Q4 and Full Year 2011 Conference Call

January 26, 2012

Agenda

- Patrick Flanigan, VP, Investor Relations
- Bob Hugin, Chief Executive Officer
- Jackie Fouse, Chief Financial Officer
- Mark Alles, Chief Commercial Officer
- Q & A

Forward-Looking Statements and Non-GAAP Financial Information

This presentation contains forward-looking statements, which are generally statements that are not historical facts. Forward-looking statements can be identified by the words "expects," "anticipates," "believes," "intends," "estimates," "plans," "will," "outlook" and similar expressions. Forward-looking statements are based on management's current plans, estimates, assumptions and projections, and speak only as of the date they are made. We undertake no obligation to update any forward-looking statement in light of new information or future events, except as otherwise required by law. Forward-looking statements involve inherent risks and uncertainties, most of which are difficult to predict and are generally beyond our control. Actual results or outcomes may differ materially from those implied by the forward-looking statements as a result of the impact of a number of factors, many of which are discussed in more detail in our Annual Report on Form 10-K and our other reports filed with the Securities and Exchange Commission.

In addition to financial information prepared in accordance with U.S. GAAP, this presentation also contains non-GAAP financial measures that we believe provide investors and management with supplemental information relating to operating performance and trends that facilitate comparisons between periods and with respect to projected information. These non-GAAP measures should be considered in addition to, but not as a substitute for, the information prepared in accordance with U.S. GAAP. We typically exclude certain GAAP items that management does not believe affect our basic operations and that do not meet the GAAP definition of unusual or non-recurring items. Other companies may define these measures in different ways. Further information relevant to the interpretation of non-GAAP financial measures, and reconciliations of these non-GAAP financial measures to the most comparable GAAP measures, may be found on Celgene's website at www.Celgene.com in the "Investor Relations" section.


Celgene
Committed to
improving the lives
of patients worldwide®

Bob Hugin

2011: A Year of Outstanding Operational Momentum

Outstanding financial results:

- Revenue growth 34% and non-GAAP EPS growth 36%
- Non-GAAP operating income grew 36%
- Generated $1.8 billion in cash flow from operations

Substantial growth in all commercial performance metrics:

- 30% REVLIMID® growth driven by increased treatment duration and global expansion
- Expanded leadership in multiple myeloma, MDS, and established a presence in NHL
- Launched an Oncology franchise in the U.S. and Europe

Building for the future:

- Submitted filings for ABRAXANE® in NSCLC and REVLIMID for RRMM in China
- Completed enrollment in several Phase III and pivotal trials
- Submitted INDs for ARRY-382, CC-115, and CC-122
- Expanded early- to mid-stage pipeline through collaborations

Avila Therapeutics Strategic Rationale

- Extends and enhances our leadership position in Hematology
- Lead program AVL-292, a Btk inhibitor, is a highly complementary clinical stage asset
- Avilomics™ drug discovery platform complements existing research strengths
- Transaction expected to be neutral to 2012 guidance

Key Avila Therapeutics Assets

AVL-292 is an innovative therapy for B cell diseases

- Oral, selective Btk inhibitor
- Interim phase Ib clinical activity in CLL and NHL
- Planning phase II trials; targeting H2:12 initiation
- Potential for development in autoimmune-related diseases

Efficient Avilomics™ drug discovery program

- Covalent drugs provide unique access to difficult targets, early validation of targets, and advantages in early clinical development
- High performing team: 3 product candidates in <5 years

Near-term Transformational Milestones

- Maximize REVLIMID'S Full Potential
- Pomalidomide Global Registrations
- ABRAXANE Label Expansion & Key Data
- Apremilast Phase III Data in Psoriasis and PsA
- Clinical Validation of Several Mid-stage Programs

Jackie Fouse

2011 Financial Highlights

Outstanding operating results

- Non-GAAP year-over-year revenue grew 34% and diluted EPS 36%
- Non-GAAP operating income grew 36%

Adding value with financial drivers

- 38.3M shares repurchased in 2011 for $2.2B
- 10.2M shares repurchased in Q4 for $647M

Excellent performance on all commercial metrics

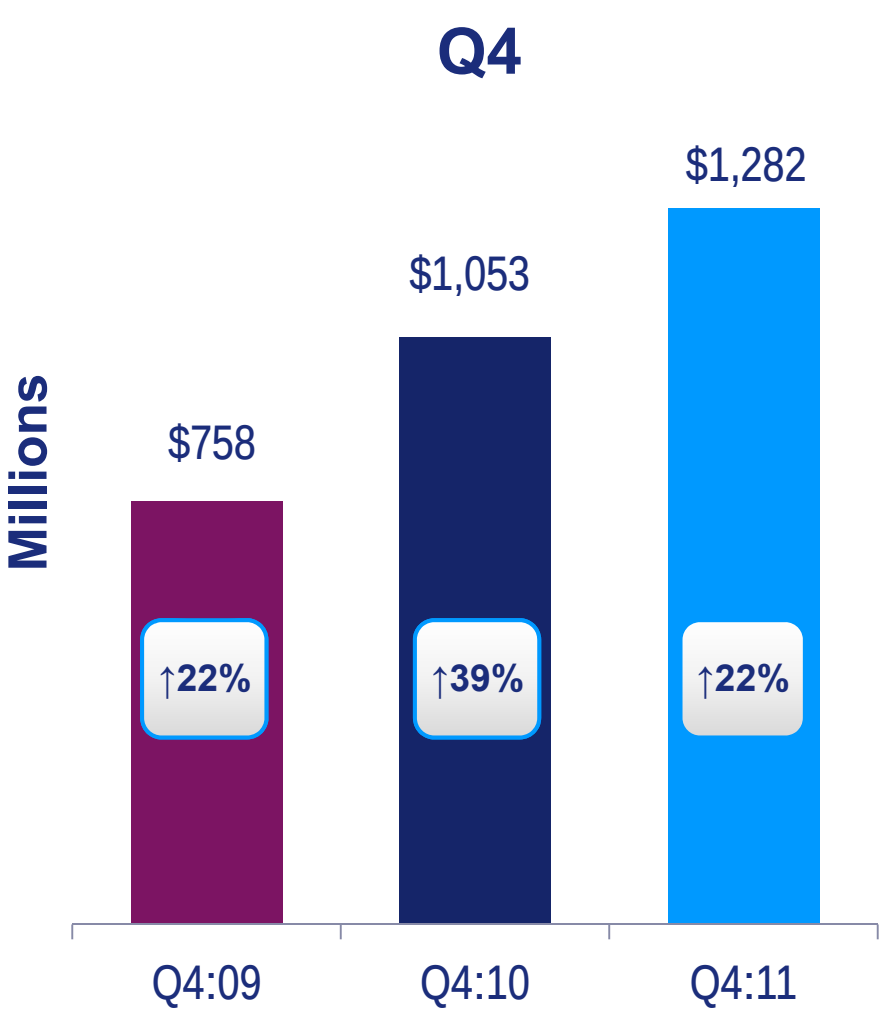
- REVLIMID annual growth of 30%
- Successful ABRAXANE re-launch and U.S. ISTODAX® launch

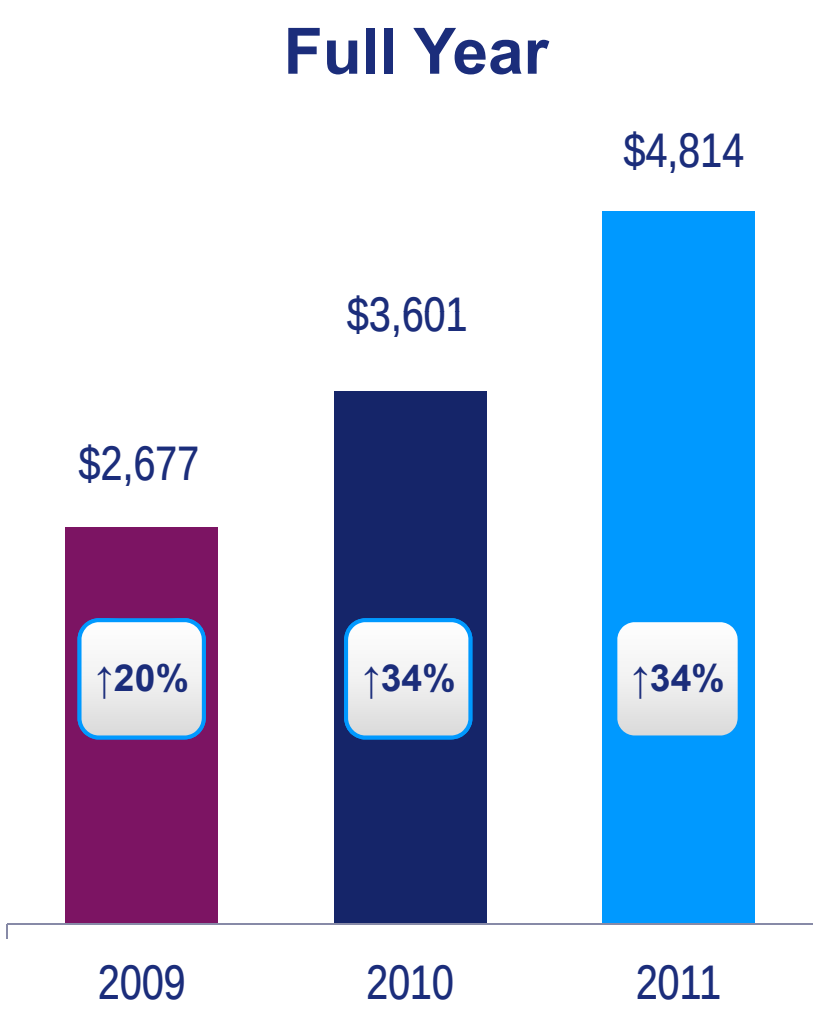
Investing for the future

- Advanced >25 Phase III trials and accelerated early- to mid-stage pipeline
- Entered into new collaborations & expanded existing partnerships

