



Code of
**Business Conduct
& Ethics**





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A Culture of Excellence in Everything We Do



Message from the CEO

Celgene was founded and continues to grow based on core principles of honesty, integrity and accountability. We hold one another to the highest standards in what we do and how we do it. These principles are the foundation for Celgene's Values and form the basis of our Code of Business Conduct and Ethics.

I am pleased to share with you our Code of Conduct, which summarizes Celgene's commitment to lawful and ethical conduct wherever we do business. It reinforces the principles that are fundamental to Celgene's culture, vision, mission and values – and to how we do business every day. I encourage you to read the Code thoroughly and thoughtfully.

This Code reiterates the key elements of many of our corporate policies with which you are already familiar. Combined with our policies, this Code should help you think through the issues and make the right decisions. There is no substitute for good judgment and, importantly, we have a team of experts to help you succeed. If you are ever unsure or have any questions, I encourage you to reach out to your manager, your Human Resources representative, Global Compliance or the Legal Department.

By setting the highest standards of integrity and safeguarding the trust that our stakeholders around the world place in us every day, we will continue to advance Celgene's mission to improve the lives of patients worldwide.



Mark Alles
Chief Executive Officer



Introduction – Commitment to Integrity

This Code summarizes Celgene's commitment to lawful and ethical conduct wherever we do business. Use this Code as a guide for your interactions with our patients, customers, business partners, shareholders, government agencies, communities, and fellow employees.

This Code applies to all Celgene employees and anyone acting on our behalf, including non-employee groups such as directors, contractors, suppliers, and consultants, where allowed by local laws.

As a global company, we comply with the laws and regulations of each locality in which we operate. Failure to comply with applicable local laws may subject Celgene (and the employees involved) to civil and criminal penalties. If you encounter a situation in which the standards of conduct laid out in this Code go beyond what is required by local law, you should follow the higher standard set out in this Code. If you believe that following a requirement in this Code is prohibited by local law or will subject you or Celgene to legal liability in any locality, please consult with the Legal Department.

This Code will direct you to other more detailed Company policies and procedures to help you address specific issues. This Code is a resource, but it is not a substitute for other compliance resources. If you have a question relating to a particular issue, you should always contact an appropriate Company resource to assist you. Appropriate resources may include your manager, your Human Resources representative, the Global Compliance Group or the Legal Department depending on the issue. If in doubt, ask!

This Code may be revised as needed to remain current in our changing business and regulatory environment. You will be notified of any significant changes and are expected to familiarize yourself with the revisions. This Code will be distributed to all employees who will be required to certify that they have received, read and understood this Code and will comply with its terms. This Code will also be distributed to non-employee groups and others acting on behalf of Celgene (such as directors, contractors, suppliers and consultants), where allowed by law.

This Code of Conduct is not a contract of employment.





Our Responsibilities

You have a responsibility to:

- Read and understand this Code, as well as any updates.
- Follow this Code in both its spirit and intended principle.
- Ask your manager, your Human Resources representative, the Global Compliance Group or the Legal Department if unsure about the proper thing to do.
- Cooperate with any internal investigation of any reported violations of this Code.
- Always treat other employees, and non-employees such as contractors, suppliers, and consultants with whom we do business, with respect.

If you are a manager, you must also:

- Create an atmosphere that helps promote lawful and ethical behavior that allows your employees to ask questions and raise concerns.
- Demonstrate a commitment to this Code through your words and actions.
- Foster the completion of required compliance training and look for additional ways to communicate on a regular basis the importance of complying with this Code and other Celgene policies.
- Promptly report to the Legal Department any violations of law or other misconduct that is significant in nature or scope.
- Ensure that your employees (reporting directly or indirectly) know there will be no retaliation for reporting violations in good faith.

Promptly report any conduct that you believe violates law, regulation, corporate policy and/or this Code through any number of channels outlined in this Code, including to the Compliance and Ethics Hotline.



Compliance and Ethics



Responsibilities to Celgene and Our Shareholders





General Disclosures and Confidentiality

Key Principles:

We must maintain the confidentiality of information entrusted to us, whether internally or by others, including our patients, suppliers and customers. Unauthorized disclosure of any confidential information is prohibited. Additionally, we should take appropriate precautions to ensure that confidential or sensitive business information, whether it is proprietary to Celgene, another company or individual, is not communicated within Celgene except to other employees who need to know the information to perform their responsibilities and to fulfill our obligations.

We may be asked for information concerning Celgene by people outside of Celgene. Only Celgene-authorized spokespersons should discuss internal Celgene matters with, or disseminate information to, anyone outside Celgene, unless required for us to perform our responsibilities. This guidance applies to inquiries concerning Celgene from the media, market professionals (such as securities analysts, institutional investors, investment advisers, brokers and dealers) and security holders. If we receive any inquiries of this nature, we should decline to comment and refer the inquirer to Celgene's Corporate Affairs Department.

We are extremely mindful of the sensitive nature of trade secrets and confidential information acquired during prior employment. Accordingly, proprietary or confidential materials and information that you possess from a prior employer should not be disclosed, discussed or brought to Celgene.

Celgene in Action:

- You should always be careful with your communication activities, especially in a public setting. Do not discuss confidential Celgene business in any public location (e.g., airport terminals, train stations, hotel lobbies, etc.).



References:

- [General Disclosures](#)
- [Social Media Policy](#)
- [Securities Trading Policy](#)

Q&A:

Q: I received an email asking me to participate in a market research survey and answer some basic questions about Celgene. They even offered to pay \$100 for my time or to donate it to a charity of my choice. Can I participate in the survey?

