

NOMINATING, GOVERNANCE AND COMPLIANCE

COMMITTEE CHARTER

Purpose:

This document sets forth the policy of Celgene Corporation (the “Company”) concerning the establishment and operation of the Nominating, Governance and Compliance Committee of the Company’s Board of Directors (the “Committee”).

Composition:

The Committee must be comprised entirely of “independent directors” as such term is defined by NASDAQ and shall consist of no fewer than 3 members; provided, however, that with the approval of the Board, not more than one member of the Committee may satisfy one or more of the exceptions permitted by NASDAQ. A majority of the members of the Committee shall constitute a quorum.

Responsibilities:

The Committee shall assist the Board of Directors by:

1. Identifying individuals qualified to become Board members and considering candidates to fill positions on the Board. In identifying candidates, the Committee shall consider all factors the Committee deems appropriate. The Committee shall recommend to the Board such director nominees as it deems qualified.
2. Assisting individual directors in arranging for orientation and/or education that the Committee or the director believes would enhance the director’s performance as a member of the Board or any committee of the Board.
3. Reviewing the Company’s public disclosures regarding matters overseen by the Committee, including the director nominating process.
4. Overseeing the periodic evaluation of the performance of the Board and its committees in such manner as the Committee deems appropriate.
5. Developing and recommending to the Board such corporate governance guidelines, including changes to such guidelines that the Committee deems appropriate.
6. Developing and recommending to the Board changes to the Company’s By-Laws and Certificate of Incorporation as the Committee deems appropriate.

7. Overseeing the Company's corporate compliance efforts, excluding financial compliance (including financial reporting and the requirements of the U.S. Foreign Corrupt Practices Act), which shall continue to be the responsibility of the Audit Committee.
8. Evaluating shareholder proposals and developing and recommending to the Board comprehensive responses, including any recommendations of the Board to the Company's stockholders regarding voting on such proposals.

Authority:

The Committee has the authority to retain search firms and/or consultants to assist it in the performance of its responsibilities, including the authority to approve such search firms' and consultants' fees.

Reporting:

The Committee shall report to the Board at least once annually.

Committee Meetings:

The Committee shall have such meetings each year as it deems appropriate, but not less often than three times annually. The Committee may ask members of management or others to attend meetings and provide pertinent information, as necessary. The Committee shall maintain a high degree of independence both in establishing its agenda and in accessing various members of management. Minutes shall be prepared of all meetings.

Delegation:

The Committee may delegate authority to individuals or subcommittees when it deems appropriate. However, in delegating authority, it shall not absolve itself from the responsibilities it bears under the terms of this Charter.

Committee Charter:

The Committee shall assess its charter at least annually and shall recommend to the Board any changes to the charter the Committee deems appropriate.