Total Non-GAAP Revenue*

(Growth Rates = Growth vs. Prior Year Period)



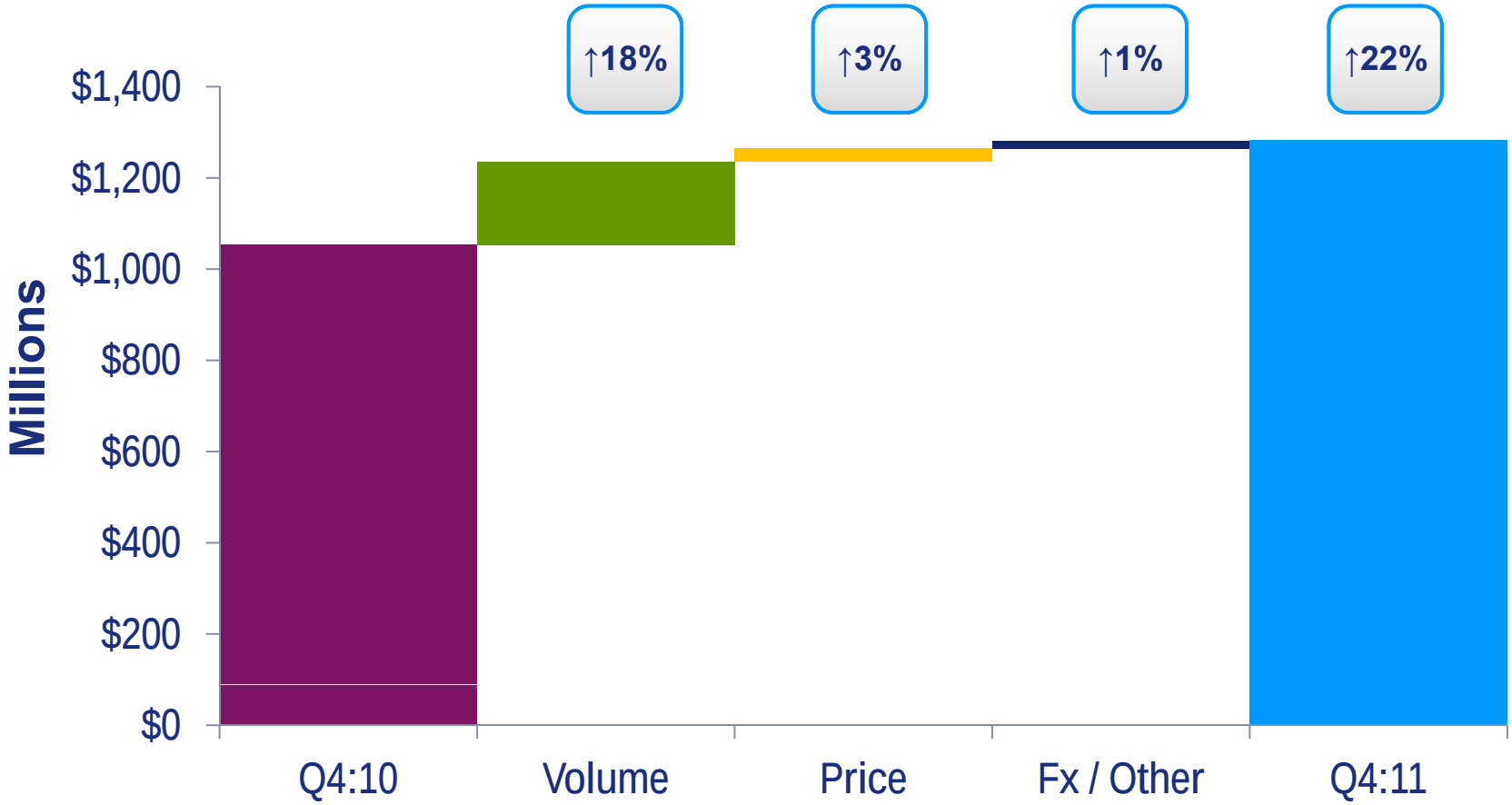


*Includes non-GAAP impact of acquisitions.

Increased Volumes Drove Q4:11 Growth

Contribution to Q4:11 Total Non-GAAP Revenue Growth*

(Growth Rates = Growth vs. Prior Year Period)



*Includes non-GAAP impact of acquisitions.

