

**If you purchased the prescription drugs Thalomid or Revlimid, your rights may be affected, and you could get a payment from a new class action settlement.**

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

- A new (March 2020) 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:
  - **Consumers who paid for Thalomid or Revlimid.**
- Celgene has agreed to settle the lawsuit for \$34 million.
- You may be included in this settlement if you paid for all or some of the purchase price of Thalomid or Revlimid in any form—for use by you or your family—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 May 20, 2020.
- Your rights are affected whether you act or don’t act. Read this Notice carefully.

<b>YOUR LEGAL RIGHTS AND OPTIONS IN THIS SETTLEMENT</b>	
<b>SUBMIT A CLAIM FORM DEADLINE: OCTOBER 15, 2020</b>	Unless you already submitted a claim, this is the only way you will receive any payment from the settlement with Celgene. If you submitted a claim to participate in the 2019 class action settlement with Celgene, you do not need to, but you can, submit a supplemental claim for additional purchases made from August 1, 2019 through May 20, 2020. You will also give up the right to sue Celgene in a separate lawsuit about the claims this settlement resolves.
<b>ASK TO BE EXCLUDED DEADLINE: SEPTEMBER 15, 2020</b>	If you decide to exclude yourself, 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 you to sue, continue to sue, or be part of another lawsuit against Celgene related to the legal claims released by this settlement.
<b>OBJECT TO THE SETTLEMENT DEADLINE: SEPTEMBER 15, 2020</b>	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.
<b>GO TO A HEARING ON: SEPTEMBER 30, 2020</b>	You may object to the settlement and ask the Court for permission to speak at the Fairness Hearing about your objection.
<b>DO NOTHING</b>	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 (unless you previously submitted a Claim Form) 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. If you submitted a claim in 2019, your claim will automatically be evaluated for eligibility to receive a payment if the proposed settlement is approved.

- 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 I am part of the settlement?

The settlement includes both consumers and TPPs. You are included in the settlement as a consumer if you purchased or paid for some or all of the purchase price of Thalomid or Revlimid (for use by you or your family) 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 May 20, 2020. You must have resided in, submitted a payment in, or your pharmacy must have been located in one of these states when you paid for the drugs.

TPPs (such as health insurers and employee benefit plans) 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 May 20, 2020, and are not on the list of excluded entities on the website.

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; (6) the judges in this Action and any members of their immediate families; and (7) the entities listed as excluded at [www.ThalomidRevlimidLitigation.com](http://www.ThalomidRevlimidLitigation.com).

#### **7. What if I am still not sure whether I am part of the settlement?**

If you are not sure whether you are included, call 1-866-446-1551, go to [www.ThalomidRevlimidLitigation.com](http://www.ThalomidRevlimidLitigation.com) or write to one of the lawyers listed in Question 19 below.

### **THE SETTLEMENT BENEFITS—WHAT YOU GET IF YOU QUALIFY**

#### **8. What does the settlement provide?**

A \$34 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, 5.5% of the net Settlement Fund will be made available to Settlement Class Members who purchased Thalomid, of which 15.5% will be allocated to consumer Settlement Class Members and 84.5% will be allocated to TPP Settlement Class Members. The remaining 94.5% of the net Settlement Fund will go to Revlimid purchasers, of which 13.5% will be made available to consumer Settlement Class Members and 86.5% will be made available to TPP Settlement Class Members. This allocation is based on Plaintiffs’ expert’s damage calculations.

#### **9. How much will my payment be?**

Your share of the net Settlement Fund will depend on the total amount of money you spent on qualifying purchases of Thalomid and Revlimid and the total amount of money other consumer Settlement Class Members—that file a valid Claim Form—spent on qualifying purchases of Thalomid and Revlimid. All consumer 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 you 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](http://www.ThalomidRevlimidLitigation.com).

#### **10. Why is there a new settlement with Celgene about Thalomid and Revlimid?**

Celgene originally entered into a settlement with a class of Thalomid and Revlimid purchasers in 2019, but it exercised its right to rescind that settlement after various entities opted out of the settlement. That settlement agreement no longer exists; this settlement replaces that one. If you submitted a claim to participate in the 2019 settlement, you do not need to submit a new claim to participate in this settlement.

