

Entities that paid for Thalomid or Revlimid may be affected by, and could get a payment from, a class action settlement.

A federal Court authorized this Notice. It is not a solicitation from a lawyer.

- A settlement has been reached with Celgene Corporation (“Celgene”) in a class action lawsuit about whether it acted to keep generic versions of Thalomid and Revlimid off the market. This Notice is for:
 - **Third-Party Payors (e.g., insurers, employee welfare benefits plans, and government funded employee welfare benefit plans) that paid for Thalomid or Revlimid.**
- Celgene has agreed to settle the lawsuit for \$55 million.
- You may be included in this settlement if you are a Third-Party Payor that paid for all or some of the purchase price of Thalomid or Revlimid in any form—for your members, employees, insureds, participants, or beneficiaries—in California, the District of Columbia, Florida, Kansas, Maine, Massachusetts, Michigan, Nebraska, New York, North Carolina, Oregon, Pennsylvania, Rhode Island, or Tennessee any time before August 1, 2019.
- Your rights are affected whether you act or don’t act. Read this Notice carefully.

YOUR LEGAL RIGHTS AND OPTIONS IN THIS SETTLEMENT:	
SUBMIT A CLAIM FORM DEADLINE: DECEMBER 30, 2019	This is the only way you will receive any payment from the settlement with Celgene. You may not participate in the settlement or receive monetary benefits if you exclude yourself from the Settlement Class.
ASK TO BE EXCLUDED DEADLINE: DECEMBER 2, 2019	If you decide to exclude your entity, you will keep the right to sue Celgene in a separate lawsuit about the claims this settlement resolves, but you give up the right to get a payment from this settlement. This is the only option that allows your entity to sue, continue to sue, or be part of another lawsuit against Celgene related to the legal claims in this case.
OBJECT TO THE SETTLEMENT DEADLINE: DECEMBER 2, 2019	If you do not exclude yourself from the settlement, you may object to it by writing to the Court about why you don’t like the settlement.
GO TO A HEARING ON: JANUARY 6, 2020	You may object to the settlement and ask the Court for permission to speak at the Fairness Hearing about your objection.
DO NOTHING	If you are a Settlement Class Member (<i>see</i> Questions 5 and 6, below), you are automatically part of the settlement. If you do nothing, you will not get a payment from this settlement and you will give up the right to sue, continue to sue, or be part of another lawsuit against Celgene for any claim made in this lawsuit or released by the Settlement Agreement.

- These rights and options—**and the deadlines to exercise them**—are explained in this Notice.
- The Court in charge of this case still has to decide whether to approve the settlement.

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BASIC INFORMATION

1. Why was this Notice issued?

A federal Court authorized this Notice because you have a right to know about the proposed settlement of this class action lawsuit and about all of your options before the Court decides whether to grant final approval to the settlement. This Notice explains the lawsuit, the settlement, your legal rights, what benefits are available, and who can get them.

Judge Madeline Cox Arleo of the United States District Court for the District of New Jersey is overseeing this class action. The case is known as *In re Thalomid and Revlimid Antitrust Litigation*, Case No. 2:14-cv-06997. The individuals and entities that filed this lawsuit are called the “Plaintiffs” and the company they sued, Celgene Corporation (“Celgene”), is called the “Defendant.”

2. What is this lawsuit about?

The lawsuit is about the prescription drugs Thalomid and Revlimid. Plaintiffs claim that Celgene acted to delay the availability of less expensive generic versions of the drugs. The Plaintiffs claim that these actions denied uninsured consumers, insured consumers, and third-party payors (“TPPs”), like insurers that paid for Thalomid and Revlimid, the benefits of competition and caused them to pay higher prices for these drugs than they otherwise would have.

The Defendant denies all of the claims and allegations made in the lawsuit.

3. What is a class action?

In a class action, one or more people or entities called Class Representatives or Plaintiffs sue on behalf of other people or entities with similar claims. The people and entities included in the class action are called a Class or Class Members. One court resolves the issues for all Class Members, except for those who exclude themselves from the Class.