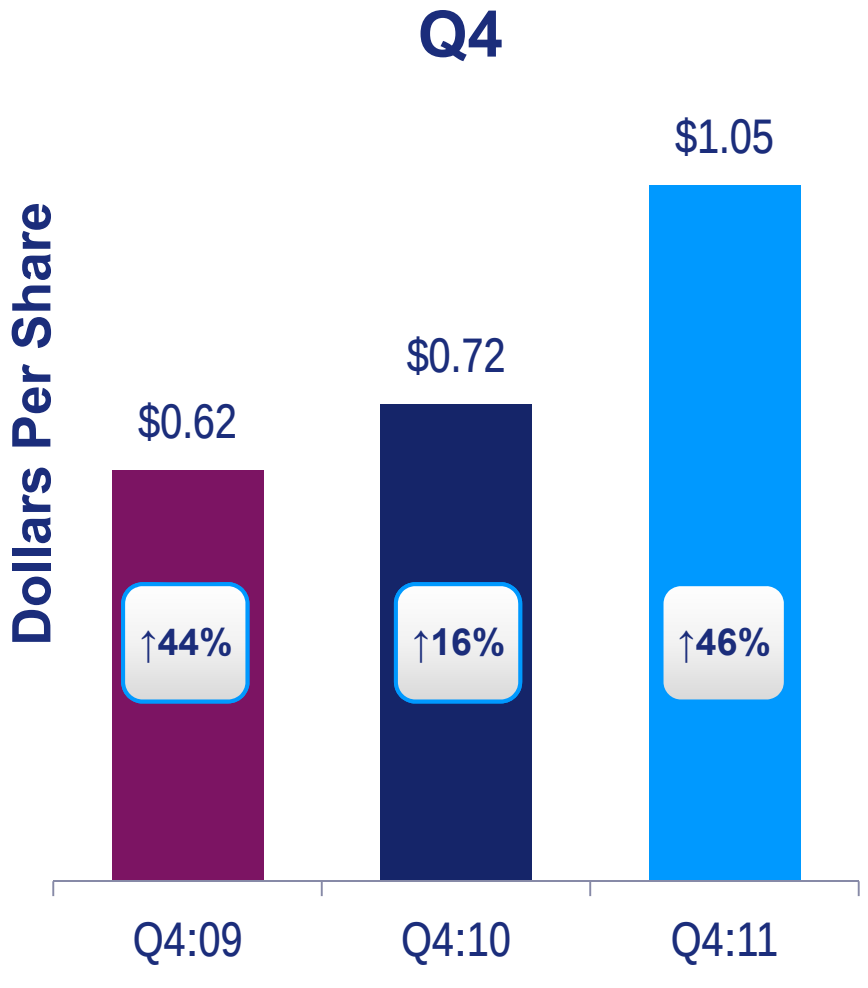
Increased Volumes Drove 2011 Growth

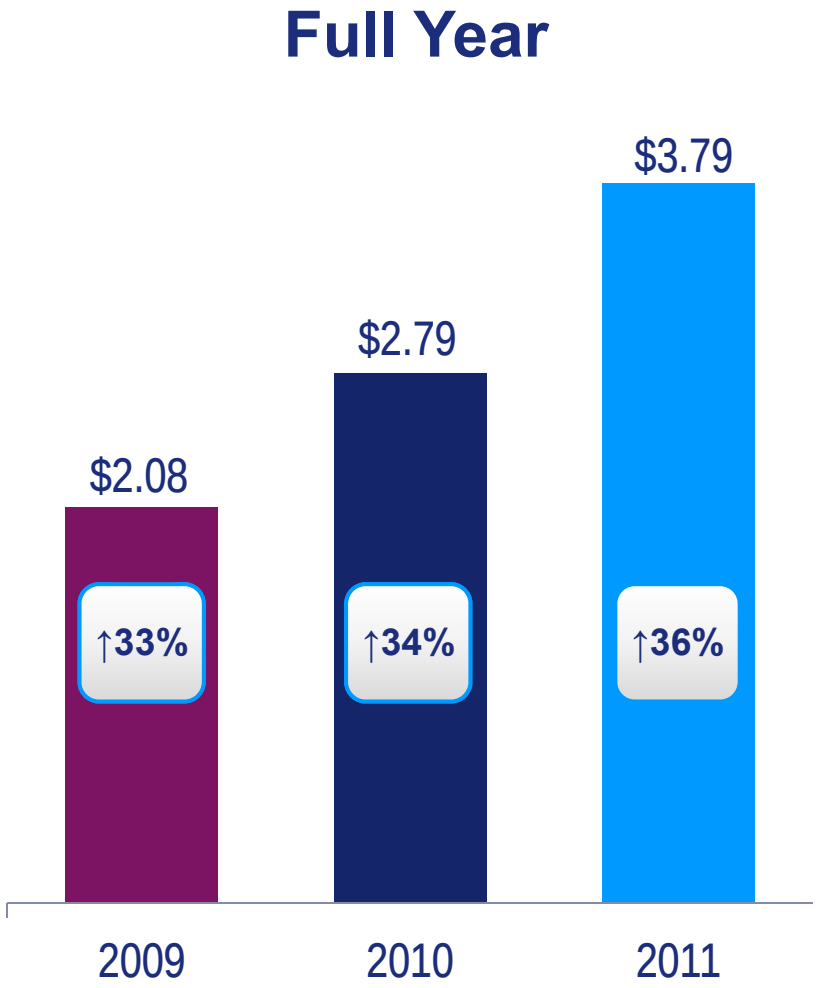
Contribution to 2011 Total Non-GAAP Revenue Growth*

(Growth Rates = Growth vs. Prior Year Period)

*Includes non-GAAP impact of acquisitions.

Non-GAAP Earnings Per Share
(Growth Rate = Growth vs. Prior Year Period)

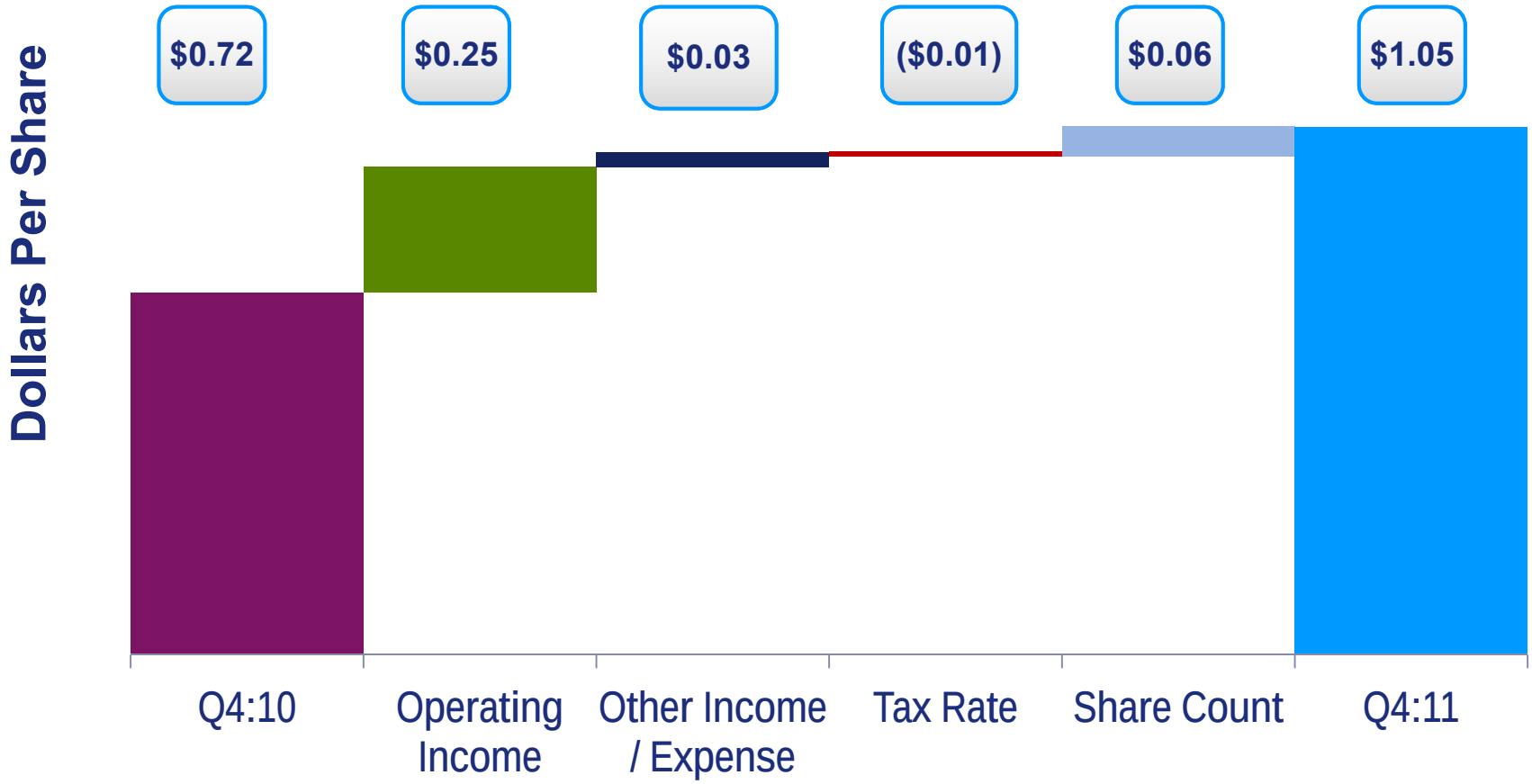




*Includes non-GAAP impact of acquisitions.

