and this proxy solicitation?

The Company will pay the costs associated with the Annual Meeting and solicitation of proxies, including the costs of mailing the proxy materials. In addition to solicitation by mail, our directors, officers and regular employees (who will not be specifically compensated for such services) may solicit proxies by telephone or otherwise. Arrangements will be made with brokerage houses and other custodians, nominees and fiduciaries to forward proxies and proxy materials to their principals, and we will reimburse them for their expenses. We have retained Broadridge Financial Solutions to assist in the mailing, collection and administration of proxies. In addition, we have engaged each of Morrow Sodali Global LLC and Kekst and Company, Incorporated to assist with the solicitation of proxies (which may include solicitation by mail, electronically, facsimile, telephone and personal contact) for fees of approximately \$150,000 and \$100,000, respectively, plus expenses.

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EXECUTIVE SUMMARY
Performance Highlights

2017 Highlights:

- Net product sales: \$12,973 million, an increase of 16%
- Total revenue: \$13,003 million, an increase of 16%
- Net income: \$2,940 million, an increase of 47%
- Diluted EPS: \$3.64, an increase of 46%
- Adjusted net income*: \$6,016 million, an increase of 26%
- Adjusted diluted EPS*: \$7.44, an increase of 25%
- Share repurchases: \$3,911 million
- >525,000 patients treated with Celgene therapies
- 160 trials underway in 60 indications
- 14 pivotal trials across 7 assets and 13 indications

- 25 new molecules entered preclinical or phase I development
- Invested \$1,090 million in acquisitions and new collaborations
- Presented ~400 scientific abstracts to global academic meetings

*

Adjusted net income and adjusted diluted EPS are non-GAAP financial measures. For the reconciliation of these measures to the most comparable GAAP financial measures, see Appendix A to this proxy statement. The Adjusted EPS chart above is adjusted to reflect the two-for-one common stock split effected in June 2014.

(1)

Growth Rate = Growth vs. Prior Year Period

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2017 Governance Highlights

What We Do

Pay for Performance	On average 88% of our NEOs' compensation is tied to performance with clearly articulated financial, strategic and Relative Total Shareholder Return (R-TSR) objectives.
Equitable Pay and Inclusive Workforce	We pay our employees equitably based on the work they do, the capabilities and experience they possess and the performance and behaviors they demonstrate. We promote a non-discriminatory and inclusive work environment that enables us to benefit from the diversity of thought that comes from a diverse and inclusive workforce.
Compensation Recovery	In the event of an executive's fraud or misconduct that results in a material negative restatement of our financial statements, we may recoup any or all of the incentive compensation paid to that executive in excess of the amounts that would have been paid based on the restated results.
Risk Mitigation	Our executive compensation programs include controls that promote a responsible and balanced risk profile, such as diversification of annual and long-term objectives, multiple performance metrics, caps on payouts, stock ownership and holding requirements, and a pre-established grant schedule for equity awards.
Minimum Vesting	Our annual equity awards provide for a minimum vesting period of one year.
Proactive Shareholder Engagement	We maintain a robust investor outreach program that provides us ongoing feedback concerning our compensation programs and other governance matters.
Share Ownership Requirements	We maintain rigorous stock ownership requirements for our Board members and NEOs.
Holding Period	All vested, earned Performance Stock Units (PSUs) have a holding period of at least one year and one day after the applicable vesting date.
Securities Trading Policy	We maintain a comprehensive securities trading policy which, among other matters, prohibits trading while in possession of material non-public information.
Change in Control Double Trigger	In 2011, we amended our 2017 Stock Incentive Plan to eliminate the "single trigger" change in control vesting provision for equity awards granted on or after July 1, 2011 and to provide that, unless otherwise determined at grant, such equity awards vest upon an involuntary termination of employment without cause that occurs within two years following a change in control (i.e. "double trigger").
NEO Compensation Cost Analysis	The Compensation Committee ensures that our compensation programs remain aligned with the interests of our stockholders and reinforce a team-based approach to management. Among other matters, the Committee measures our NEOs' collective compensation in relation to the collective compensation paid to officers of companies within our peer group.
Independent Compensation Consultant	The independent compensation consultant, Radford, is retained directly by the Compensation Committee.
Proxy Access	In 2016, our Board of Directors adopted a proxy access by-law provision permitting a stockholder or group of up to 20 stockholders owning three percent of more of our outstanding common stock to nominate and include in our proxy materials up to two (or 20% of the Board members if greater) director nominees if certain other requirements specified in our By-laws are satisfied.
Special Meetings	In 2016, our Board of Directors adopted a by-law provision to provide that a special meeting of stockholders may be called by certain officers, the Board and persons

beneficially owning at least 25% of our outstanding common stock.

