



March 9, 2016

Celgene Corporation
86 Morris Avenue
Summit, N.J. 07901
Attn: Richard Bagger
Executive Vice President
Corporate Affairs and Market Access

Dear Mr. Bagger:

As You Sow appreciates the constructive dialogue it has had with Celgene Corporation regarding its sustainability reporting practices. Following As You Sow's submission of the shareholder proposal on December 21, 2015 (the "Shareholder Proposal"), and several subsequent discussions with Celgene, As You Sow and Celgene have agreed to the following actions:

- As You Sow has agreed to withdraw the Shareholder Proposal, submitted on behalf of The Gun Denhart Living Trust.
- Celgene agrees to provide enhanced disclosures, beginning with its 2016 Corporate Responsibility Report as posted on its website, relating to its environmental and sustainability goals and practices, including identification of specific quantifiable multi-year goals and targets relating to specific environmental performance metrics.

Celgene is committed to continue its dialogue with As You Sow and other stakeholders during 2016 and beyond regarding how it might improve its disclosures regarding sustainability, both quantitative and qualitative. These disclosures are intended to assist investors in objectively evaluating Celgene's operational risks and sustainability performance.

As You Sow confirms that it is authorized to act on behalf of The Gun Denhart Living Trust in this matter.

As You Sow:

Danielle Fugere
President

3/9/16

Date

Celgene Corporation:

Legal
NSB
Dept.

Richard Bagger
Executive Vice President
Corporate Affairs and Market Access

3/11/16

Date