Non-GAAP EPS Growth Driven by Increased Operating Income

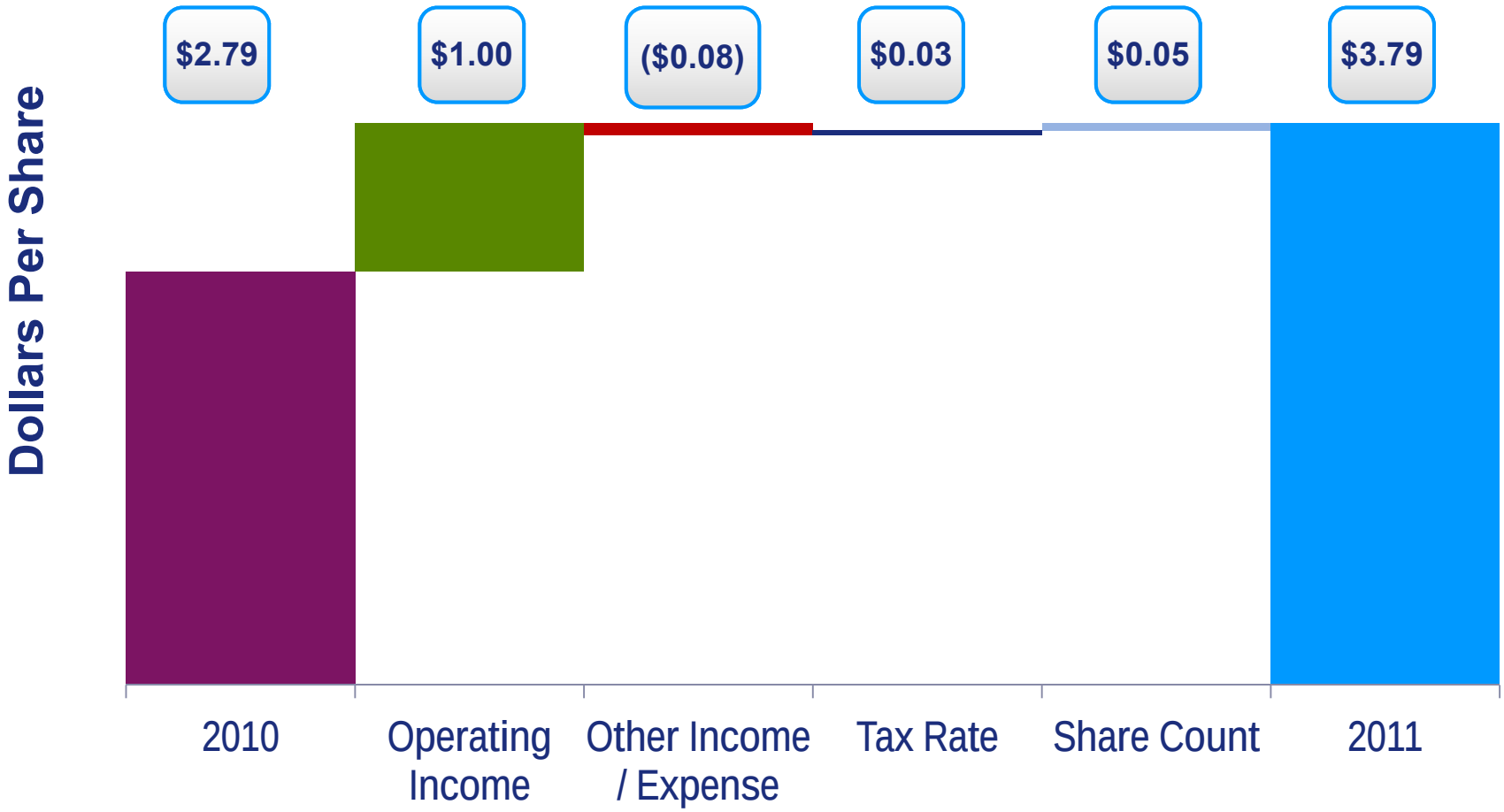
Contribution to Q4:11 Non-GAAP EPS*



*Includes non-GAAP impact of acquisitions.

Non-GAAP EPS Growth Driven by Increased Operating Income

Contribution to 2011 Non-GAAP EPS*



*Includes non-GAAP impact of acquisitions.

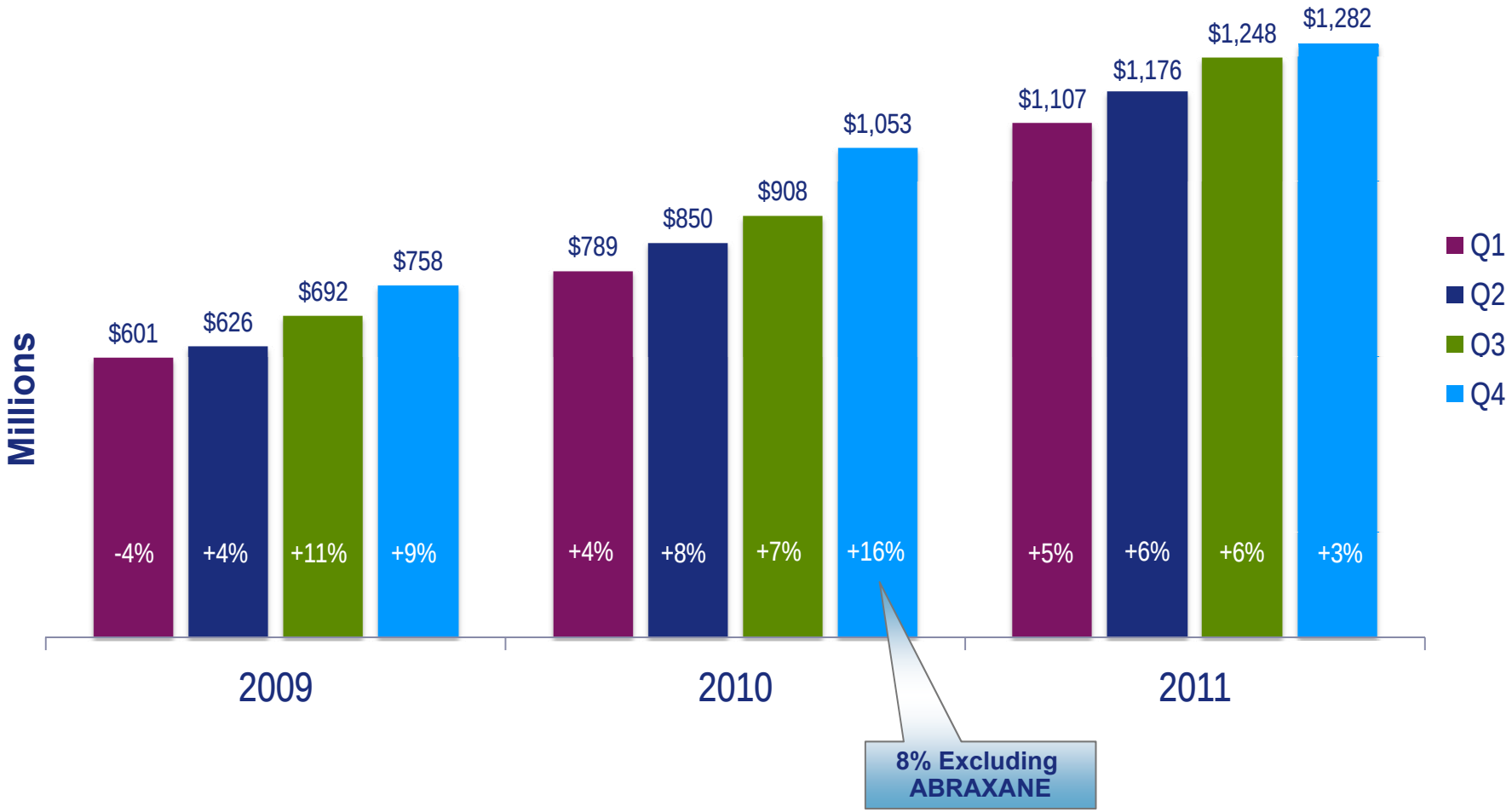
Non-GAAP Net Product Sales

(in millions)	Q4 2011	Δ vs. Q4 2010	FY 2011	Δ vs. FY 2010
REVLIMID	$855	↑20%	$3,208	↑30%
VIDAZA	$189	↑34%	$705	↑32%
THALOMID	$82	↓12%	$339	↓13%
ABRAXANE	$104	NM	$386	NM
Other	$11	NM	$35	NM
Total Non-GAAP Net Product Sales	$1,241	↑21%	$4,673	↑34%

Worldwide Non-GAAP Net Product Sales

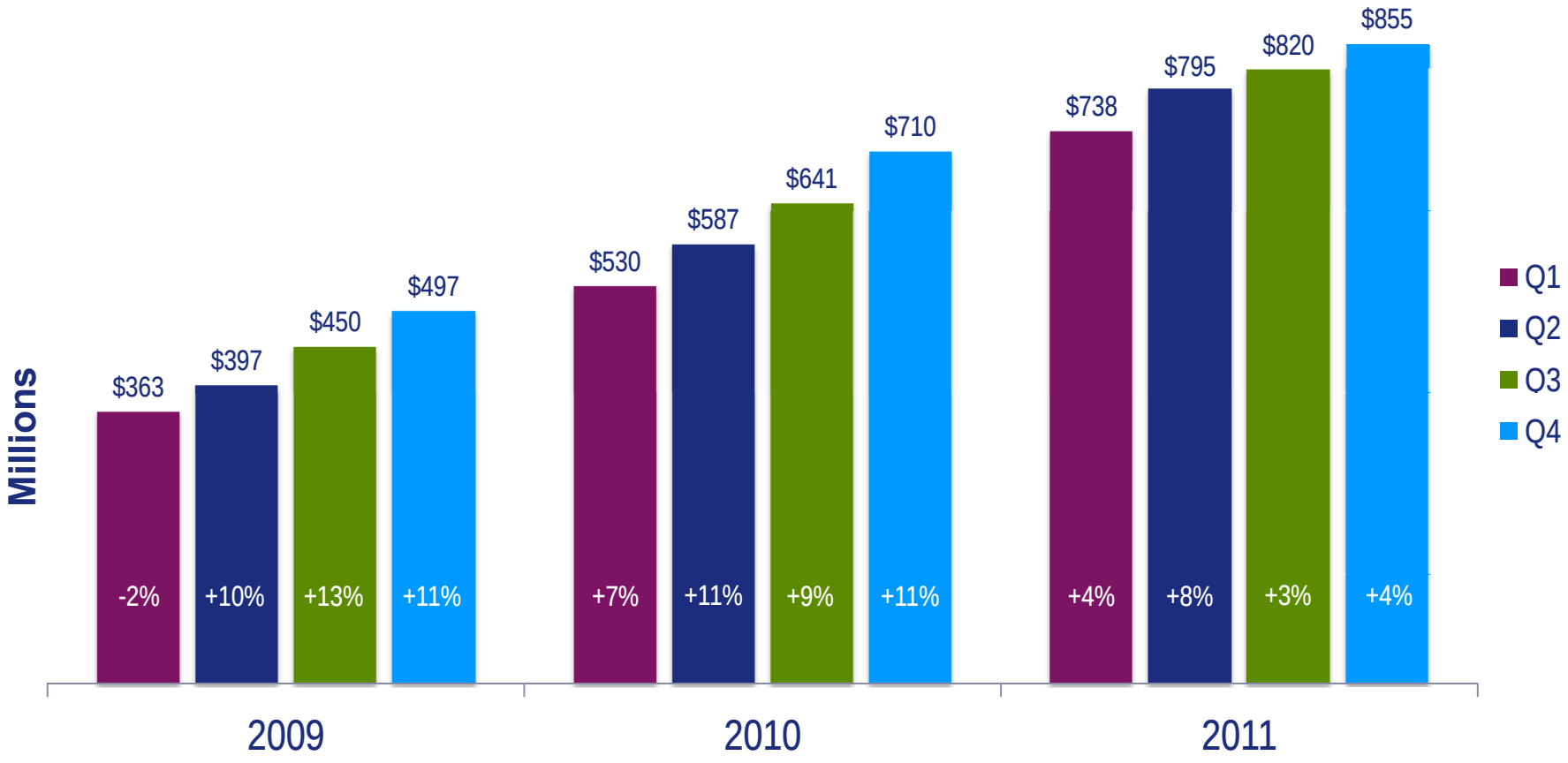
Net Product Sales (in millions)	Q4 2011	Δ vs. Q4:10	FY 2011	Δ vs. FY10
REVLIMID Total	$855	↑20%	$3,208	↑30%
U.S.	$488	↑21%	$1,830	↑28%
International	$367	↑20%	$1,378	↑33%
VIDAZA Total	$189	↑34%	$705	↑32%
U.S.	$86	↑19%	$304	↑16%
International	$104	↑51%	$401	↑48%
ABRAXANE	$104	NM	$386	NM
U.S.	$92	NM	$321	NM
International	$12	NM	$65	NM

