

CELGENE CORPORATION
MANAGEMENT COMPENSATION AND DEVELOPMENT
COMMITTEE CHARTER

Status

The Management Compensation and Development Committee (the "Compensation Committee") is a standing committee appointed by the Board of Directors (the "Board") of Celgene Corporation.

Membership

The Committee shall consist of three or more members of the Board and appointed by the board one of whom shall be designated by the board as Chair. All members of the Committee shall be "non-employee directors" as defined in rule 16b-3 under the Securities Exchange Act of 1934, as amended, and be "outside directors" for purposes of Section 162(m) of the Internal Revenue Code, as amended.

The Board, based on nominations recommended by the Corporation's Nominating and Governance Committee, shall elect members of the Committee.

Purpose

The purpose of the Compensation Committee are to: (i) discharge the responsibilities of the Board relating to compensation of the CEO and other reportable officers (defined in the same manner as "officer" in rule 16a-1(f) of the Securities Exchange Act of 1934, as amended); (ii) produce annually the Compensation Committee report on Executive Compensation for inclusion in the Corporation's proxy statement; (iii) insure that the Corporation's compensation plans for the CEO and other reportable officers are competitive and support the Corporation's overall business strategy; (iv) review, evaluate and approve the director and reportable officer Compensation Plans; (v) review and discuss with management the "CD&A," compensation, discussion and analysis to be included in the Company's proxy statement.

Duties and Responsibilities

The Committee's duties and responsibilities shall be:

1. To review and approve on an annual basis the performance goals and objectives for the CEO, and to annually review the CEO's performance against goals and objectives for the purpose of evaluating compensation. Based on these performance evaluations and a review of competitive compensation levels, the Committee will set the CEO's base salary, bonus, and equity compensation levels;
2. To review and approve competitive compensation levels, and specific recommendations for base salary, annual bonus, and equity compensation for the other reportable Officers;
3. To select a peer group of companies against which to benchmark the Company's compensation policies and practices for the CEO and other reportable Officers;
4. To regularly review and evaluate the compensation programs for Board and Committee members, and as appropriate, recommend changes to the Board;
5. To review the Company's short and long term incentive compensation and equity award programs and recommend to the Board changes to such plans or development of new plans;
6. To review and approve the annual stock option pool under the Company's equity compensation plans;
7. To review and approve employment contracts for the CEO and the President and COO;

8. To review and approve the Company's annual corporate goals; assessment of achievement and approve bonus payouts for the CEO, reportable executives, the Management Committee and in aggregate the Operating Committee, as appropriate;
9. To maintain written minutes of its meetings that will be kept and reviewed similarly to the minutes of the meetings of the Board of Directors;
10. To make regular reports on Committee activities to the Board of Directors; and
11. To periodically review and re-access the adequacy of this Charter and recommend any proposed changes to the Board of Directors for approval.

The Compensation Committee will have the authority, to the extent it deems necessary or appropriate, to retain a compensation consultant to assist the Compensation Committee in the evaluation of the compensation of the Company's CEO, other Reportable Officers and the Board.

Meetings

The Compensation Committee shall meet as often as its members deem necessary to perform the Committee's responsibilities.