Majority Voting

Our By-laws provide that directors will be elected by a majority of the votes cast for each nominee.

Lead Independent Director

The Board has designated an independent director as Lead Director who, among other things, provides guidance concerning, and approval of, the agenda for each Board meeting, presides over executive sessions of the independent directors, and acts as an intermediary between the independent directors and management.

Corporate Responsibility

Since 2012, Celgene has published an annual corporate responsibility report in conformity with the guidelines and standards established by the Global Reporting Initiative. We also maintain a corporate responsibility website that can be found at the “Responsibility” link at our website.

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What We Don't Do

x	No Hedging or Pledging	Board members, executives, employees and their immediate family members are prohibited from hedging, pledging, or engaging in any derivatives trading with respect to Company securities, except with the prior approval of our CEO in extraordinary circumstances.
x	No Backdating, Below-Market Exercise Prices or Repricing of Options	Stock options are never backdated or issued with below-market exercise prices. Re-pricing of stock options without stockholder approval is expressly prohibited.
x	No Share Recycling or Evergreen Provisions Under 2017 Stock Incentive Plan	Our 2017 Stock Incentive Plan prohibits share recycling and does not contain evergreen renewal provisions.
x	No Golden Parachute Gross-up Payments	None of our NEOs has an agreement with the Company whereby we would be obligated to pay a gross-up amount for excise taxes in excess of parachute payments.
x	No Poison Pill	We do not have a "poison pill" in place that could be used as an anti-takeover measure.
x	No Dividends Payable on Options, SARs or Unvested Equity Under 2017 Stock Incentive Plan	Our 2017 Stock Incentive Plan provides that the holder of any stock option or stock appreciation right may not receive dividends with respect to the underlying shares and that the holder of any other equity award will not receive dividend payments unless the underlying shares have vested.

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Stockholder Engagement Highlights

As part of our normal outreach, during 2017 we had conversations with a number of institutional and other stockholders representing approximately 20% of our outstanding shares. Additionally, our senior management team regularly engaged in meaningful dialogue with our stockholders through quarterly earnings calls, presentations and discussions at various investor conferences and other channels of communication.

In recent years, stockholder feedback has influenced elements of our compensation design and philosophy enhancements. Additionally, our engagement efforts and feedback received have also influenced our corporate governance approach, including the adoption of a proxy access by-law and a by-law amendment allowing for special meetings to be called by stockholders. Our stockholder engagement efforts during 2017 have also resulted in enhanced disclosures and presentations included in this proxy statement, including disclosures relating to our corporate responsibility and sustainability efforts and the skills and diversity of our board of directors.

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Corporate Responsibility at Celgene

At Celgene, the pursuit of bold science that benefits patients is at the core of our values and our business. We strive to ensure that patients are at the heart of everything we do. In addition, we believe that we have a responsibility to the broader community and apply forward-looking best practices, strong ethical values, and exceptional integrity to every aspect of our efforts and operations.

Underlying our Company’s culture is a strong belief in corporate responsibility that is predicated on our purpose, values, and behaviors, which are the foundation of our approach to ethical and responsible business activities. This foundation reflects Celgene’s role within the global ecosystem of medical innovation in support of positive opportunities for patients, our partners, our employees, our shareholders and the environment.

We organize Celgene Corporate Responsibility around the following four pillars:

Patients First

We deliver the value of innovative medicines to patients around the world with the ambitious goal of finding cures for patients with significant unmet medical needs.

- Recognized for industry-leading reinvestment in research and development
- Access Accelerated, a partnership of 23 biopharmaceutical companies, including Celgene, is developing innovative and sustainable solutions to improve access to treatment for noncommunicable diseases — including cancer — in low- and middle-income countries
- Celgene Cancer Care Links, a new grant program supporting cancer healthcare capacity building in resource-constrained countries around the world
- Patients’ Partners/Celgene ChangeMakers, a commitment to shared goals amplifying the voices of patients and patient organizations around the world

Environment

We manage our environmental footprint to promote a healthy planet.