Total Non-GAAP Revenue
(Growth Rates = Sequential Quarterly Growth)



*Includes non-GAAP impact of acquisitions.

Total Non-GAAP REVLIMID Sales
(Growth Rates = Sequential Quarterly Growth)

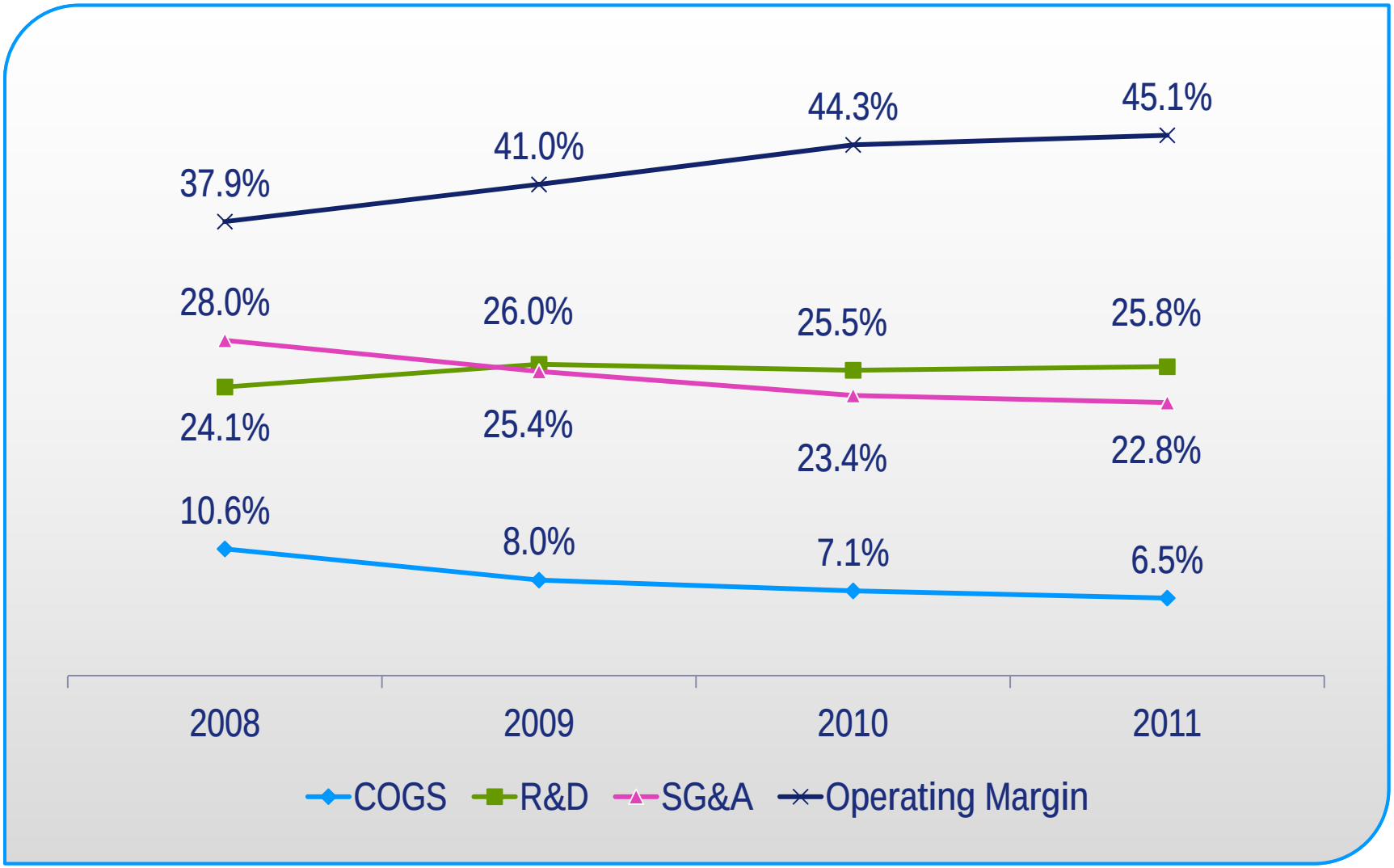


*Includes non-GAAP impact of acquisitions.

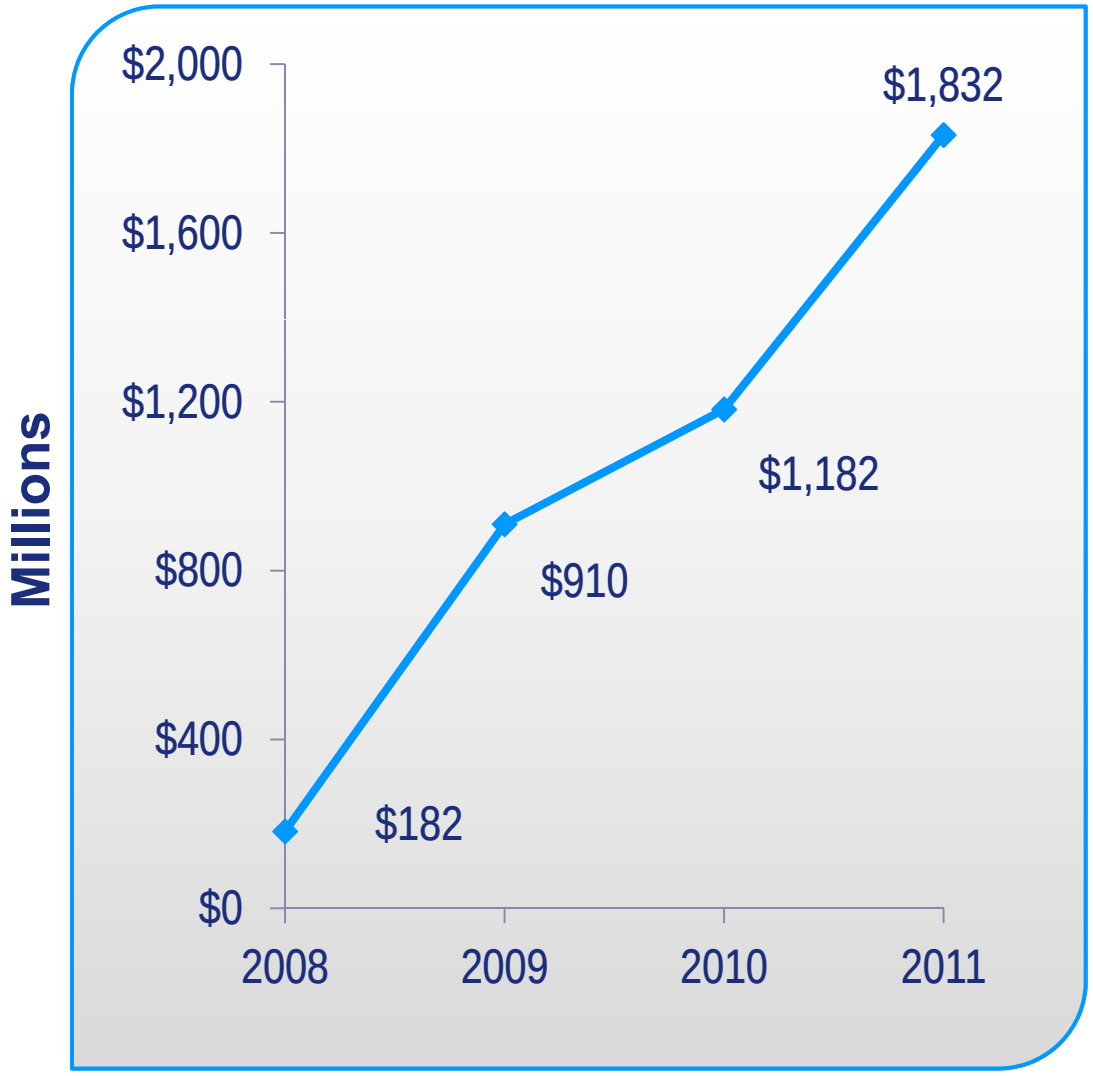
Key P&L Line Items (Non-GAAP)