A: It's important to confirm the credibility of these kinds of informal email requests (or telephone calls) seeking information about Celgene because they can be improper attempts to gain market intelligence about Celgene. In addition, such email requests could also be malicious attempts to introduce harmful viruses to our computer networks. Review the guidance provided in the General Disclosures and obtain proper authorization before responding to such requests.



Conflicts of Interest

Key Principles:

Conflicts of interest may arise when we take actions or have interests that may make it difficult to perform our work honestly, objectively and effectively.

Conflicts of interest can take many forms. Conflicts may arise from the giving or receipt of improper or excessive gifts and entertainment, outside business activities, investments, or personal relationships. Actual conflicts must be avoided but even the appearance of a conflict can harm the trust of our patients, fellow employees, suppliers, and other business partners. We should disclose any potential conflict of interest when we join Celgene, or at any time when a new potential conflict arises.



Celgene in Action:

- You should disclose any potential conflict of interest to your manager.
- Before giving or receiving a gift or participating in business entertainment with our business partners, ask yourself if it is legal and nominal in value.
- You should consider whether the gift or situation would cause embarrassment to Celgene if publicly disclosed.
- It is not always easy to determine whether a conflict of interest exists. You can always discuss a potential conflict of interest issue in advance with the Legal Department or the Global Compliance Group.

References:

- [Conflicts of Interest Policy](#)
- [Hospitality and Gifts to Healthcare Professionals](#)

Q&A:

Q: Is it a conflict of interest to work on evenings or weekends as a consultant for another company?

A: Possibly. It would be a conflict if your work is with a competitor or if you make use of Celgene related information. It can also be a conflict if your outside business activity negatively impacts your job performance or your ability to take on certain assignments. You should disclose the outside business activity to your manager and obtain appropriate written approval as outlined in the Conflicts of Interest Policy.

Q: A vendor that we already use offered to pay my conference registration fee, as well as my travel, hotel and meals expenses. Is that a conflict of interest?

A: Depending on the nature of the relationship with the vendor, it may present a conflict. You should seek approval from your manager before allowing the vendor to pay for your travel and hotel expenses. Remember, even if we currently use the vendor, at a future date the decision to continue working with that vendor may be perceived as influenced by the offer if the vendor paid for your travel expenses.



Use of Corporate Assets and Communication Tools

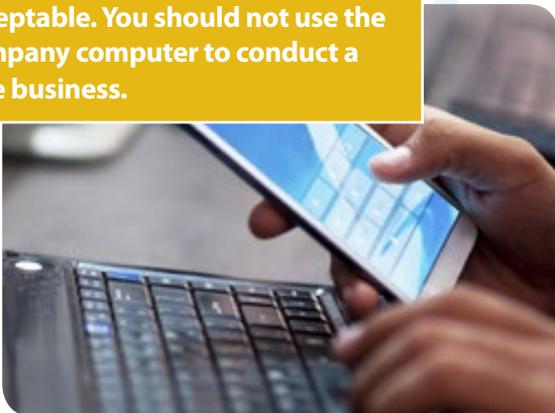
Key Principles:

We use Celgene-provided assets and resources in order to do our jobs. Computers, phones, equipment, instruments, and office supplies are all essential to performing our roles and in maintaining our competitive advantage in the marketplace.

As a general rule, company assets should be for business use and should not be used for personal purposes. We may use computers and communication tools for personal use as long as such use does not violate any Celgene policy or affect our work productivity. Unless prohibited by the laws and regulations of the countries where we do business, Celgene retains the right to inspect, monitor and review all Celgene assets at any time.

We use Celgene IT resources in a manner consistent with IT Acceptable Use and IT Security Policy.

Using Celgene assets to conduct an outside business activity is never acceptable. You should not use the company computer to conduct a side business.



Celgene in Action:

In general, apply your common sense when using Celgene assets. For example:

- Using the department copier to make a copy of your personal bill is acceptable, but copying many flyers for a school event is not.
- Making a quick personal local call is ok, but making personal calls overseas is not.
- Using your phone or computer to send or receive any inappropriate or offensive material is never acceptable.

References:

- [IT Acceptable Use Policy](#)
- [IT Security Policy](#)

Q&A:

Q: Is it permissible to do some online shopping at work?

A: Yes, limited and incidental personal use of the computer at work is permitted as long as it does not negatively affect your productivity. For example, you could do this during your lunch hour.

*A company that strives
to keep patients at the
center of everything
it does ... every day.*





Records Retention and Information Management

Key Principles:

Celgene is subject to legal obligations regarding the length of time certain records must be retained, and we have established policies, procedures and retention schedules that reflect these obligations. In certain cases, we have extended the retention period in response to specific business needs. These schedules are mandatory and must be followed.

When we face potential legal claims or government investigations, our Records Management Policy requires that we retain relevant records during the pendency of the legal claim or government investigation. When such a "Legal Hold" becomes necessary, the Legal Department will issue instructions to affected employees.

Celgene in Action:

- You should be familiar with the retention schedules of the records and documents within the scope of your responsibility.
- You should never discard, destroy or attempt to alter any record that is subject to a "Legal Hold" or requested by a regulatory or governmental agency.



References:

- *Records Management Policy*
- *IT Security Policy*

Q&A:

Q: Sometimes I take work home and work on my personal home computer. Can I keep some records and documents on my personal home computer as a back-up?

A: It is prohibited to store any Celgene records or documents on your home computer as a back-up. If you happen to download any Celgene documents as a working draft on your home computer, be sure to delete those documents as soon as you are finished with the draft.



Integrity of Books and Record Keeping

Key Principles:

All Celgene financial information must be accurate, complete and not misleading.