- Advanced towards our public 2020 environmental goals, implementing initiatives to reduce carbon footprint, increased the purchasing of renewable electricity, reduced water withdrawal and reduced solid waste generation

Employees & Communities

We nurture the commitment and passion of our people while contributing to and partnering with the communities where we work and live.

- #1 biopharma partner for the Leukemia & Lymphoma Society Light the Night Walk. We support Light the Night, Pancreatic Cancer Action Network PurpleStride and Team NPF (National Psoriasis Foundation) Cycle, and match employee giving for these events
- Increased Human Rights Campaign Corporate Equality Index score to 75, reflecting diversity & inclusion-focused initiatives
- Provided charitable support to health and social service programs, science education, and local community support through sites and affiliates around the world
- Named a top employer by Science Magazine

Business with Integrity

We foster a culture of excellence and integrity that governs all we do, from enabling new discoveries to ensuring that patients benefit from them.

- Engaged with stakeholders on cost and value through a new film, This is Axiom, the Celgene pricing simulation and extensive engagement opportunities

- Achieved LEED® Gold certification for Summit East Building L, recognizing our commitment to building a healthy, sustainable future
- Ranked #7 among U.S. companies and the top health care company in the Newsweek Green Rankings for 2017
- Received a score of 91.4% and was designated a “Trendsetter” for transparency and governance by the Center for Political Accountability
- Developing a Supplier Code of Conduct, encompassing principles on ethics, labor, health and safety, and environment
- Included on the FTSE4Good Index for high ratings across environmental, social and governance measures, and proven corporate responsibility track record

Learn more about Celgene’s approach to Corporate Responsibility in our 2017 Corporate Responsibility Report
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MATTERS TO COME BEFORE THE ANNUAL MEETING

PROPOSAL ONE: Election of Directors

Our Director Nominees

Name	Age(1)	Director Since	Nominee Committee Memberships(2)			
			Audit	Nominating	Compensation	Executive
Mark J. Alles	59	2016				
Richard W. Barker, D.Phil., OBE	69	2012				
Hans E. Bishop	54	2018				
Michael W. Bonney	59	2015				
Michael D. Casey	72	2002				
Carrie S. Cox	60	2009				
Michael A. Friedman, M.D.	74	2011				
Julia A. Haller, M.D.	63	2015				
Patricia A. Hemingway Hall	65	2018				
James J. Loughlin	75	2007				
Ernest Mario, Ph.D.	80	2007				
John H. Weiland	62	2018				

(1)

As of June 13, 2018

(2)

As of April 19, 2018

= Denotes Chair

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Summary of Director Nominee Core Competencies and Attributes

Our Board of Directors provides effective and strategic oversight to support the best interests of our Company and its stockholders. The following chart summarizes the core competencies and attributes represented by our Board nominees. More details on each director nominee's competencies are included in the director profiles below.

Director Nominee Core Competencies

Name Current Position	Senior Leadership Abilities	Healthcare Industry Experience	Financial Expertise	Public Company Board Experience	Research/ Academia	Public Policy/ Regulatory Experience	Independent Director
Mark J. Alles Chairman and Chief Executive Officer of Celgene Corporation							
Richard W. Barker, D.Phil., OBE Director of the Centre for Accelerating Medical Innovations							
Hans E. Bishop Former CEO of Juno Therapeutics, Inc.							
Michael W. Bonney CEO and Chairman of the Board of Kaleido Biosciences, Inc.							
Michael D. Casey Independent Lead Director of Celgene Corporation and Director of Abaxis, Inc.							
Carrie S. Cox Chairman of the Board and Chief Executive Officer of Humacyte, Inc.							
Michael A. Friedman, M.D. Emeritus Chief Executive Officer of City of Hope							
Julia A. Haller, M.D. Ophthalmologist-in-Chief of the Wills Eye Hospital							
Patricia A. Hemingway Hall Former CEO of Health Care Service Corporation							
James J. Loughlin Former National Director							

of the Pharmaceuticals
Practice at KPMG LLP

Ernest Mario, Ph.D.
Chairman of the Board of
Solen Therapeutics, Inc.
and Chimerix, Inc.

John H. Weiland
Former President and
COO of C.R. Bard, Inc.