The Class Representatives in this lawsuit are International Union of Bricklayers and Allied Craft Workers Local 1 Health Fund, the City of Providence, International Union of Operating Engineers Local 39 Health and Welfare Trust Fund, The Detectives' Endowment Association, New England Carpenters Health Benefits Fund, and David Mitchell.

4. Why is there a settlement?

The Court did not decide in favor of the Plaintiffs or Defendant. Instead, the Plaintiffs and Defendant agreed to a settlement. This way, they avoid the cost and burden of a trial and the people and entities allegedly affected can get benefits. The Class Representatives and their attorneys think the settlement is best for all Settlement Class Members.

WHO IS INCLUDED IN THE SETTLEMENT

5. How do I know whether my entity is part of the settlement?

The settlement includes both consumers and TPPs. TPPs are included in the settlement if they paid for some or all of the purchase price of Thalomid or Revlimid (for use by their members, employees, insureds, participants, or beneficiaries) in California, the District of Columbia, Florida, Kansas, Maine, Massachusetts, Michigan, Nebraska, New York, North Carolina, Oregon, Pennsylvania, Rhode Island, or Tennessee any time before August 1, 2019. Members, employees, insureds, participants, or beneficiaries must have been located in one of these states *or* requested to have the prescription filled while located in one of these states, *or* your billing department must have been located in one of these states, *or* the pharmacy to which payments were made must have been located in one of these states.

Consumers are also included in the settlement if they purchased or paid for some or all of the purchase price of Thalomid or Revlimid (for personal or family use) in California, the District of Columbia, Florida, Kansas, Maine, Massachusetts, Michigan, Nebraska, New York, North Carolina, Oregon, Pennsylvania, Rhode Island, or Tennessee any time before August 1, 2019.

Together, the consumers and TPPs described above are called "Settlement Class Members."

6. Are there exceptions to being included?

Yes. The settlement does not include: (1) Celgene and its officers, directors, management, employees, parents, subsidiaries, or Affiliates; (2) Federal or state governmental entities, except cities, towns, or municipalities with self-funded prescription drug plans; (3) Persons or entities who only purchased Revlimid or Thalomid for purposes of resale directly from Celgene or its Affiliates; (4) Fully insured health plans; (5) Stop-loss insurers; and (6) The judges in this Action and any members of their immediate families.

7. What if I am still not sure whether my entity is part of the settlement?

If you are not sure whether you are included, call 1-866-446-1551, go to www.ThalomidRevlimidLitigation.com, or write to one of the lawyers listed in Question 18 below.

THE SETTLEMENT BENEFITS—WHAT YOU GET IF YOU QUALIFY

8. What does the settlement provide?

A \$55 million Settlement Fund has been established by Celgene in this settlement. After deducting Court-approved attorneys' fees and expenses, and the costs of settlement notice and administration, 5% of the net Settlement Fund will be made available to Settlement Class Members who purchased Thalomid, of which 9.5% will be allocated to consumer Settlement Class Members and 90.5% will be allocated to TPP Settlement Class Members. The remaining 95% of the net Settlement Fund will go to Revlimid purchasers, of which 7.5% will be made available to consumer Settlement Class Members and 92.5% will be made available to TPP Settlement Class Members. This allocation is based on Plaintiffs' expert's damage calculations.

9. How much will my entity's payment be?

Your entity's share of the net Settlement Fund will depend on the total amount of money it spent on qualifying purchases of Thalomid and Revlimid and the total amount of money other TPP Settlement Class Members—that file a valid claim form—spent on qualifying purchases of Thalomid and Revlimid. All TPP Settlement Class Members will receive their share of the allotted net Settlement Fund in proportion to their total dollars spent. You are not responsible for calculating the amount your entity may be entitled to receive under the settlement. This calculation will be determined based on the information you provide on your claim form and the supporting documentation you submit.

A copy of the Plan of Allocation, which details how payments will be calculated, is available at www.ThalomidRevlimidLitigation.com.

HOW TO GET A SETTLEMENT PAYMENT—SUBMITTING A CLAIM FORM

10. How does my entity get a payment?

You must complete and submit a claim form by **December 30, 2019**. Claims may be submitted online or downloaded for printing and submission via U.S. Mail at www.ThalomidRevlimidLitigation.com. Claim forms and instructions are also available by calling 1-866-446-1551 or by writing to *In re Thalomid and Revlimid Antitrust Litigation* Settlement Administrator, P.O. Box 43143, Providence, RI 02940-3143.