	Q4 2011	Q4 2010	Δ vs. Q4:10	FY 2011	FY 2010	Δ vs. FY10
Product Gross Margins	94.3%	93.6%	↑70 bps	93.5%	92.9%	↑60 bps
R&D expenses % of revenue	$349M 27.2%	$298M 28.3%	↓110 bps	$1,240M 25.8%	$918M 25.5%	↑30 bps
SG&A expenses % of revenue	$278M 21.7%	$252M 24.0%	↓230 bps	$1,099M 22.8%	$842M 23.4%	↓60 bps
Operating Profit Margin	45.5%	41.5%	↑400 bps	45.1%	44.3%	↑80 bps
Effective Tax Rate	18.5%	17.7%	↑80 bps	18.4%	19.0%	↓60 bps

Non-GAAP Operating Leverage Is Increasing



Cash Flow from Operations



- **Significant Uses of Cash in 2011:**
- **$2.2B stock repurchase**
- **$373M Collaborations / Milestone Payments**
- **$132M Capital Expenditures**

Avila Therapeutics Financial Terms

- **Upfront Payment: $350M**
- **AVL-292: up to $195M in development & regulatory milestones**
- **Avilomics Platform: up to a total of $380M in development & regulatory milestones on up to four product candidates**
- **Existing Collaborations: Sanofi, Clovis Oncology, and Novartis**
- **Transaction expected to be neutral to 2012 guidance**

2012 Financial Outlook

All Figures Non-GAAP	2012 Guidance	Δ vs. 2011
Total Revenue	$5.4 - $5.6B	↑ ~15%*
REVLIMID	$3.75 - $3.85B	↑ ~19%*
Diluted EPS	$4.70 - $4.80	↑ ~25%*
R&D (% of Total Revenue)	$1.37B (25%)	↑ ~10%* ↓ 80 bps
SG&A (% of Total Revenue)	$1.16B (21%)	↑ ~5%* ↓ 180 bps
Effective Tax Rate	~17.5-18.0%	↓ >40 bps

*Using midpoint of 2012 range.

2011: Strong Momentum And Investing For The Future

- **Performance driven by top-line growth and operating efficiency**
- **Strength across all operational and financial metrics**
  - Growth rates, Margins, Balance Sheet
- **Robust cash flow generation and return of capital to shareholders**
- **R&D pipeline and global infrastructure position Celgene well for long-term growth and ongoing P&L leverage**


Celgene
Committed to
improving the lives
of patients worldwide®

Mark Alles

2011 Global Commercial Highlights

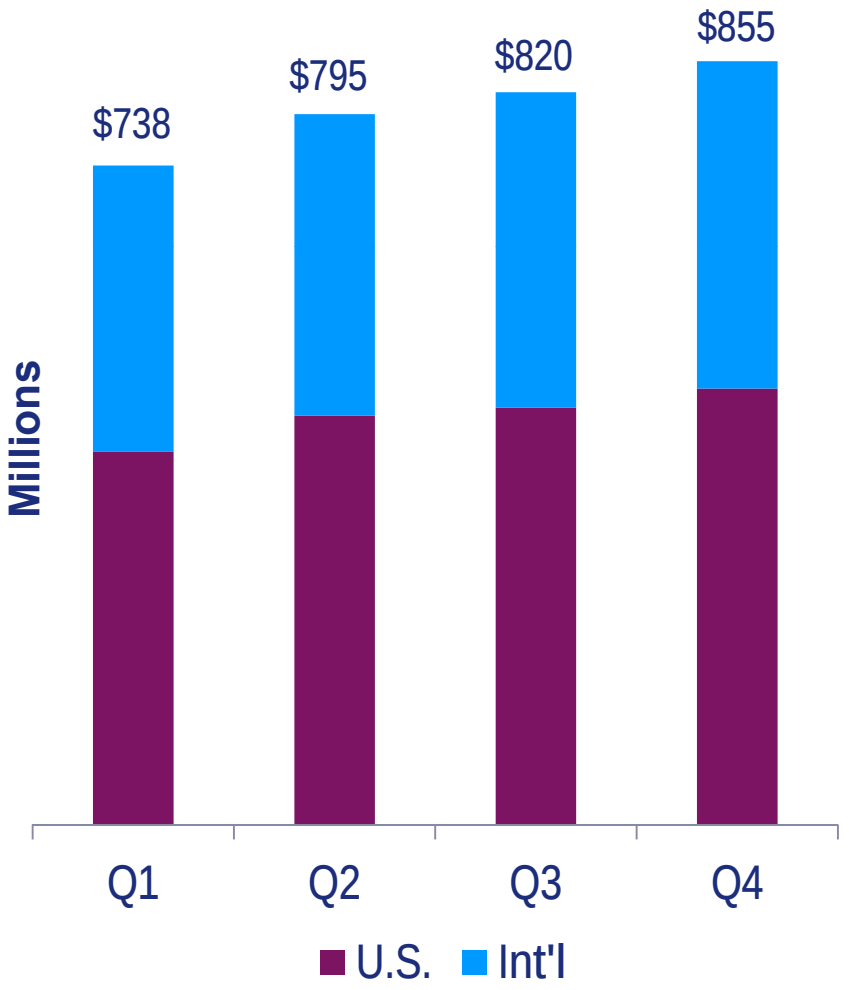
- Non-GAAP total product sales grew 34% from 2010
- REVLIMID sales exceeded $3B; now the 5th largest oncology product
- Net sales from acquired products exceeded $1B
- Establishing our Solid Tumor franchise
- Establishing our Lymphoma franchise
- Highly ranked commercial teams in every major market
- Outstanding cross functional effort focused on SPMs
- Expanding global commercial experience with ~175K patients treated with at least one Celgene therapy

Global Leading Brands Driven by Outstanding Data and Strong Commercial Execution

Revlimid® (lenalidomide) capsules	Global Market Leader in Multiple Myeloma Standard treatment for del 5q MDS
Vidaza® azacitidine for injection	Global Market Leader in Higher-risk MDS Advancing Clinical Development in AML
Abraxane®	Expansion in Metastatic Breast Cancer Clinical Opportunities in Lung, Pancreas, Melanoma
ISTODAX® (romidepsin) for injection	Approved in R/R PTCL in the US R/R PTCL Approval Pending in EU, Global Expansion
THALOMID® (thalidomide) Capsules	Transformed Treatment of Multiple Myeloma Remains a Standard Myeloma Therapy