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Directors and Nominees

At the Annual Meeting, twelve directors nominated by our Board of Directors and based on the recommendation of the Nominating, Governance and Compliance Committee of the Board of Directors (referred to as the Nominating Committee), are to be elected, each to hold office (subject to our By-laws) until the next annual meeting and until his or her successor has been elected and qualified. All nominees for director currently serve as directors and, except for John Weiland, Patricia Hemingway Hall and Hans Bishop, who were appointed to the Board in 2018, were elected by the stockholders at the 2017 Annual Meeting.

Each nominee has consented to being named as a nominee in this proxy statement and to serve if elected. If any nominee listed in the table above should become unavailable for any reason, which the Board of Directors does not anticipate, the proxy will be voted for any substitute nominee or nominees who may be selected by the Board of Directors prior to or at the Annual Meeting. Directors will be elected by an affirmative vote of a majority of the votes cast at the Annual Meeting in person or by proxy. There are no family relationships between any of our directors and executive officers. The information concerning the nominees and their security holdings has been furnished by them to us.

As discussed elsewhere in this proxy statement, in evaluating director nominees, the Nominating Committee considers, among other things, integrity, business experience, financial acumen, leadership abilities, familiarity with our businesses and businesses similar or analogous to ours, and the extent to which a candidate's knowledge, skills, background and experience are already represented by other members of our Board of Directors. Listed below are our directors and director nominees with their biographies. In addition, we have summarized for each director the reasons why such director has been chosen to serve on our Board of Directors.

Name	Age(1)	Position
Mark J. Alles	59	Chairman of the Board and Chief Executive Officer
Richard W. Barker, D.Phil., OBE	69	Director
Hans E. Bishop	54	Director
Michael W. Bonney	59	Director
Michael D. Casey	72	Director
Carrie S. Cox	60	Director
Michael A. Friedman, M.D.	74	Director
Julia A. Haller, M.D.	63	Director
Patricia A. Hemingway Hall	65	Director
Gilla Kaplan, Ph.D.(2)	71	Director
James J. Loughlin	75	Director
Ernest Mario, Ph.D.	80	Director
John H. Weiland	62	Director

(1)

As of June 13, 2018.

(2)

Dr. Kaplan will retire from the Board effective in June 2018 and will not stand for re-election.

Mark J. Alles — Chairman and Chief Executive Officer, Celgene Corporation

Mark J. Alles was appointed Chief Executive Officer as of March 1, 2016, was elected to our Board of Directors in February 2016 and was elevated to Chairman of the Board in February 2018. Mr. Alles was our President and Chief Operating Officer from August 2014 through February 2016. Prior to that, Mr. Alles served as Executive Vice President and Global Head of Hematology and Oncology from December 2012 until July 2014, and was also Celgene's Chief Commercial Officer. Mr. Alles joined Celgene in April 2004 and was Vice President, Global Hematology

Marketing until March 2009 when he was promoted to President of the Americas Region. Responsibility for commercial operations in Japan and the Asia Pacific Region was added in July 2011. Before joining Celgene, he was Vice President of the U.S. Oncology business unit at Aventis Pharmaceuticals and served in other senior commercial management roles at Aventis (Rhône-Poulenc Rorer) from 1993-2004. After earning his B.S. degree from Lock Haven University of Pennsylvania and serving as a Captain in the United States Marine Corps, Mr. Alles began his 30-year career in the pharmaceutical industry at Bayer and worked at Centocor before its acquisition by Johnson & Johnson. He is a member of the Board of Directors of the Pharmaceutical Manufacturers of America (PhRMA), the European Federation of the Pharmaceutical Industries and Associations (EFPIA), and serves on the Board of Gilda's Club NYC, a non-profit organization dedicated to helping families of people living with cancer.

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Specific Qualifications, Skills and Experience

- extensive knowledge of Celgene's business gained from his operational, commercial, and senior management positions
- substantial prior business experiences at other leading biopharmaceutical companies
- involvement in setting our long-term growth strategy
- significant contributions to our superior operating performance
- leadership skills developed while serving as an officer in the United States military

Richard W. Barker, D.Phil., OBE — Director of the Centre for Accelerating Medical Innovations

Richard W. Barker has served as one of our Directors and a member of the Audit Committee of our Board of Directors since January 2012. Dr. Barker was formerly Director General of the Association of the British Pharmaceutical Industry (ABPI), a pharmaceutical industry trade association in the United Kingdom, from 2004 to 2011, and served on the Board and Executive Committee of the European Federation of Pharmaceutical Industries and Associations (EFPIA) and as a Council Member of the International Federation of Pharmaceutical Manufacturers & Associations (IFPMA). Dr. Barker is currently Director of the Centre for the Advancement of Medical Innovations (CASMI), Director of Precision Medicine PLC, a UK government research entity, Chairman of the Health Innovation Network of South London, UK, Chairman of International Health Partners, a UK charity providing donated medicines to crisis situations, and Chairman of Image Analysis Group, a company applying advanced algorithmic analysis to medical images.