11. When would my entity get its payment?

The Court will hold a hearing at 2:00 p.m. on January 6, 2020 to decide whether to grant final approval to the settlement. If the Court approves the settlement, there may be appeals. It is always uncertain whether appeals will be filed and, if so, how long it will take to resolve them. The net Settlement Fund will be distributed to Settlement Class Members as soon as possible, if and when the Court grants final approval to the settlement.

12. What if my entity's name or address changes after I submit a claim form, but before it receives payment?

If your entity's name or address needs to be corrected, you must send a letter to the Settlement Administrator, *In re Thalomid and Revlimid Antitrust Litigation* Settlement Administrator, P.O. Box 43143, Providence, RI 02940-3143.

13. What rights are my entity giving up to get a payment and stay in the Settlement Class?

Unless you exclude your entity, it is staying in the Settlement Class. If the settlement is approved and becomes final, all of the Court's orders will apply to your entity and legally bind it. Your entity won't be able to sue, continue to sue, or be part of any other lawsuit against Celgene and certain related parties for any claim made in this lawsuit or released by the Settlement Agreement, but it will be able to submit a claim form to receive a payment from this settlement. The rights your entity is giving up are called Released Claims.

14. What are the Released Claims?

Generally, if and when the Settlement Agreement becomes final, Settlement Class Members will permanently release Celgene—and its predecessors, successors, subsidiaries, parents, affiliates, divisions, and departments (including but not limited to the Bristol-Myers Squibb Company)—and each of their respective officers, directors, employees, agents, attorneys, servants, and representatives, and the predecessors, successors, heirs, executors, administrators, and assigns of each of the foregoing (the "Released Parties") from any and all claims, counterclaims, demands, actions, potential actions, suits, and causes of action, losses, obligations, damages, matters and issues of any kind or nature whatsoever, and liabilities of any nature, including without limitation claims for costs, expenses, penalties, and attorneys' fees, whether class, individual, or otherwise, that the Settlement Class Members, their predecessors, successors, subsidiaries, parents, affiliates, divisions, and departments, and each of their respective officers, directors, employees, agents, attorneys, servants, and representatives, and the predecessors, successors, heirs, executors, administrators, and assigns of each of the foregoing, ever had or now has directly, representatively, derivatively or in any other capacity against any of the Released Parties, whether known or unknown, suspected or unsuspected, asserted or unasserted, foreseen or unforeseen, actual or contingent, accrued or unaccrued, matured or unmatured, disclosed or undisclosed, apparent or unapparent, liquidated or unliquidated, or claims that have been, could have been, or in the future might be asserted in law or equity, on account of or arising out of or resulting from or in any way related to any conduct regardless of where it occurred at any time prior to the Effective Date (the date on which all of the following have occurred (1) Celgene has not exercised its right to terminate the Settlement Agreement; (2) the Settlement Agreement is approved by the Court; (3) the Court enters a final approval order, entering a final judgment of dismissal with prejudice against Plaintiffs and members of the Settlement Class who have not timely excluded themselves from the Settlement Class; and (4) the time for appeal or to seek permission to appeal from the Court's approval of the Settlement Agreement and entry of a final judgment has expired or, if appealed, approval of the Settlement Agreement and the final judgment has been affirmed in its entirety by the court of last resort and the appeal is no longer subject to further appeal or review) concerning the purchase, reimbursement for and/or payment for some or all of the purchase price for Thalomid or Revlimid in any form, including without limitation, claims based in whole or in part on the facts, occurrences, transactions, or other matters alleged in the action, or otherwise the subject of the Action, which arise under any antitrust, unfair competition, unfair practices, price discrimination, unitary pricing, trade practice, consumer protection, unjust enrichment, civil conspiracy law, or any other law, code, rule, or regulation of any country or jurisdiction worldwide, including under federal or state law, and regardless of the type or amount of damages claimed, from the beginning of time through the Effective Date.