Celgene in Action:

- It is your responsibility to accurately report and record financial transactions.
- If you become aware of any financial fraud, you must report it immediately to your manager, the Legal Department, the Global Compliance Group or the Compliance and Ethics Hotline.
- Be knowledgeable about procurement and expense reporting procedures and policies.

Promptly report any pressure from management to inappropriately report financial results. You can use the Compliance and Ethics Hotline or any other reporting channels.

References:

- *Procurement Policy*
- *Travel and Entertainment Policy*
- *Signature Authority Policy*
- *Records Retention Policy*



Securities Trading

Key Principles:

We are committed to promoting fair and open markets for buying and selling Celgene securities. Other than in certain limited cases described in our Securities Trading Policy, we may not buy, sell, or engage in any other transaction with respect to any of the securities of Celgene (including Celgene common stock and employee stock options and restricted stock units) or the securities of any other company while in possession of material, non-public information. Material information is any information that a reasonable investor would consider important in making an investment decision.

We are also prohibited from disclosing material, non-public information to others both inside and outside Celgene without legitimate business reasons and proper management authorization. This is referred to as “tipping.”

If we are in possession of material, non-public information about Celgene (or another company), we must not trade any securities of Celgene (or such other company) until a sufficient period of time has passed after the public disclosure of the information (generally one full trading day).

You (and your spouse and anyone else living in your household) are prohibited from trading in Celgene securities during any designated “blackout periods.” Typically, such “blackout periods” begin at the close of Celgene’s fiscal quarters and end one full day after Celgene’s public earnings announcement for that quarter. Celgene may initiate additional “blackout periods” as needed by business circumstances.

Violation of our Securities Trading Policy may result in disciplinary action by the Company, including termination of employment. In addition, violations of securities laws may result in civil and criminal liability.

If you have any questions about whether the purchase or sale of securities might violate our Securities Trading Policy, you should consult with your department head or the Legal Department.



Q&A:

Q: Does Celgene’s Securities Trading Policy apply to trading in the securities of other companies?

A: Yes. For example, if you are working with a contract manufacturer and you learn of their plans to expand their business into other areas and if you purchase that company’s stock based on this information, it may be insider trading if such information is material and has not been released to the public.



Securities Trading (Cont'd)

Celgene in Action:

- You must not communicate material, non-public information to persons outside Celgene, except when there is a legitimate business reason and appropriate steps (such as a confidentiality agreement) have been taken to assure the information is not misused.
- If doubt exists as to whether the information is material or has been released to the public, do not trade, share or discuss it with others until you have consulted with the Treasurer, Chief Financial Officer or General Counsel.
- In order to minimize the risk of insider trading, employees may put into place a Rule 10b5-1 trading plan for their Celgene stock and options. Further information is available in the Securities Trading Policy and from the Legal Department.
- Stricter standards may apply to officers, directors and certain other employees. You should refer to the Securities Trading Policy for more information concerning pre-clearance procedures prior to engaging in securities transactions.

Our Securities Trading Policy prohibits pledging or holding Celgene stock in a margin account, trading in derivative securities such as publicly traded options, warrants, puts and calls or similar instruments (other than employee stock options) on Company securities or selling Company securities “short” without the prior written consent of the Chief Executive Officer or other designated person.

References:

- *Securities Trading Policy*





Social Media

Key Principles:

We recognize that the use of “Social Media” has become widely used for the exchange of both personal and business information. However, unless specifically authorized, we should not use Social Media for any business communications related to Celgene, its current or potential products, employees, partners, customers, services or competitors. Even when we engage in personal Social Media communications, we may not represent Celgene or create the impression that we are communicating on behalf of Celgene. When we are involved in using internal blogs and Social Media collaboration sites for Celgene, we should follow the other sections in this Code of Conduct when interacting with colleagues on these platforms.



Celgene in Action:

- Celgene’s Social Media policy provides for designated “Social Media Community Managers” to represent Celgene on Social Media platforms and accounts and speak about Celgene, its products and therapeutic areas.
- You may not use logos and trademarks owned by Celgene.
- You may not use a Celgene email account for personal Social Media communications.
- If you encounter information on Social Media about the safety of our products, follow our Adverse Event reporting procedures.
- You may reveal your affiliation with Celgene as part of your profile on professional or social networking sites such as LinkedIn or Facebook.

We may not divulge confidential or material nonpublic information through Social Media channels.

References:

- *Social Media Policy*
- *Conflicts of Interest*

Q&A:

Q: It really bothers me when I see incorrect information about Celgene or our products on blogs or Social Media platforms. Can I respond by posting information that corrects this wrong information?

A: No. Even if you have good intentions, don’t post corrections. Only authorized Celgene spokespersons and “Social Media Community Managers” can post or correct information about Celgene on Social Media. You should notify Celgene’s Social Media Community Managers that you observed such incorrect information.

Q: May I share Celgene news and information on my Social Media accounts?

A: You are allowed to follow/subscribe to any Celgene Social Media accounts (e.g., @Celgene on Twitter, or Celgene YouTube page). You may also re-tweet, like, favorite, pin, share, etc. content from a Celgene Social Media account provided it does not contain any off-label uses of Celgene products or investigational treatments, and that you do not modify or add any comments or content to any Celgene Social Media content.



Responsibilities to Each Other and Our Communities





Discrimination or Harassment

Key Principles:

We value the diverse backgrounds of our employees and strive to create and maintain a workplace in which ideas can be expressed freely with mutual trust, honesty and respect. Bias, or discrimination based upon race, color, religion, belief, gender, age, national or ethnic origin, sexual orientation, disability, military service, marital status, or any legally-protected status, should not be part of our business practices. This applies to all phases of employment, including the hiring of new employees, training, development, compensation, promotions, demotions, transfers, and terminations. Regardless of where we work, Celgene will take appropriate disciplinary action against employees engaging in practices that violate our standards prohibiting discrimination and harassment. Celgene will work to ensure that non-employees in our workplace, such as directors, contractors, suppliers, and consultants with whom we do business, adhere to these same high standards.