Specific Qualifications, Skills and Experience

- experienced healthcare sector leader and strategist
- distinguished career with more than 20 years' experience in the healthcare industry
- senior leadership roles in the United States, the United Kingdom and elsewhere internationally
- experience in the pharmaceutical, biotechnology and medical informatics sectors
- broad perspective on policies and issues facing both healthcare systems and the pharmaceutical industry

Hans E. Bishop — Former Chief Executive Officer of Juno Therapeutics, Inc.

Hans E. Bishop was elected to our Board of Directors in April 2018. Mr. Bishop was a co-founder and served as

President and Chief Executive Officer of Juno Therapeutics, Inc. from 2013 until April 2018, and was a member of its Board of Directors from 2013 until Juno's acquisition by the Company in March 2018. Mr. Bishop previously served as a member of the Board of Directors of Avanir Pharmaceuticals, Inc., a publicly-traded biopharmaceutical company, from May 2012 to January 2015, when Avanir was sold to Otsuka Pharmaceuticals Co., Ltd. He worked with Warburg Pincus as an Executive in Residence from February 2012 until July 2013. Prior to this, Mr. Bishop served as Executive Vice President and Chief Operating Officer at Dendreon Corporation, a publicly-traded biopharmaceutical company, from January 2010 to September 2011. Mr. Bishop has also served as the President of the Specialty Medicine business at Bayer Healthcare Pharmaceuticals Inc. from December 2006 to January 2010, where he was responsible for a diverse portfolio of neurology, oncology and hematology products. Mr. Bishop was employed by Chiron Corporation, a global biotechnology company, from January 2004 to August 2006, with commercial responsibilities that included service as its Senior Vice President of Global Commercial Operations until its sale to Novartis Corporation. Mr. Bishop received a B.Sc. in Chemistry from Brunel University in London in 1987. Mr. Bishop serves on the Board of Directors of Agilent Technologies, Inc. and is a member of the Compensation and the Nominating/Corporate Governance committees.

Specific Qualifications, Skills and Experience

- over 30 years' experience in the healthcare industry

- significant operational and executive leadership experience

- membership on public company boards

- experience in strategic, financial and operations management, risk oversight, regulatory and public policy matters, and business strategy affecting the healthcare industry.

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Michael W. Bonney — CEO and Chairman of the Board of Kaleido Biosciences, Inc.

Michael W. Bonney was elected to our Board of Directors in April 2015. Mr. Bonney was a member of the Audit Committee from April 2015 to April 2018 and was appointed as a member of the Nominating Committee and the Executive Committee in April 2018. Mr. Bonney is currently the CEO and Chairman of the Board of Kaleido Biosciences, Inc. From January to July 2016, Mr. Bonney was a Partner of Third Rock Ventures, LLC, a leading healthcare venture firm. Prior thereto, Mr. Bonney served as Chief Executive Officer and a member of the Board of Directors of Cubist Pharmaceuticals Inc. (Cubist) (a subsidiary of Merck & Co., Inc. as of January 2015) from June 2003 until his retirement on December 31, 2014. From January 2002 to June 2003, Mr. Bonney served as Cubist’s President and Chief Operating Officer, and from 1995 to 2001, he held various positions of increasing responsibility at Biogen, Inc., a biopharmaceutical company, including Vice President, Sales and Marketing from 1999 to 2001. Prior to joining Biogen, Mr. Bonney held various positions of increasing responsibility in sales, marketing and strategic planning at Zeneca Pharmaceuticals, ending his eleven-year career there serving as National Business Director. Since 2014, Mr. Bonney has been a director of Alnylam Pharmaceuticals, Inc., a biopharmaceutical company, where he serves on the Audit Committee, and was elected Chairman of the Board in December 2015. In February 2016, he was elected to the Board of Directors of Global Blood Therapeutics, Inc., a clinical-stage biopharmaceutical company, and serves on the Compensation Committee and the Nominating and Corporate Governance Committee. He is also a Trustee of the Tekla complex of life sciences and healthcare dedicated funds, where he serves on the Valuation Committee and Chairs the Governance Committee and the Nominating Committee. Mr. Bonney was a Director of NPS Pharmaceuticals, Inc., a biopharmaceutical company from 2005 until its sale to Shire plc in February 2015, where he was a member of the Audit and Compensation Committees and Chaired the Governance Committee. Mr. Bonney received a B.A. in Economics from Bates College and now Chairs its Board of Trustees.