Settlement Class Members will not release any claims for product liability, breach of warranty, breach of contract, or tort of any kind (other than a breach of contract, breach of warranty or tort based on any factual predicate in this action), a claim arising out of violation of Uniform Commercial Code, or personal or bodily injury.

The specific claims you will be releasing are described in paragraph 23 of the Settlement Agreement, available at www.ThalomidRevlimidLitigation.com.

EXCLUDING YOUR ENTITY FROM THE SETTLEMENT

If you want your entity to keep the right to sue or continue to sue Celgene for any claim made in this lawsuit or released by the Settlement Agreement, and your entity does not want to receive a payment from this settlement, you must take steps to get out of the settlement. This is called excluding your entity from, or opting out of, the settlement.

15. How do I get my entity out of the settlement?

TPPs that want to be excluded from the Settlement Class must mail a written request for exclusion to the Settlement Administrator. Your request for exclusion must include: (1) the entity name and address; (2) the name of the entity representative; (3) the name of this case, *In re Thalomid and Revlimid Antitrust Litigation*, Case No. 2:14-cv-06997; (4) a statement, signed by an authorized representative, that your entity is a Settlement Class Member and you wish for it to be excluded from the Settlement Class; (5) data sufficient to establish your entity's relevant Thalomid and Revlimid purchases or payments, measured in number of prescriptions, number of pills, and dollars paid for by the entity, and aggregated on a monthly basis for each of Thalomid and Revlimid, and each state in which the relevant purchases or payments were made. Exclusion requests must be mailed to the Settlement Administrator at the address below and postmarked no later than **December 2, 2019**:

In re Thalomid and Revlimid Antitrust Litigation
Settlement Administrator
P.O. Box 43143
Providence, RI 02940-3143

A separate exclusion request must be filed by each TPP electing to be excluded from the Settlement Class. Any TPP included in the Settlement Class that does not submit a valid request for exclusion providing all necessary information will be bound by the terms of the settlement.

16. If I exclude my entity, will it still get a payment from this settlement?

No. If you exclude your entity, you are telling the Court that it does not want to be part of the Settlement Class in this settlement. Your entity can only get a payment if it stays in the Settlement Class and submits a claim form.

17. If I do not exclude my entity, can it sue Celgene for the same claims later?

No. Unless you exclude yourself, you are giving up the right to sue Celgene for the claims that this settlement resolves. You must exclude yourself from *this* lawsuit to start or continue with your own lawsuit or be part of any other lawsuit against Celgene.

THE LAWYERS REPRESENTING YOU

18. Does my entity have a lawyer in this case?

Yes. Judge Arleo appointed Hausfeld LLP, Block & Leviton LLP and Hach Rose Schirripa & Cheverie LLP to represent you and other Settlement Class Members as "Class Counsel." These law firms and their lawyers are experienced in handling similar cases. You will not be charged for these lawyers. If you want to be represented by your own lawyer, you may hire one at your own expense.

19. How will the lawyers be paid?

Class Counsel will ask the Court for attorneys' fees of up to 33 and one-third percent of the \$55 million Settlement Fund, and reimbursement of their expenses (up to \$4 million). The Court may award less than these amounts. All of these amounts, as well as the costs associated with administering the settlement and incentive awards to the Class Representatives (\$10,000 each, if approved), will be paid from the Settlement Fund before making payments to Settlement Class Members who submit valid claim forms.

The application for an award of attorneys' fees and reimbursement of costs and expenses will be filed with the Clerk of the United States District Court for the District of New Jersey, Martin Luther King Building & U.S. Courthouse, 50 Walnut Street, Room 4015, Newark, New Jersey 07101. After it is filed, it will also be available at www.ThalomidRevlimidLitigation.com.

OBJECTING TO THE SETTLEMENT

You can tell the Court if your entity does not agree with the settlement or any part of it.

20. How do I tell the Court that my entity does not like the settlement?

If you are a TPP Settlement Class Member, you can object to the settlement if you do not like it or a portion of it (including the request for attorneys' fees and costs—see Question 19). You can give reasons why you think the Court should not approve it. The Court will consider your views. To object, you must send a letter via First Class U.S. mail saying that you object to the settlement of *In re Thalomid and Revlimid Antitrust Litigation*, Case No. 2:14-cv-06997. Your objection must also include: (1) your name; (2) address; (3) telephone number; (4) signature; and (5) the reasons why you object to the settlement. Mail your objection to all three addresses below postmarked on or before **December 2, 2019**.