Celgene in Action:

- Value and respect the differences in and diversity of our fellow employees
- Cultivate a work environment free of discrimination and harassment.
- Provide employees with opportunities based on performance and factors that are relevant to job performance.
- You should promptly report harassment and/or discrimination to your manager, department manager, Human Resources or the Compliance and Ethics Hotline.



Q&A:

Q: A representative of a vendor made a gender-based joke. I don't think he meant to be offensive but there were other Celgene employees in the meeting. Should I report the incident?

A: Yes. Celgene is committed to providing a workplace that is free from all forms of discrimination and harassment. This includes jokes, even if they are not intended to be offensive. This incident should be reported to your manager or Human Resources representative so that it can be reviewed and appropriate next steps taken.

Q: During a job interview, the candidate mentioned that she has two young children. I know that the position will require overtime so I asked about her childcare arrangements? Was that permitted?

A: No. Factors such as marital status, parental status and pregnancy cannot be considered when making a hiring decision. However, it is permissible to state that the ability to work overtime is an expectation of the position and ask whether that will be an issue for the candidate.

Q: I was recently diagnosed with a medical condition that makes it difficult for me to perform one of my regular job duties. What should I do?

A: Celgene is committed to providing reasonable accommodations to all qualified individuals with disabilities. You should notify your manager, Human Resources representative or an Occupational Health Nurse of your situation so that they can discuss possible accommodations with you.



Data Privacy and Personally Identifiable Information

Key Principles:

We have a responsibility to protect personal information, including sensitive personal identifiable information gathered from employees and individuals with whom we engage to conduct our business, including consumers, healthcare professionals, clinical trial subjects, and patients. We are committed to keeping this information confidential and secure in accordance with applicable laws when this information is processed. We must recognize that protecting the privacy and security of personal information and sensitive personal information is a global concern and that different countries and cultures have different expectations about what should be protected, how securely, and at what cost.



Celgene in Action:

- Collect personal information only for legitimate business purposes and keep it only as long as necessary.
- Restrict access to personal information on a “need to know” basis.
- Take appropriate precautions to safeguard personal information.
- Properly destroy records containing personal information according to Celgene policies and procedures.

References:

- [Personal Data Protection Policy](#)
- [Records Management Policy](#)

Q&A:

Q: My laptop was stolen from my car when I stopped at a store on my way home. Is this an issue?

A: Possibly. If your laptop contained personal identifiable information, it may be considered a data security breach and require disclosure notifications and even remediation action. Even if you did not actually store the information on your laptop, it may have been attached to emails that reside on your laptop. You should contact the Legal Department and the IT Helpdesk immediately to determine appropriate next steps .



Health and Safety

Key Principles:

As part of Celgene's Global EHS mission, Celgene is committed to global leadership in our Environmental Health and Safety (EHS) programs that effectively minimize occupational and environmental risks. We strive to provide a safe, healthy and environmentally responsible workplace for all employees and visitors to our facilities by complying with applicable regulations in the countries where we work, educating our employees, striving for an injury-free workplace and implementing risk control measures, as appropriate.

We also recognize that special precautions must be taken because certain of our materials and products have the potential for toxic outcomes (such as birth defects) when improperly handled. Through the use of engineering modifications, personal protective equipment, training, specified practices and procedures, we are constantly striving to minimize these risks. Celgene will not prohibit any employee from performing a job role based on gender or pregnancy status, unless a bona fide occupational qualification exists and as guided by applicable laws and regulations.

Celgene in Action:

- You should comply with all policies and procedures to assure a safe and healthful working environment.
- Establishing and maintaining a mechanism for a competent occupational health resource to provide appropriate services at each Celgene location.
- Any employees or contractors who are pregnant, who are involved in family planning, or who are concerned about their reproductive health, have the option to consult with an Occupational Health Resource and EHS Department as appropriate.
- You should complete and submit the Reproductive Health Hazard Questionnaire to the Celgene Occupational Health Resource and you will be provided with a confidential consultation with EHS.

References:

- [Reproductive Health and Safety Policy](#)



Q&A:

Q: Where can I get additional information?

A: You can contact a Celgene Occupational Health Resource, Human Resources, EHS and/or your personal physician.

*Passion for patients is
at the heart of what
Celgene does.*





Debarment and Ineligible Persons Restrictions

Key Principles:

We must comply with the laws relating to government health care programs in each country where Celgene does business.

We have a duty to disclose any information that might preclude our involvement or the involvement of another person acting on behalf of Celgene in a government healthcare program or clinical trial. The restrictions may include debarment or exclusion or the lack of a relevant license required to perform a particular role or meet legal requirements. Celgene reserves the right to screen employees, officers and directors, and outside healthcare professionals for ineligibility.

Celgene in Action:

- If you become aware of any person seeking employment with Celgene who is currently excluded, suspended, debarred or otherwise ineligible to participate in the U.S. federal health care programs, you must immediately disclose such information to the Legal Department and your Human Resources representative or the hiring manager.





Political Activity

Key Principles:

The laws of many countries prohibit or set strict limits on contributions by corporations to political parties and candidates. In the United States, certain state laws may be more restrictive than federal laws. While Celgene encourages you to participate in political activities, you must do so in your individual capacity and not on behalf of Celgene.

Celgene in Action:

- Do not make any direct or indirect political contributions or expenditures on behalf of Celgene, unless expressly authorized by the Board of the Celgene Corporation Political Action Committee (Celgene PAC).
- Do not use Celgene time, property, money or equipment for personal political activities.