Specific Qualifications, Skills and Experience

- extensive operational, commercial, and senior management experience
- experience serving on the board of directors (and certain key standing committees) of other companies and trade organizations
- significant experience in senior leadership roles in the biopharmaceutical industry
- audit committee financial expert (as that term is defined in the regulations of the SEC)

Michael D. Casey — Independent Lead Director of Celgene Corporation; Director of Abaxis, Inc.

Michael D. Casey has served as one of our Directors since August 2002, and has been our independent Lead Director since June 2007, the Chairman of the Nominating Committee and a member of the Executive Committee since December 2006, and a member of the Management Compensation and Development Committee (referred to as the Compensation Committee) since April 2006. Mr. Casey was a member of the Audit Committee from August 2002 through December 2006. From September 1997 to February 2002, Mr. Casey served as the Chairman, President, Chief Executive Officer and a director of Matrix Pharmaceutical, Inc. From November 1995 to September 1997, Mr. Casey was Executive Vice President at Schein Pharmaceutical, Inc. In December 1996, he was appointed President of the retail and specialty products division of Schein Pharmaceutical, Inc. From June 1993 to November 1995, he served as President and Chief Operating Officer of Genetic Therapy, Inc. Mr. Casey was President of McNeil Pharmaceutical (a unit of Johnson & Johnson) from 1989 to June 1993 and Vice President, Sales and Marketing for Ortho Pharmaceutical Corp. (a subsidiary of Johnson & Johnson) from 1985 to 1989. Mr. Casey is also a Director of Abaxis Inc. (and a member of its Compensation Committee). Mr. Casey served as a Director of Allos Therapeutics, Inc.

through January 2010, AVI BioPharma (now Sarepta Therapeutics, Inc.) through June 2010 and Durect Corporation through December 2013.

Specific Qualifications, Skills and Experience

- significant experience and leadership as President, Chief Executive Officer and senior officer of several pharmaceutical companies
- previous service as a director of several pharmaceutical/biotech companies
- long standing Board member with unique in-depth knowledge of and contributions to Celgene
- Lead Director of Celgene since 2007

Carrie S. Cox — Chairman of the Board and Chief Executive Officer of Humacyte, Inc.

Carrie S. Cox has served as one of our Directors since December 2009, and a member of the Audit Committee from March 2010 to April 2018. Ms. Cox was appointed as a member of the Compensation Committee in April 2018. Ms. Cox currently serves as the Chairman of the Board of Directors and Chief Executive Officer of Humacyte, Inc., a privately-held regenerative medicine company

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primarily focused on developing novel human tissue-based investigational products for applications in regenerative medicine and vascular surgery. Ms. Cox served as Executive Vice President of Schering-Plough and President of Schering-Plough's Global Pharmaceutical Business until November 3, 2009 when Schering-Plough merged with Merck & Co., Inc. Prior to joining Schering-Plough, Ms. Cox served as President of Pharmacia Corporation's pharmaceutical business until its merger with Pfizer Inc. in 2003. Ms. Cox is a member of the Board of Directors of Texas Instruments and has served on their Audit and Compensation Committees, and is a member of the Board of Directors of Cardinal Health, Inc. and sits on its Compensation Committee. Ms. Cox is a graduate of the Massachusetts College of Pharmacy.