Clerk of the Court	Class Counsel	Defense Counsel
Clerk of the United States District Court for the District of New Jersey Martin Luther King Building & U.S. Courthouse 50 Walnut Street, Room 4015 Newark, NJ 07101	Melinda R. Coolidge Hausfeld LLP 1700 K Street, NW Suite 650 Washington, DC 20006	John E. Schmidlein Williams & Connolly LLP 725 12th Street NW Washington, DC 20005

21. May I come to Court to speak about my entity’s objection?

Yes. You or your entity’s attorney may speak at the Fairness Hearing about your objection. To do so, in addition to the information above, your objection must also include: (1) a statement that it is your “Notice of Intention to Appear in front of Judge Arleo at the Fairness Hearing *In re Thalomid and Revlimid Antitrust Litigation*, Case No. 2:14-cv-06997”; (2) an outline of your positions and the reasons for them; and (3) copies of any supporting documents or briefs you want the Court to consider. Remember, your objection must be postmarked by **December 2, 2019** and sent to all three addresses in Question 20.

22. What is the difference between objecting to the settlement and asking to be excluded from it?

Objecting is simply telling the Court that you don’t like something about the settlement. You can object only if you stay in the Settlement Class (do not exclude your entity). Excluding your entity is telling the Court that it does not want to be part of the Settlement Class. If you exclude your entity, it cannot object because the settlement no longer affects it.

THE COURT’S FAIRNESS HEARING

The Court will hold a hearing to decide whether to approve the settlement. You may attend and you may ask to speak, but you don’t have to.

23. When and where will the Court decide whether to approve the settlement?

The Court will hold a Fairness Hearing at 2:00 p.m. on Monday, January 6, 2020 at the United States District Court for the District of New Jersey, Martin Luther King Building & U.S. Courthouse, 50 Walnut Street, Newark, New Jersey 07101. At this hearing, the Court will consider whether the settlement is fair, reasonable and adequate. It will also consider whether to approve: (1) the amount and proposed distribution of the Settlement Fund; (2) Class Counsel’s application for an award of attorneys’ fees and disbursement of expenses and costs; and (3) the incentive awards to be paid to the Class Representatives. If there are objections, the Court will consider them. Judge Arleo will listen to people who have asked to speak at the hearing (*see* Question 21 above). After the hearing, the Court will decide whether to approve the settlement.

24. Do I have to come to the hearing?

No. Class Counsel will answer any questions Judge Arleo may have. However, you are welcome to come to the hearing at your own expense. If you send an objection, you do not have to come to Court to talk about it. As long as you mailed your written objection on time, the Court will consider it. You may also pay your own lawyer to attend, but that is not necessary.

25. May I speak at the hearing?

Yes. You may ask the Court for permission to speak at the Fairness Hearing (*see* Question 21 above).

IF YOU DO NOTHING

26. What happens if I do nothing at all?

If you are a TPP Settlement Class Member and you do nothing, your entity will give up the rights explained in Question 14, including your right to start a lawsuit, continue with a lawsuit, or be part of any other lawsuit against Celgene for any claim made in this lawsuit or released by the Settlement Agreement. In addition, your entity will not receive a payment from the net Settlement Fund.

GETTING MORE INFORMATION

27. How do I get more information?

This Notice summarizes the proposed settlement. Complete details are provided in the Settlement Agreement. The Settlement Agreement and other related documents are or will be available by: (1) writing to one of the Class Counsel listed in Question 18; (2) going to www.ThalomidRevlimidLitigation.com; or (3) writing to the Settlement Administrator, *In re Thalomid and Revlimid Antitrust Litigation* Settlement Administrator, P.O. Box 43143, Providence, RI 02940-3143. Publicly-filed documents can also be obtained by visiting the office of the Clerk of the United States District Court for the District of New Jersey or reviewing the Court’s online docket.