References:

- [Policy on Political Contributions and Lobbying](#)

Q&A:

Q: I am part of a fundraising team for my local political party. Can I approach co-workers during office hours or send emails from my work computer to request contributions?

A: No. You may not solicit contributions during office hours and you should not use your work computer or email address for this purpose as it may give the improper impression that the political activity is supported by Celgene.



Sustainability and Environmental Compliance

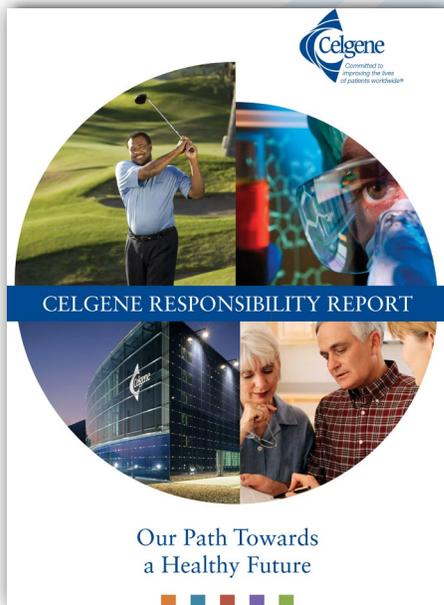
Key Principles:

We support the principles of sustainability and good environmental practices in all aspects of our operations and in the welfare of our communities and people that our business affects. We are committed to reducing our environmental impact while enhancing our business performance and efforts on behalf of our employees and the patients we serve. Celgene strives to attain a standard of excellence for environmental sustainability and governance in the biopharmaceutical industry.

Celgene in Action:

- Participate in Celgene programs targeting conservation of energy and resources, waste reductions, recycling and use of recycled or renewed products.
- Promptly report all environmental incidents, including potentially harmful releases into the atmosphere, land or water to a representative in EHS or Facilities.
- Cooperate fully with any internal investigations and corrective actions related to an environmental incident.

Contact Facilities or EHS if you have any ideas about how Celgene can enhance its sustainability practices.



References:

- *Sustainability and Environmental Compliance Policy*
- *Celgene Corporate Responsibility Report*



Integrity in The Market Place





Anti-Bribery and Anti-Corruption

Key Principles:

At Celgene, bribery is never permitted. This principle doesn't change based on local culture or if we are dealing with a government official, healthcare professional or a commercial customer. We must follow all applicable anti-corruption laws and regulations, including the U.S. Foreign Corrupt Practices Act (FCPA), the UK Bribery Act, and similar laws wherever we do business.

Celgene in Action:

This means you may not:

- Directly or indirectly offer or give a kickback, payoff, payment or anything of value to improperly influence any government official or commercial customer to obtain or retain business, obtain reimbursement approvals, favorable pricing, or advance Celgene's commercial interest.
- Directly or indirectly request, agree to receive or accept kickbacks, payoffs or other payments in connection with Celgene business.

References:

- [Anti-Bribery and Anti-Corruption Policy](#)
- [SOP-ABAC Third Party Due Diligence](#)

Remember that bribes and kickbacks, whether made directly or indirectly, are strictly prohibited.

Important Definitions:

Government Officials

Government officials are not limited to political parties or agencies. Employees of government-owned entities or businesses, such as doctors, nurses and other healthcare providers, can be considered "government officials."

Bribe or Kickback

A "bribe" or "kickback" is the payment of anything of value, which may be in the form of money, gifts, services, internships, vacations, and entertainment, made for the purpose of improperly influencing a decision or to obtain or retain business. A "kickback" may also include the partial return of payment outside the contract, as a reward for giving the business. Remember that bribes and kickbacks, whether made directly or indirectly, are strictly prohibited.

Facilitating Payment

Facilitating payments are small sums of money or gifts that are given to low-level government officials or employees to speed up routine government action, such as providing phone, water or electrical services. Sometimes referred to as "grease" payments, other examples may include payments to facilitate the loading and unloading cargo or processing visas or work orders, or dealing with customs authorities. Celgene prohibits these facilitating payments.



Anti-trust and Competition Laws

Key Principles:

We must follow the antitrust and competition laws in places where we do business. These laws are designed to preserve a fair and level playing field for all businesses by prohibiting any agreements and practices that improperly restrain business competition. Violations of antitrust and competition laws carry severe penalties that can be imposed on both Celgene and Celgene employees and contractors.

We must exercise particular caution when attending industry association meetings. If a discussion regarding a prohibited topic occurs, you must stop the conversation or meeting immediately, explain that you cannot participate in the discussion, and leave the meeting. You must then report the discussion to the Legal Department as soon as possible.

Celgene in Action:

Antitrust and competition laws are often complex and vary country to country. If you have any questions regarding antitrust and competition laws, contact the Legal Department immediately. You must not engage in making agreements or arrangements with competitors regarding:

- pricing, bid rigging or dividing or allocating markets, territories or customers; or
- activities to boycott our customers or suppliers.



Q&A:

Q: I recently attended a conference sponsored by a trade association group. During an informal evening event, two sales representatives from other companies started talking about pricing strategy. What should I have done?

A: The perception that you are involved in price fixing or collusion can happen whenever you are with competitors discussing pricing. If you find yourself in a situation where competitors are discussing pricing, you should immediately announce that you cannot be present during such discussion or conversation, excuse yourself from the event, and promptly advise the Legal Department.



Global Trade Compliance

Key Principles:

Many countries have laws regulating international trade through restrictions on imports and exports of goods, technology, information and services. It is our policy to comply fully with applicable trade laws and regulations. If your work involves international trade activities, you must be familiar with and follow the relevant laws and regulations in this area.