Specific Qualifications, Skills and Experience

- distinguished career in global healthcare
- significant experience and leadership serving in executive positions of some of the largest and most successful multi-national healthcare companies in the world
- responsibility for financial performance and significant capital and research and development investments

Michael A. Friedman, M.D. — Emeritus Chief Executive Officer of City of Hope

Michael A. Friedman, M.D. has served as one of our directors since February 2011 and a member of the Nominating Committee since April 2011. Dr. Friedman is the emeritus Chief Executive Officer of City of Hope, a leading cancer research, treatment and education institution, as well as Director of the organization's Comprehensive Cancer Center and holder of the Irell & Manella Cancer Center Director's Distinguished Chair. Before leading City of Hope, Dr. Friedman was Senior Vice President of Research and Development, Medical and Public Policy for Pharmacia Corporation and Chief Medical Officer for biomedical preparedness at PhRMA. Additionally, Dr. Friedman has served as Deputy Commissioner for the U.S. Food and Drug Administration (FDA), later serving as Acting Commissioner, and as Associate Director of the National Cancer Institute, National Institutes of Health. Since 2004, Dr. Friedman has served on the Independent Citizens' Oversight Committee which governs the California Institute for Regenerative Medicine and oversees the implementation of California's stem cell research effort. Dr. Friedman is a member of the Board of Directors of MannKind Corporation (and a member of its Compensation Committee), Smith & Nephew plc. and Intuitive Surgical, Inc. He is also a member of the Board of Trustees of Tulane University.

Specific Qualifications, Skills and Experience

- valuable scientific and operational expertise
- leadership skills from extensive background in cancer research and public health
- senior officer of a leading research institution
- deputy and acting commissioner of the FDA
- executive officer of a major pharmaceutical company

Julia A. Haller, M.D. — Ophthalmologist-in-Chief of the Wills Eye Hospital

Julia A. Haller, M.D. was elected to our Board of Directors in October 2015 and is a member of the Audit Committee. Dr. Haller is Ophthalmologist-in-Chief of the Wills Eye Hospital in Philadelphia, PA where she holds the William Tasman, M.D. Endowed Chair. She serves as Professor and Chair of the Department of Ophthalmology at Jefferson Medical College of Thomas Jefferson University and Thomas Jefferson University Hospitals, and is Co-Director of the Wills Vision Research Center at Jefferson. In 1986, Dr. Haller served as the first female Chief Resident at the Wilmer Eye Institute at Johns Hopkins and later joined the Johns Hopkins faculty. She was named the inaugural Katharine Graham Professor of Ophthalmology in 2002, and the inaugural Robert Bond Welch, M.D. Professor of Ophthalmology in 2006. In 2007, Dr. Haller assumed leadership of Wills Eye Hospital and serves as a member of the Compensation Committee. Dr. Haller, one of the world's most renowned retina surgeons and clinician-scientists, has received numerous academic and professional honors and awards and has published over 300 scientific articles and book chapters. Dr. Haller, who has been closely involved in the early stage development of many new vision therapies and surgical procedures, received her A.B. from Princeton University magna cum laude and her M.D. from Harvard Medical School. She is a member of numerous international scientific advisory boards and data and safety monitoring committees, is a past member of the Board of Trustees of Princeton University and has served as a consultant to Walter Reed Army Medical Center and The Children's Hospital of Philadelphia.

Specific Qualifications,
Skills and Experience

- valuable scientific, clinical research, managerial and operational expertise

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- leadership skills from her extensive background in research, development of innovative therapies and public health
- significant insight and guidance with regard to our long-term strategy and vision

Patricia A. Hemingway Hall — Former Chief Executive Officer of Health Care Service Corporation
Patricia A. Hemingway Hall was elected to our Board of Directors in April 2018 and is a member of the Audit Committee. Ms. Hemingway Hall served as President and Chief Executive Officer of Health Care Service Corporation (“HCSC”), a mutual health insurer, from 2008 until her retirement in 2015. Previously, she held several leadership positions at HCSC since 1993, including President and Chief Operating Officer from 2007 to 2008, Executive Vice President of Internal Operations from 2006 to 2007, President of BlueCross and BlueShield of Texas, a division of HCSC, from 2001 – 2005 and Senior Vice President from 1998 – 2001. Prior to joining HCSC, Ms. Hemingway Hall held senior positions with several healthcare and health insurance companies and started her career as a critical care nurse. Ms. Hemingway Hall serves as a member of the Board of Directors, and a member of the Audit Committee, of Cardinal Health, Inc. and ManpowerGroup Inc.