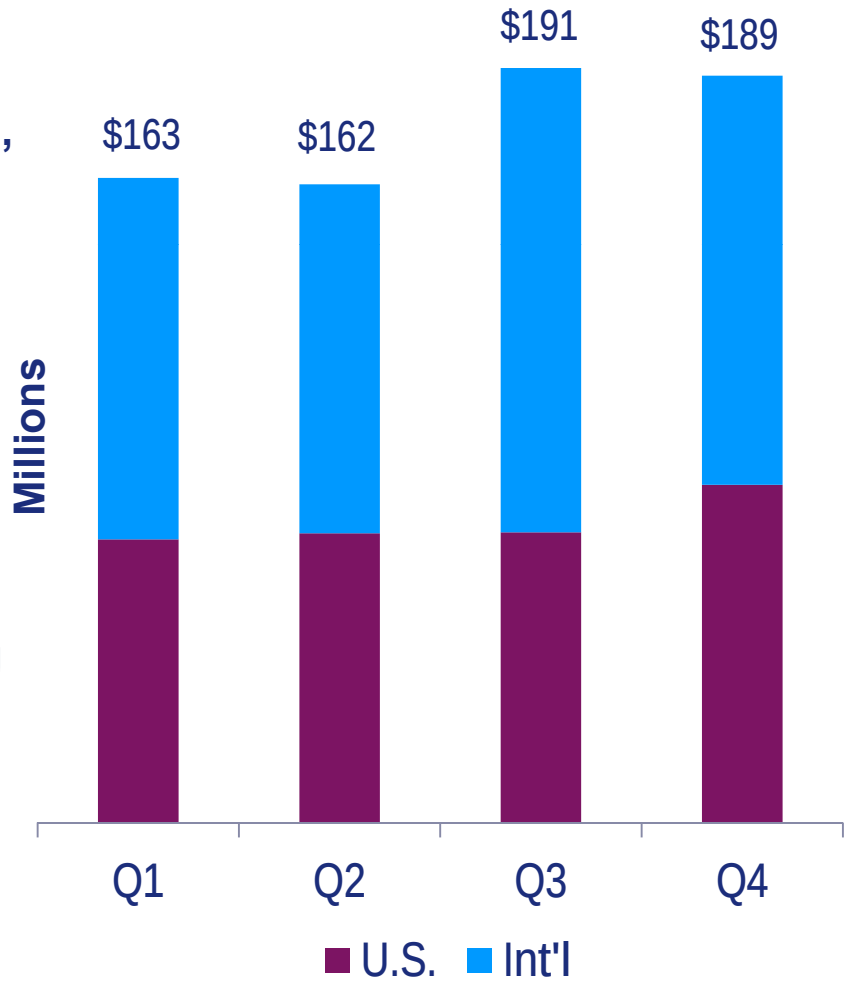
REVLIMID Global Net Sales Growth

- **REVLIMID U.S. MM market share**
  - Total share ~52%; Line 2 ~44%
  - ~70% combined REVLIMID and THALOMID® share of Line 1
- **Strong position in Europe**
  - EU-4 MM Line 2 share ~52%
    EU-5 MM Line 3+ share ~41%
- **Duration of therapy**
  - Y/Y TRx volume driving growth
  - "Treat to progression" opportunity
- **Geographic expansion in 2012**
  - Continued momentum in Japan
  - NDMM / Maintenance EMA decision expected in H1:12
  - Submit MDS del 5q to EMA, Q1:12
  - RRMM approvals in Brazil & China
  - Reimbursement in Russia & Korea



VIDAZA Global Net Sales Growth

- **Total sales increased 32% Y/Y**
- **Global expansion**
  - **Launch momentum in EU 5, Canada, Japan, Australia, and Argentina**
- **No U.S. generic entrant**
- **Extending leadership in MDS**
  - **Multiple single agent and combination studies in MDS / AML ongoing**
  - **Initiate Oral Azacitidine Phase III trial in Low-Risk/Int – 1 MDS during H2:12**



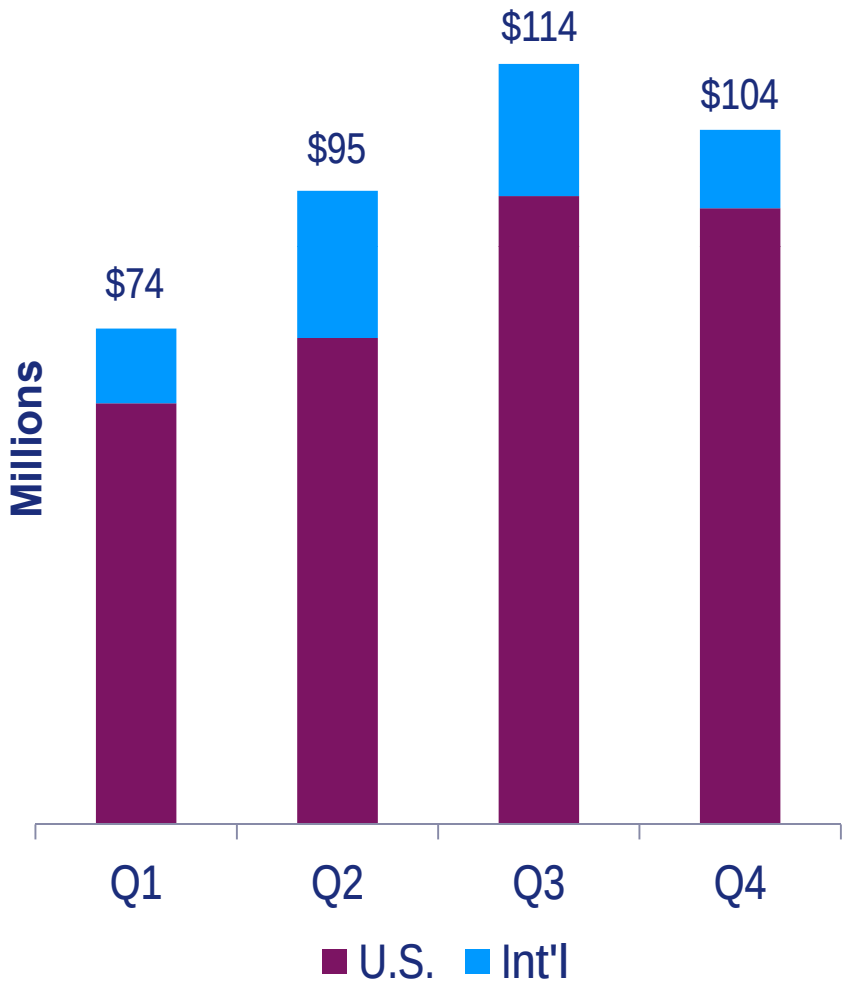
ABRAXANE Global Net Sales Growth

Demonstrate differentiated efficacy in traditional taxane indications:

- **Breast Cancer:**
  - New data in patient segments (Her2+)
  - Accelerate international launches
- **Non-small Cell Lung Cancer:**
  - U.S. approval expected in Q4:12
  - Multiple international filings planned

Develop data in indications where taxanes have limited utility:

- **Pancreatic Cancer:**
  - Complete enrollment H1:12
  - sNDA submission planned in 2013
- **Melanoma:**
  - Phase III data expected in H1:12



Note: The sum of the quarters do not reflect the annual result due to rounding

Commercial Readiness for Multiple Regulatory & Market Access Approvals

Planning for 2012 Commercial Launches

REVLIMID

13 New Countries
&
New Indications in Existing Markets:

EU NDMM, MDS
New Strengths
2.5mg & 7.5mg

VIDAZA

13 Countries

ISTODAX

EU Markets, Canada

ABRAXANE

7 Countries

POMALIDOMIDE

U.S. Only


Celgene
Committed to
improving the lives
of patients worldwide®

Bob Hugin

Key Milestones in 2012

	1H 2012	2H 2012
Anticipate approval of **REVLIMID** ND and Maintenance MM submission by EMA	●	
Submit **REVLIMID** ND and Maintenance MM applications with FDA and other agencies	●	●
Submit **Pomalidomide** marketing application for RRMM in the US and EU	●	
Submit **REVLIMID** MDS del 5q marketing application with EMA	●	
Complete enrollment of **ABRAXANE** Ph III Pancreatic trial	●	
Complete enrollment of **Pomalidomide** MM-003 Ph III RRMM trial	●	
Complete enrollment of **Pomalidomide** MF-002 Phase III Myelofibrosis trial	●	
Initiate Ph III **Apremilast** trial in ankylosing spondylitis	●	
Apremilast Ph III Psoriatic Arthritis data	●	
ABRAXANE Ph III Melanoma data	●	
Proof of concept **PDA-001** Ph II data	●	
Apremilast Ph IIb Rheumatoid Arthritis data	●	
REVLIMID MM-020 Ph III NDMM interim analysis data		●
REVLIMID MCL-001 Ph II SPA trial in R/R Mantle Cell Lymphoma data		●
Apremilast Ph III Psoriasis data		●
Initiate **Oral Azacitidine** Ph III trial in MDS		●
REVLIMID Ph II data in Diffuse Large B-Cell non-GCB		●

Q4 and Full Year 2011 Conference Call

Q&A

Reconciliation Tables

Celgene Corporation and Subsidiaries

Condensed Consolidated Statements of Income

(Unaudited)

(In thousands, except per share data)