Celgene in Action:

- If you work directly or indirectly with import/export related activities, including shipment of goods to and from Celgene sites located in different countries, you must know and follow the applicable laws and procedures.
- Be aware that movement of non-Celgene products (for example, company assets like equipment) between Celgene sites can be considered import/export activities.
- Any questions or concerns regarding trade compliance should be directed to the Legal Department.

References:

- *Global Trade Compliance Policy*

Q&A:

Q: If I take laboratory equipment outside the US to a Celgene facility in China, is that an export?

A: Yes. It is an export and subject to U.S. export control laws.



Responsibility to Patients





Patient Safety - Ensuring the Safety of Celgene Products

Key Principles:

Celgene is committed to helping ensure the safety of all patients using its products. Celgene employees and contractors are responsible for reporting adverse events to the appropriate group within Celgene for evaluation and reporting. Information on adverse events that originate from clinical trials should be reported in accordance with stated study protocols. In addition, Celgene employees and contractors are responsible for ensuring adherence to patient risk management programs for specific products.



Celgene in Action:

- Every employee and contractor is responsible for completing training on the Adverse Event Reporting Policy.
- You should know how to report adverse events for our products.
- You must report adverse events to the appropriate Drug Safety department within 24 hours of receipt of information. Potential pregnancy exposure to a Celgene product must be reported immediately.
- If you become aware of a suspected product quality complaint (PQC), you are obligated to report the issue as soon as possible. You can do so by emailing Customercomplaints@celgene.com.
- You can report suspected counterfeiting or tampering of a Celgene product to ProductSecurity@celgene.com or by contacting Celgene@ethicspoint.com.
- You must comply with product risk management programs for specific products.

References:

- [Corporate Adverse Events Reporting Policy](#)
- [Global Products Risk Management Policy](#)

Q&A:

Q: Am I still obligated to report any adverse event on our products that I am made aware of outside of business hours? What if the effect is relatively minor, like a headache?

A: Yes. As Celgene employees, it is our policy to report any adverse event pertaining to our products, within 24 hours, to the appropriate Drug Safety department. The severity of the adverse event does not change this requirement. We must report the event immediately if it is pregnancy-related.



Promotion of Our Products (Commercial Practices)

Key Principles:

We promote and market our products worldwide based on honesty and truthfulness and by using accurate and well-balanced scientific information in all of our marketing activities. We comply with applicable promotional and marketing laws and regulations of countries and regions where we do business, and industry codes of practice, such as the EFPIA and PhRMA Codes.

Anyone acting on Celgene's behalf in marketing and promotional activities must follow Celgene policies and procedures, including the Promotional Policy and external marketing codes, when interacting with healthcare professionals and patients.

Always conduct promotional activities only with Celgene-approved materials.



Celgene in Action:

- When promoting our products, you should always present information that is honest, accurate, and balanced. This includes an accurate statement of safety information which should never be minimized or misrepresented.
- Never promote our products for unapproved uses.
- Always conduct promotional activities only with Celgene-approved materials.
- If you are engaged in promotional activities, you are expected to know and understand the rules governing promotion, including Celgene policies and procedures.

References:

- *Promotional Policy*

Q&A:

Q: I would like to customize Celgene's promotional materials so that they are focused on a physician's specific needs. Is that okay?

A: No. Celgene materials are developed and reviewed through a rigorous process. You should neither alter Celgene-approved materials nor create your own.



Innovation is at the core of therapies, turning knowledge about disease mechanisms at the genetic and cellular level into treatments that manage, prevent and ultimately cure illness.



Interactions with Healthcare Professionals (HCPs)

Key Principles:

Our interactions with Healthcare Professionals (HCPs), which includes physicians, nurses, nurse practitioners, physician assistants, pharmacists, health plan administrators, and medical institutions, are guided by applicable laws, regulations, industry standards and association codes. We do not influence HCPs in their decisions regarding the use of Celgene products based on improper communications, marketing materials or financial incentives. Celgene will accurately disclose payments or other transfers of value to physicians, advocacy organizations, and other individuals or entities who recommend or are authorized to purchase or prescribe our drugs, to the extent required by applicable laws. In the United States, there are federal as well as state laws that require disclosure of such payments. Other countries, such as France, have similar laws.



You are strictly prohibited from providing or promising any form of improper economic benefit to any HCP for the purpose of influencing the use, purchase, prescribing or recommending of our products.

Celgene in Action:

- Hospitality and gifts, research and educational grants, and fair market value compensation to HCPs may be provided in accordance with applicable laws and regulations, including Celgene policies and procedures.
- You should be aware of and follow all Celgene policies and procedures applicable to interactions with HCPs.
- You should include reportable transfers of value on your expense reports, such as for meals with HCPs, in accordance with local laws.

References:

- *Retaining Healthcare Professionals as Speakers and Consultants Policy*
- *Hospitality and Gifts to Healthcare Professionals Policy*
- *Grants, Donations and Sponsorships Policy*
- *Spend Transparency Policy*
- *Health Authority Laws and Regulatory Requirements*
- *Global Fair Market Value (FMV) SOP*



Health Authority Laws and Regulatory Requirements

Key Principles:

In the areas that cover the drug life cycle, including research, development, manufacturing and distribution, Celgene complies with industry codes (e.g. PhRMA and EFPIA) and with international regulations including Good Manufacturing Practices (GMP), Good Laboratory Practices (GLP), Good Clinical Practices (GCP), Good Distribution Practices (GDP) and Good Pharmacovigilance Practices (GPvP) – collectively Good Operating Practices or GxP. Celgene has developed systems and internal controls to ensure compliance with these requirements, which includes the following:

- Global and functional policies and procedures.
- GxP Quality Units serving the various business functions, worldwide.
- GxP Quality Systems for Document Management, Learning Management and Quality Management.
- A corporate global GxP audit program to provide assurance to executive management that compliance remains in a state of control throughout the company.