Specific Qualifications, Skills and Experience

- over 30 years’ experience in the healthcare and insurance industries
- significant operational and executive leadership experience, including leading the fourth health insurer in the U.S.
- membership on public company boards and civic organizations
- experience in strategic, financial and operations management, risk oversight, regulatory and public policy matters, and business strategy affecting the healthcare industry.

Gilla Kaplan, Ph.D. — Director of the Global Health Program, Tuberculosis, at the Bill and Melinda Gates Foundation
Gilla Kaplan, Ph.D. has served as one of our directors since April 1998, is a member of the Nominating Committee and, before April 2015, was a member of the Audit Committee. Dr. Kaplan was appointed Director of the Global Health Program, Tuberculosis, at the Bill and Melinda Gates Foundation in January 2014. She previously served as Senior Advisor to the Global Health Program, Tuberculosis and member of the International Scientific Advisory Committee for the Global Health Program of the Bill and Melinda Gates Foundation. Dr. Kaplan was head of the Laboratory of Mycobacterial Immunity and Pathogenesis at The Public Health Research Institute Center at the New Jersey Medical School, Newark, New Jersey, where she was appointed full Member in 2002 and Assistant Director in 2006. Dr. Kaplan also was previously appointed, in 2005, Professor of Medicine at the University of Medicine and Dentistry of New Jersey. Prior to that, Dr. Kaplan was an immunologist in the Laboratory at Cellular Physiology and Immunology at The Rockefeller University in New York where she was an Associate Professor. Dr. Kaplan will retire from the Board effective June 13, 2018 and will not stand for re-election.

Specific Qualifications, Skills and Experience

- valuable scientific expertise from her distinguished career in medical research

- leadership skills as evidenced by her current role as Director of the Global Health Program, Tuberculosis at the Bill and Melinda Gates Foundation
- significant expertise in the field of immunology
- long standing Board member with unique in-depth knowledge of and contributions to Celgene

James J. Loughlin — Former National Director of the Pharmaceuticals Practice at KPMG LLP

James J. Loughlin has served as one of our Directors since January 2007, as Chairman of the Audit Committee since June 2008 and a member of the Compensation Committee since June 2008. Mr. Loughlin served as the National Director of the Pharmaceuticals Practice at KPMG LLP (KPMG), and a five-year term as member of the Board of Directors of KPMG. Additionally, Mr. Loughlin served as Chairman of the Pension and Investment Committee of the KPMG Board from 1995 through 2001. He also served as Partner in charge of Human Resources, Chairman of the Personnel and Professional Development Committee, Secretary and Trustee of the Peat Marwick Foundation and a member of the Pension, Operating and Strategic Planning Committees. Mr. Loughlin serves as a member of the Board of Directors and Chairman of the Audit Committee of Edge Therapeutics, Inc., a publicly-traded biopharmaceutical company.

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Specific Qualifications, Skills and Experience

- valuable experiences as National Director of the Pharmaceuticals Practice at KPMG

- five-year term as member of the Board of Directors of KPMG and Chairman of the Pension and Investment Committee of KPMG Board

- service on various committees and foundations

- extensive background in accounting and financial reporting

- audit committee financial expert (as that term is defined in the regulations of the SEC)

Ernest Mario, Ph.D. — Chairman of the Board of Soleno Therapeutics, Inc. and Chimerix, Inc.

Ernest Mario, Ph.D. has served as one of our Directors since August 2007, as a member of the Nominating Committee since August 2007, as a member of the Executive Committee since June 2008, and as Chairman of the Compensation Committee since August 2014. Dr. Mario is a former Deputy Chairman and Chief Executive of Glaxo Holdings plc and a former Chairman and Chief Executive Officer of ALZA Corporation. He also serves as Chairman of Soleno Therapeutics Inc. (formerly Capnia, Inc.) and Chimerix, Inc., and as a Director of Tonix Pharmaceuticals Holding Corp. (member of the Compensation Committee) and Eyenovia Inc. (member of the Audit Committee and the Compensation Committee). Dr. Mario previously served as a Director of Boston Scientific Corporation, Kindred Biosciences Inc., Maxygen Inc., VIVUS Inc. and XenoPort Inc. In 2007, Dr. Mario was awarded the Remington Medal by the American Pharmacists Association, pharmacy's highest honor. Dr. Mario earned a B.S. in Pharmacy from Rutgers University and a M.S. and a Ph.D. in Physical Sciences from the University of Rhode Island.

Specific Qualifications, Skills and Experience