

POLICY

Political Contributions and Lobbying

1. PURPOSE

This policy establishes the responsibilities of Celgene Corporation, its subsidiaries, and its affiliates when considering political contributions. This policy also establishes the responsibilities of employees when employees are considering making political contributions in their own names or lobbying contacts with public officials or public employees on behalf of Celgene.

2. SCOPE

This global policy applies to all Celgene employees, contractors, or agents acting in the name, or on behalf, of Celgene. This policy specifically addresses U.S. issues related to political contributions and lobbying. In addition, this policy addresses ex-U.S. political contributions and lobbying issues which may implicate consideration of, *inter alia*, the Foreign Corrupt Practices Act of 1977 (FCPA) (15 U.S.C. §§ 78dd-1, *et seq.*).

Celgene maintains the Celgene Corporation Political Action Committee (“Celgene PAC”), which makes political contributions in the U.S. at the Federal level and in States where corporate political contributions are prohibited by law. Nothing in this policy is intended to prohibit the activities of Celgene PAC or the ability of eligible employees to participate in Celgene PAC.

3. REFERENCES (U.S. RESOURCES)

3.1. **LIMITS ON CONTRIBUTIONS TO POLITICAL CANDIDATES**
(<http://www.ncsl.org/Default.aspx?TabId=16465>)

3.2. **LIMITS ON CONTRIBUTIONS TO POLITICAL COMMITTEES**
(<http://www.ncsl.org/default.aspx?tabid=16594>)

3.3. **LIMITS ON CONTRIBUTIONS TO POLITICAL PARTIES**
(<http://www.ncsl.org/Default.aspx?TabId=16552>)

4. GENERAL POLITICAL CONTRIBUTION POLICY

4.1. Personal Political Contributions by Employees.

Celgene respects the right of employees to participate in political activities. Personal political contributions are permitted subject to the following conditions:

- Contributions are not made from company funds;
- Expenses for personal political activities are not submitted to the company for reimbursement;
- Company resources are not used for personal political activities;
- The employee in no way suggests that he/she is representing the company in the individual political activity; and
- Contributions conform with the “pay-to-play” limitations addressed in Section 4.3.1 below.

4.2. Company Contributions

No political contribution will be provided to a candidate, political party organization, political committee or political organization in return for an implied or promised official act. Celgene will comply with all applicable laws and disclosure requirements, as well as Generally Accepted Accounting Principles. Corporate contributions shall reflect Celgene's corporate interests, not those of any individual or officer within the corporation.

In determining which candidates, political party organization, political committees or political organizations, if any, should receive support through a Celgene corporate contribution, Celgene believes it is important to consider candidates, regardless of political affiliation, who support public policy consistent with Celgene's interests, including:

- Expanding patient access to medicines through a competitive marketplace and a regulatory environment where research and innovation can flourish;
- Protecting the patient-physician relationship and supporting health insurance coverage that ensures access to innovative treatments;
- Recognizing the important role that biopharmaceutical companies and their employees play in the ecosystem of innovation in health care; and
- Strengthening and improving the environment for research and innovation in health care.

4.3. Specific U.S. Considerations

4.3.1. "Pay-to-Play" Limitations

Certain States have enacted so-called "pay-to-play" laws that prohibit entities such as Celgene from being eligible for government contracts if a covered officer, director, or employee (and, in some cases, a spouse or child of such an individual) makes or solicits political contributions for certain candidates, campaign committees, or certain other political entities in that jurisdiction. The Legal Department will maintain a current list of States on the Celgene intranet for which employees need to consult with the Legal Department prior to making or soliciting personal political contributions in those States or to a State official running for Federal office.

4.3.2. Company Contributions

U.S. Federal law prohibits Celgene from making corporate contributions to candidates, political party organizations, political committees, or Political Action Committees at the Federal level. However, Celgene may make contributions to support State and local candidates, political party organizations, political committees or political organizations in those jurisdictions where such corporate contributions are permitted under applicable law and when it serves the interests of the company. Corporate contributions must be reviewed in advance by the Legal Department and approved by the Board of Celgene PAC.

4.3.3. Celgene PAC

Pursuant to and in accordance with Federal law, Celgene has established a separate segregated fund known as Celgene PAC. The PAC is funded entirely by voluntary contributions from Celgene employees eligible to make

contributions to candidates who support the Celgene interests detailed in Section 4.2 above. Celgene PAC may only make political contributions that have been reviewed by the Legal Department and approved by the Board of Celgene PAC.

4.4. Specific Ex-U.S. Considerations

The same general principles shall apply to ex-U.S. political contributions as to U.S. contributions. Specifically, for example, no political contribution will be provided to a candidate, political party organization, political committee or political organization in return for an implied or promised official act. In addition, political contributions must be in accordance with local law. In addition, consideration will be given to potential implications under, *inter alia*, the Foreign Corrupt Practices Act of 1977 (FCPA) (15 U.S.C. §§ 78dd-1, *et seq.*). Contributions by an ex-U.S. Celgene entity, if permitted by local law, shall be made only after consultation with the Legal Department and the Corporate Affairs Department, and approved by the country manager and his or her supervisor.

4.5. Compliance and Tracking

Reports will be generated so as to comply with public reporting, required by law, in accordance with an implementing SOP to be developed pursuant to this Policy.

5. LOBBYING POLICY

The Federal government, each State, and certain localities have laws requiring registration and reporting by lobbyists and in some cases, also by the lobbyist's employer. In addition, certain expenses for lobbying activity are not deductible as business expenses under U.S. tax law. Lobbying activity generally includes attempts to influence the passage or defeat of legislation. The U.S. Government and many States, however, have extended the definition of lobbying activity to cover efforts to influence formal rulemaking by executive branch agencies or other official actions of agencies, including the decision to enter into a contract or other financial arrangement. Moreover, "grassroots" lobbying activity (where one communicates with the public or segment of the public encouraging others to contact public officials for the purpose of influencing the passage of legislation or a rulemaking) is in many cases also considered lobbying activity. The activities described in this paragraph are collectively referred to as "Lobbying Activities."

To ensure that Celgene and its employees are in compliance with these laws, including certain registration, reporting and recordkeeping requirements, employees must comply with the following:

- An employee, contractor, or agent may not engage in any Lobbying Activities, as described above, on behalf of Celgene without prior approval and coordination with the Corporate Affairs Department and must be in full compliance with applicable Federal, State, and local laws.
- An employee, contractor, or agent may not retain an outside consultant to provide Lobbying Activities, services in support of Lobbying Activities, or services otherwise related to government affairs or public policy without prior approval and coordination with the Corporate Affairs Department.

If you are not sure whether your activities would be considered Lobbying Activities, please contact the Corporate Affairs Department.