Celgene in Action:

- It is important that you are trained and knowledgeable about the policies and procedures that are relevant to your job responsibilities.
- It is your responsibility to follow relevant policies and procedures and properly document your compliance with them.
- You have a responsibility to cooperate with all assessments and internal audits to ensure Celgene's compliance with applicable laws and regulatory requirements.
- In the event of non-compliance with these laws and regulations, you should follow established procedures for reporting, or report to your manager, or associated Quality Unit and/or escalate to the Legal Department or Global Compliance Group immediately.



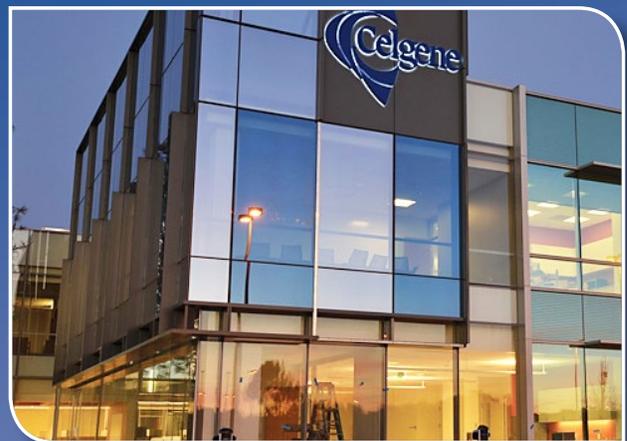
Q&A:

Q: I am a new hire at a Celgene manufacturing site and I'm eager to contribute to my team's GMP regulated work activities. I would like to be proactive and help clean one of the production lines before its next use. Is that Ok?

A: Not necessarily. You need to be trained and qualified to perform certain GMP related activities and this must be documented prior to performing the task(s). You should ask your manager first.



Compliance and Ethics at Celgene





Celgene's Global Compliance Program

Celgene's Global Compliance Program is designed to support legal and ethical conduct throughout the Company.

The Chief Compliance Officer reports to the Chief Executive Officer and is responsible for overseeing Celgene's compliance program, and ensuring that there is broad and consistent application of our standards.

All groups and individuals throughout the Company have significant compliance responsibilities. At Celgene, everyone is responsible for Compliance.



Q&A:

Q: What should I do if my manager has instructed me to do something that I think is unethical?

A: If you are told to do something that you believe is unethical, you may express your concerns directly to your manager, or escalate up to his or her managers or any senior executive. You can also report the matter to your Human Resources representative, the Legal Department or the Global Compliance Group. Communicate your concerns openly and honestly. If you prefer, you can always contact the Compliance and Ethics Hotline, anonymously if you deem necessary.



Asking Questions and Getting Help

You have an obligation to promptly report any conduct that you believe violates applicable laws, regulations, corporate policy and/or this Code. You can make a report, ask a question or simply seek guidance through one of the following resources:



Your Manager, Human Resources Representative, or the Legal Department

You can discuss concerns with your manager, Human Resources representative, Global Compliance Group or the Legal Department.

The Compliance and Ethics Hotline

A list of country specific toll-free numbers is provided at the end of this Code. If the specific toll-free number does not work from your country, you should use the Compliance and Ethics Hotline website.

The Compliance and Ethics Hotline Website

All employees also may report any conduct that violates law, regulation, corporate policy and/or this Code through the Compliance and Ethics Hotline website: celgene.alertline.com or <https://celgeneEU.alertline.com> (if you are located in the EU).

Global Compliance Group

You can seek advice or report misconduct to the Global Compliance Group.

Communicate Concerns in Writing

You may communicate concerns (anonymously or otherwise) by writing to:

Chief Compliance Officer:

Celgene Corporation
86 Morris Avenue
Summit, NJ 07901
United States of America

Chairperson of the Audit Committee c/o Corporate Secretary:

Celgene Corporation
86 Morris Avenue
Summit, NJ 07901
United States of America

Celgene policy strictly prohibits any retaliation for reporting in good faith. Any such retaliation is itself a violation of this Code and will result in appropriate discipline, up to and including termination of employment.



Compliance and Ethics Hotline

What happens when you call the Compliance and Ethics Hotline or make a report to the Compliance and Ethics Hotline Website?

If you call the Compliance and Ethics Hotline, an interviewer from an independent company will answer and prepare a detailed summary of your report. The information will then be forwarded to the Compliance Investigations Committee to review the matter. Except in certain instances where restricted by local laws, you do not have to give your name, although it is strongly suggested that you do so, as it may assist the investigation. You will receive a reference number at the end of your call. This will allow you to call back at a later time to add any additional information to your original call or to find out if Celgene has any further questions for you, which may assist in the investigation.

If you make a report to the Compliance and Ethics Hotline Website, you will be guided through a series of questions to help you provide a detailed summary of your concerns. Similar to calling the Hotline, the information will be forwarded to the Compliance Investigations Committee for review. You will receive a reference number at the end of your report which will allow you to log back in to the Compliance and Ethics Hotline Website at a later time to add any additional information to your original report or to find out if Celgene has any further questions for you, which may assist in the investigation.

We ask all employees to report any misconduct immediately, as failure to take action regarding a possible violation within a reasonable period may lessen our ability to correct the issue in an effective and timely manner and may expose the Company to liability.

Every effort will be made to give your call a quick response.





