

**CELGENE CORPORATION**  
**MANAGEMENT COMPENSATION AND DEVELOPMENT COMMITTEE CHARTER**  
**(as amended and restated February 10, 2016)**

***Status***

The Management Compensation and Development Committee (the "Compensation Committee") is a standing committee appointed by the Board of Directors (the "Board") of Celgene Corporation (the "Corporation").

***Membership***

The Committee shall consist of three or more members of the Board, each of whom shall be a "non-employee director" as defined in Rule 16b-3 under the Securities Exchange Act of 1934, as amended, meet the independence requirements of NASDAQ Stock Market Listing Rule 5605 and be an "outside director" for purposes of Section 162(m) of the Internal Revenue Code, as amended.

The Board, based on nominations recommended by the Corporation's Nominating and Governance Committee, shall elect members of the Compensation Committee, and shall designate one member as Chair. The Board may appoint and remove Compensation Committee members in accordance with the Corporation's by-laws.

***Purpose***

The primary purposes of the Compensation Committee are to: (i) assist the Board in the discharge of its responsibilities relating to compensation of the Chief Executive Officer (the "CEO") and other reporting officers (as defined in the same manner as "officer" in Rule 16a-1(f) of the Securities Exchange Act of 1934, as amended); (ii) produce annually the Compensation Committee Report To Stockholders on Executive Compensation for inclusion in the Corporation's proxy statement; (iii) ensure that the Corporation's compensation plans for the CEO and other reporting officers are competitive, support the Corporation's overall business strategy and align with the Corporation's compensation philosophy; (iv) review, evaluate and approve the CEO and other reporting officer compensation plans and performance; (v) review and discuss with management the compensation, discussion and analysis ("CD&A") to be included in the Corporation's proxy statement; and (vi) make recommendations to the Board concerning the compensation of non-employee members of the Board.

***Duties and Responsibilities***

The Compensation Committee's duties and responsibilities also include the following:

1. Review and approve on an annual basis the performance goals and objectives for the CEO and other reporting officers, and annually review and evaluate the performance of the CEO and other reporting officers against such previously established goals and objectives. Taking into consideration these performance evaluations, the Corporation's compensation philosophy, and a review of competitive compensation levels, the Compensation Committee will set the base salary, bonus, incentive and equity compensation levels for the CEO and other reporting officers;
2. Select a peer group of companies against which to benchmark the Corporation's compensation policies and practices for the CEO and the other reporting officers;
3. Regularly review and evaluate the compensation programs for Board and committee members, and as appropriate, recommend changes to the Board;
4. Review the Corporation's short- and long-term incentive compensation and equity award programs and recommend to the Board changes to such programs or development of new programs;

5. Review and approve the annual stock option pool under the Corporation's equity award programs;
6. Review and approve contracts and amendments thereto relating to the compensation of the CEO and the other reporting officers, as appropriate;
8. Review and approve the Corporation's annual corporate goals and the achievement of bonus, incentive and other payouts and awards for the CEO, other reporting officers, members of the Corporation's management committee and members of the Corporation's operating committee, as appropriate;
9. Maintain written minutes of its meetings that will be kept with the minutes of committee meetings of the Corporation;
10. Make regular reports on Compensation Committee activities to the Board;
11. Review and re-assess, at least annually, the adequacy of this Charter and recommend any proposed changes to the Board for approval;
12. Review and assess annually all compensation, including cash and equity-based compensation, paid by the Corporation to its non-employee directors, and engage an independent compensation consultant to advise the Compensation Committee in connection with such annual review and assessment, including with respect to (x) the amount and type of non-employee director compensation to be paid for the following year, and (y) comparative data deemed appropriate by such consultant; and recommend to the Board, on the basis of such review and assessment, whether to make, on a prospective basis, any change in the compensation payable to non-employee directors;
13. Oversee the design of processes to provide reasonable assurance that all payments to non-employee directors are properly disclosed in accordance with applicable law and stock exchange listing requirements;
14. Administer the Corporation's equity award programs, except that the Compensation Committee may delegate to one or more officers the authority to make grants of share-based awards to eligible individuals other than directors, provided that the Compensation Committee shall have fixed the exercise price or a formula for determining the exercise price, the vesting schedule and any other provisions and parameters relating thereto as the Compensation Committee deems necessary or desirable;
15. Review, at least annually, incentive compensation arrangements to confirm that such arrangements do not encourage unnecessary risk-taking and report the results of this review to the Board;
16. Retain, at the Corporation's expense, and terminate any compensation consultant, counsel or other adviser to the Compensation Committee and approve the related fees and other retention terms and otherwise supervise the activities of such persons; and
17. Select or receive advice from, any compensation consultant, legal counsel or other adviser to the Compensation Committee (other than in-house legal counsel), only after taking into consideration the following factors:<sup>1</sup>
  - (a) the provision of other services to the Corporation by the firm that employs the compensation consultant, counsel or other adviser;
  - (b) the amount of fees paid by the Corporation to the firm that employs the compensation consultant, counsel or other adviser, as a percentage of the firm's total revenue;
  - (c) the policies and procedures of the firm that employs the compensation consultant, counsel or other adviser that are designed to prevent conflicts of interest;
  - (d) any business or personal relationship between the compensation consultant, counsel or other adviser and a Compensation Committee member;
  - (e) any Corporation stock owned by the compensation consultant, counsel or other adviser; and
  - (f) any business or personal relationship between the compensation consultant, counsel or other adviser or the firm that employs such person and an executive officer of the Corporation.

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<sup>1</sup> The Compensation Committee need not conduct an independence assessment prior to receiving advice from (i) in-house legal counsel or (ii) any consultant, counsel or other adviser if the role of such consultant, counsel or other adviser is limited to:

- consulting on any broad-based plan that does not discriminate in favor of executive officers or directors and that is available generally to all salaried employees; or
- providing information that either is not customized for a particular corporation or that is customized based on parameters that are not developed by the adviser.

The Compensation Committee will have the authority, to the extent it deems necessary or desirable, to retain or obtain the advice of one or more compensation consultants, legal counsel or other advisers. The Compensation Committee shall be directly responsible for the appointment, compensation and oversight of the work of any such compensation consultants, legal counsel and other advisers retained by the Compensation Committee. The Corporation shall provide for appropriate funding, as determined by the Compensation Committee, for payment of reasonable compensation to any compensation consultants, legal counsel or any other advisers retained by the Compensation Committee.

### ***Meetings***

The Compensation Committee shall meet as often as its members deem necessary to perform the Compensation Committee's responsibilities. The Compensation Committee is governed by the same rules regarding meetings, action without meetings, notice, waiver of notice, and quorum and voting requirements as are applicable to the Board. In any deliberations or voting to determine the compensation of the CEO, the CEO must not be present.