	Three-Month Periods Ended December 31,		Twelve-Month Periods Ended December 31,	
	2011	2010	2011	2010
Net product sales	$ 1,242,635	$ 1,040,274	$ 4,699,690	$ 3,508,438
Collaborative agreements and other revenue	3,032	3,375	19,500	10,540
Royalty revenue	38,230	28,039	122,880	106,767
Total revenue	1,283,897	1,071,688	4,842,070	3,625,745
Cost of goods sold (excluding amortization of acquired intangible assets)	77,503	113,071	425,859	306,521
Research and development	436,427	327,530	1,600,264	1,128,495
Selling, general and administrative	315,107	295,112	1,226,314	950,634
Amortization of acquired intangible assets	75,045	68,030	289,226	203,231
Acquisition related (gains) charges and restructuring, net	(24,916)	27,036	(142,346)	47,229
Total costs and expenses	879,166	830,779	3,399,317	2,636,110
Operating income	404,731	240,909	1,442,753	989,635
Equity in losses of affiliated companies	1,838	1,182	2,804	1,928
Interest and other income (expense), net	(1,231)	(17,916)	(20,427)	24,903
Income before income taxes	401,662	221,811	1,419,522	1,012,610
Income tax (benefit) provision	(8,516)	12,564	102,066	132,418
Net income	410,178	209,247	1,317,456	880,192
Non-controlling interest	-	320	694	320
Net income attributable to Celgene	$ 410,178	$ 209,567	$ 1,318,150	$ 880,512
Net income per common share attributable to Celgene:				
Basic	$ 0.93	$ 0.45	$ 2.89	$ 1.90
Diluted	$ 0.91	$ 0.44	$ 2.85	$ 1.88
Weighted average shares - basic	441,064	469,244	455,348	462,298
Weighted average shares - diluted	449,747	476,709	462,748	469,517

	December 31,	
	2011	2010
Balance sheet items:		
Cash, cash equivalents & marketable securities	$ 2,648,154	$ 2,601,301
Total assets	10,005,910	10,177,162
Short-term borrowings	526,684	-
Long-term debt	1,275,585	1,247,584
Total equity	5,512,727	5,995,472

Reconciliation Tables

Celgene Corporation and Subsidiaries
Reconciliation of GAAP to Non-GAAP Net Income
(In thousands, except per share data)

		Three-Month Periods Ended December 31,		Twelve-Month Periods Ended December 31,	
		2011	2010	2011	2010
Net income attributable to Celgene - GAAP		$ 410,178	$ 209,567	$ 1,318,150	$ 880,512
Before tax adjustments:					
Net product sales:					
Sales of products exited or to be exited:					
Pharmion	(1)	(1,752)	(1,511)	(5,423)	(8,234)
Abraxis	(1)	-	(15,864)	(21,265)	(15,864)
Collaborative agreements and other revenue:					
Abraxis non-core revenues	(2)	-	(943)	(1,714)	(943)
Cost of goods sold (excluding amortization of acquired intangible assets):					
Share-based compensation expense	(3)	2,708	1,867	9,762	6,776
Abraxis inventory step-up	(4)	-	34,722	90,278	34,722
Cost of products exited or to be exited:					
Pharmion	(2)	3,744	1,569	9,881	9,783
Abraxis	(2)	-	9,298	13,151	9,298
EntreMed intercompany royalty	(5)	-	(202)	-	(283)
Research and development:					
Share-based compensation expense	(3)	24,705	21,725	104,704	82,097
Abraxis non-core activities	(2)	-	7,338	8,728	7,338
IPR&D impairment	(6)	-	-	118,000	-
Upfront collaboration payments	(7)	62,497	-	128,479	121,176
Selling, general and administrative:					
Share-based compensation expense	(3)	26,831	27,647	102,736	93,924
Abraxis non-core activities	(2)	-	15,089	15,065	15,089
Canadian pricing settlement	(8)	9,814	-	9,814	-
Amortization of acquired intangible assets:					
Pharmion	(9)	39,938	39,832	159,750	159,750
Gloucester	(9)	12,875	6,550	40,217	21,833
Abraxis	(9)	22,232	21,648	89,259	21,648
Acquisition related (gains) charges and restructuring, net:					
Gloucester contingent liability accretion	(10)	(10,203)	5,997	3,995	22,694
Abraxis acquisition costs	(10)	-	17,907	(357)	21,403
Abraxis restructuring costs	(10)	-	16,114	5,474	16,114
Change in fair value of contingent value rights issued as part of Abraxis acquisition	(10)	(14,713)	(12,982)	(151,458)	(12,982)
Equity in losses of affiliated companies:					
EntreMed, Inc.	(11)	102	352	644	1,295
Abraxis non-core activities	(2)	-	1,307	1,932	1,307
Interest and other income (expense), net:					
Abraxis non-core activities	(2)	-	(2,774)	104	(2,774)
Gain on divestment of non-core activities	(12)	-	-	(2,931)	-
Non-controlling interest:					
Abraxis non-core activities	(2)	-	(320)	(694)	(320)
Net income tax adjustments	(13)	(115,898)	(61,182)	(293,373)	(174,904)
Net income - non-GAAP		$ 473,058	$ 342,751	$ 1,752,908	$ 1,310,455
Net income per common share - non-GAAP:					
Basic		$ 1.07	$ 0.73	$ 3.85	$ 2.83
Diluted		$ 1.05	$ 0.72	$ 3.79	$ 2.79

Reconciliation Tables

Celgene Corporation and Subsidiaries
Reconciliation of GAAP to Non-GAAP Net Income

Explanation of adjustments:

(1) Exclude sales related to non-core former Pharmion Corp., or Pharmion, products to be exited and Abraxis BioScience Inc., or Abraxis, products that have been exited.

(2) Exclude the estimated impact of activities arising from the acquisitions of Abraxis that are not related to core nab technology and of Pharmion that have been exited or are planned to be exited, including other miscellaneous revenues, the cost of goods sold for products that have been exited or are planned to be exited, as well as operating expenses and other costs related to such activities.

(3) Exclude share-based compensation expense totaling $54,244 for the three-month period ended December 31, 2011 and $51,239 for the three-month period ended December 31, 2010. The after tax net impact reduced GAAP net income for the three-month period ended December 31, 2011 by $39,942, or $0.09 per diluted share and for the three-month period ended December 31, 2010 by $38,797, or $0.08 per diluted share. Exclude share-based compensation expense totaling $217,202 for the twelve-month period ended December 31, 2011 and $182,797 for the twelve-month period ended December 31, 2010. The after tax net impact reduced GAAP net income for the twelve-month period ended December 31, 2011 by $161,302, or $0.35 per diluted share and for the twelve-month period ended December 31, 2010 by $140,448, or $0.30 per diluted share.

(4) Exclude acquisition-related inventory step-up adjustments to fair value which were expensed for Abraxis in 2011.

(5) Exclude the Company's share of THALOMID royalties payable to EntreMed, Inc. for the three- and twelve-month periods ended December 31, 2010.

(6) IPR&D impairment related to a reduction in the probability of obtaining progression free survival labeling for the treatment of non-small cell lung cancer for ABRAXANE in the United States.

(7) Exclude upfront payments for research and development collaboration arrangements with Vaxon Biotech, AnaptysBio, Quanticell Pharma during the fourth quarter of 2011 plus upfront payments to Acceleron and the Institute for Advanced Health for the full year of 2011 and Agios Pharmaceuticals, Inc. in 2010.

(8) Pricing settlement with the Patented Medicine Prices Review Board of Canada related to sales of THALOMID.

(9) Exclude amortization of acquired intangible assets from the acquisitions of Pharmion, Gloucester Pharmaceuticals, Inc., or Gloucester, and Abraxis.

(10) Exclude acquisition related (gains) charges and restructuring for Gloucester and Abraxis.

(11) Exclude the Company's share of EntreMed, Inc. equity losses.

(12) Exclude gain recognized on divestment of non-core activities obtained in the acquisition of Abraxis.

(13) Net income tax adjustments reflect the estimated tax effect of the above adjustments and the impact of certain other non-operating tax adjustments, including one time effects of changes in tax law and acquisition related matters.

Celgene Corporation and Subsidiaries
Reconciliation of Full-Year 2012 Projected GAAP to Non-GAAP Net Income
(In thousands, except per share data)

	Range	
	Low	High
Projected net income - GAAP	$ 1,883,000	$ 2,001,000
Before tax adjustments:		
Cost of goods sold (excluding amortization of acquired intangible assets):		
Share-based compensation expense	12,000	11,000
Research and development:		
Share-based compensation expense	113,000	103,000
Selling, general and administrative:		
Share-based compensation expense	111,000	100,000
Amortization of acquired intangible assets	139,000	139,000
Acquisition related (gains) charges and restructuring, net:		
Gloucester contingent liability accretion	28,000	28,000
Net income tax adjustments	(194,000)	(246,000)
Projected net income - non-GAAP	$ 2,092,000	$ 2,136,000
Projected net income per diluted common share - GAAP	$ 4.23	$ 4.50
Projected net income per diluted common share - non-GAAP	$ 4.70	$ 4.80
Projected weighted average diluted shares	445,000	445,000