Non-retaliation, Confidentiality and Disciplinary Action

Non-Retaliation

We will not allow retaliation against anyone who, in good faith, raises a compliance concern or integrity issue. Anyone engaging in retaliatory conduct will be subject to disciplinary action, which may include termination.

If you believe that you, or another employee, have been retaliated against for raising a good faith compliance concern or violation of law, regulation, corporate policy or this Code, you should contact the Global Compliance Group immediately. You may also call the Compliance and Ethics Hotline or use the Compliance and Ethics Hotline website reporting tool where it is available and permitted by law.

However, if, upon investigation, it is determined that the complaint was brought in bad faith, the Company will determine appropriate disciplinary action, up to and including termination of employment.

Confidentiality

You may report concerns anonymously, unless restricted by local laws.

Every effort will be made to protect your identity if requested. In some instances, however, it may not be possible to keep your identity confidential because of the nature of the investigation, the demands of conducting a thorough investigation, or certain legal requirements. If you are involved in a compliance investigation in any capacity (for example, as a witness or complaining party), you may not discuss the investigation with anyone other than those conducting the investigation, unless specifically permitted by the investigator.

Disciplinary Action

Celgene takes seriously all violations of applicable laws or regulations; the Code of Conduct; or Celgene's policies and procedures. Disciplinary action, including termination of employment, may be taken against any Celgene employee who violates such laws, regulations, this Code, policies or procedures. This applies to managers who ignore violations or willfully fail to detect or correct them. Celgene management and Human Resources are responsible for overseeing the disciplinary standards to ensure that any related disciplinary actions are consistently applied, as allowed by local labor laws.



Celgene's people are bound to each other by a palpable desire to change patient lives on an individual level.





Toll-Free Numbers for the Hotline

To Place a Hotline Call from Outside of the United States or Canada

- Select the country from which you are placing the call from;
- Locate and dial the appropriate country access code from the lists below;
- When prompted, dial the Hotline number: 866-480-6139. **Do not dial "1" before the hotline number.**
- If the specific toll-free number does not work from your country, you should use the Compliance and Ethics Hotline website (celgene.alertline.com or <https://celgeneEU.alertline.com> if you are located in the EU).

To Place a Hotline Call from Within the United States or Canada

Dial the Hotline directly at: (866) 480 6139



Country	Access Code
<i>Australia</i>	1-800-881-011 usando Telstra 1-800-551-155 usando Optus
<i>Austria</i>	0-800-200-288
<i>Belgium</i>	0-800-100-10
<i>Brazil</i>	0-800-890-0288
<i>China</i>	108-888 (del Norte) o 108-11 (Central/del Sur)
<i>Czech Republic</i>	00-800-222-55288
<i>Denmark</i>	800-100-10
<i>Finland</i>	0-8001-10015
<i>France</i>	0800-99-0011 ó 0805-701-288
<i>Germany</i>	0-800-225-5288
<i>Hong Kong</i>	800-96-1111 usando Hong Kong Telephone 800-93-2266 usando New World Telephone
<i>Italy</i>	800-172-444
<i>Japan</i>	00-539-111 usando KDDI 00-663-5111 usando Softbank Telecom

Country	Access Code
<i>Korea</i>	00-729-11 usando Korea Telecom 00-309-11 usando Dacom
<i>Mexico</i>	001-800-462-4240 or 01-800-288-2872
<i>Norway</i>	800-190-11
<i>Poland</i>	00-800-111-1111
<i>Portugal</i>	800-800-128
<i>Russia</i>	8-10-800-110-101-1
<i>Singapore</i>	800-011-1111 ó 800-001-0001
<i>Slovakia</i>	0-800-000-101
<i>Spain</i>	900-99-00-11
<i>Sweden</i>	020-799-111
<i>Switzerland</i>	0-800-890011
<i>Taiwan</i>	00-801-102-880
<i>The Netherlands</i>	0800-022-9111
<i>Turkey</i>	0811-288-0001
<i>United Kingdom</i>	0800-89-0011 (BT) o 0500-89-0011 (C&W)



Special Note to EU Colleagues

We provide the Compliance and Ethics Hotline as one of several resources that employees can use to report a situation that may violate the law, the Code of Conduct, or conflicts with our values. Requirements under local law, however, limit the use of the Hotline by our employees located in the European Union.

If you are an employee located in the European Union, you may contact our Hotline 24 hours a day, seven days a week, when you prefer a confidential way to get advice or to report a situation involving financial or control matters such as questionable accounting or auditing matters or other statutory or regulatory obligations of internal control in the financial, accounting, banking or anti-bribery areas. Under local law, the Company may be restricted from accepting an anonymous call to the Hotline to report a potential or apparent violations of law, or of this Code, for any area outside of financial or control matters.

When contacting the Hotline to report a situation involving a financial or control matter, you are encouraged to give your name. The Hotline is just one of several resources available to you and is intended to be an alternative communication channel. While under applicable law, employees located in the European Union are not obligated to report violations, they are strongly encouraged to do so. You may report to your manager, Human Resources representative, the Chief Compliance Officer or a member of the Law Department any situation or behavior that conflicts with our values, including a potential or apparent violation of law or of this Code.

If you are an employee located in the European Union, all references to the Hotline in this Code and other related documents and communications are subject to the restrictions on your use of the Hotline described above, and as described in the appropriate local policy applying to you.



Waivers

All employees are obliged to follow the rules and policies in this Code. Generally, waivers of this Code will not be granted. If a waiver is given, it must be in writing from the Chief Compliance Officer (or his/her delegate). Any waiver of this Code of Conduct for any executive officer or director requires the written approval of the Company's Board of Directors.



**CELGENE GLOBAL
HEADQUARTERS**
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www.celgene.com
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