## HOW TO GET A SETTLEMENT PAYMENT—SUBMITTING A CLAIM FORM

### 11. How do I get a payment?

If you submitted a claim to participate in the 2019 Thalomid/Revlimid settlement, you do not need to submit a new Claim Form. The Settlement Administrator will use the Claim Form you previously submitted to calculate the amount you are owed. If you wish to correct your claim or if you have made additional purchases of Thalomid or Revlimid since submitting your claim you may submit a Supplemental Claim Form to include those purchases. If you did not previously submit a claim, you must complete and submit a Claim Form by **October 15, 2020**. If you received this Notice in the mail and you previously submitted a claim, please see the enclosed Supplemental Claim Form to verify the records and add any additional purchases made from August 1, 2019 through May 20, 2020. Claims may be submitted online or downloaded for printing and submission via U.S. Mail at [www.ThalomidRevlimidLitigation.com](http://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 43508, Providence, RI 02940-3508.

### 12. When would I get my payment?

The Court will hold a hearing at 2:00 p.m. on September 30, 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.

### 13. What if my name or address changes after I submit a Claim Form, but before I receive my payment?

If your 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 43508, Providence, RI 02940-3508.

### 14. What rights am I giving up to get a payment and stay in the Settlement Class?

Unless you exclude yourself, you are staying in the Settlement Class. If the settlement is approved and becomes final, all of the Court's orders will apply to you and legally bind you. You 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 you will be able to submit a Claim Form to receive a payment from this settlement. The rights you are giving up are called Released Claims.

### 15. 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) the Settlement Agreement is approved by the Court; (2) 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 (3) 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](http://www.ThalomidRevlimidLitigation.com).

#### **EXCLUDING YOURSELF FROM THE SETTLEMENT**

If you want 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 you do not want to receive a payment from this settlement, you must take steps to get out of the settlement. This is called excluding yourself or opting out of the settlement.

#### **16. How do I get out of the settlement?**

Consumers who want to be excluded from the Settlement Class must email and mail a written request for exclusion to the Settlement Administrator. Your request for exclusion must include: (1) your name and address; (2) the name of this case, *In re Thalomid and Revlimid Antitrust Litigation*, Case No. 2:14-cv-06997; (3) a statement that you are a Settlement Class Member and you wish to be excluded from the Settlement Class; and (4) your signature. Your request for exclusion must be emailed and mailed to the Settlement Administrator at the postal and email addresses below and postmarked no later than **September 15, 2020**:

*In re Thalomid and Revlimid Antitrust Litigation*  
Settlement Administrator  
P.O. Box 43508  
Providence, RI 02940-3508  
[info@thalomidrevlimidlitigation.com](mailto:info@thalomidrevlimidlitigation.com)

#### **17. If I exclude myself, can I still get a payment from this settlement?**

No. If you exclude yourself, you are telling the Court that you don't want to be part of the Settlement Class in this settlement. You can only get a payment if you stay in the Settlement Class and submit a Claim Form.

#### **18. If I do not exclude myself, can I 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

### 19. Do I 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 “Settlement 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.

### 20. How will the lawyers be paid?

Settlement Class Counsel will ask the Court for attorneys’ fees of up to 33 and one-third percent of the \$34 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 service 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](http://www.ThalomidRevlimidLitigation.com).

### OBJECTING TO THE SETTLEMENT

You can tell the Court if you don’t agree with the settlement or any part of it.

### 21. How do I tell the Court that I do not like the settlement?

If you are a 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 20). 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. Email and mail your objection to [info@thalomidrevlimidlitigation.com](mailto:info@thalomidrevlimidlitigation.com) and all three addresses below postmarked on or before **September 15, 2020**.

Clerk of the Court	Settlement 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 mcoolidge@hausfeld.com	John E. Schmidlein Williams & Connolly LLP 725 12th Street, NW Washington, DC 20005 JSchmidlein@wc.com

### 22. May I come to Court to speak about my objection?

Yes. You or your 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 *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 **September 15, 2020** and sent to all three addresses in Question 21.

**23. 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 yourself). Excluding yourself is telling the Court that you don't want to be part of the Settlement Class. If you exclude yourself, you cannot object because the settlement no longer affects you.

**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.

**24. 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 September 30, 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) Settlement Class Counsel's application for an award of attorneys' fees and disbursement of expenses and costs; and (3) the service 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 22 above). After the hearing, the Court will decide whether to approve the settlement.

**25. Do I have to come to the hearing?**

No. Settlement 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.

**26. May I speak at the hearing?**

Yes. You may ask the Court for permission to speak at the Fairness Hearing (*see* Question 22 above).

**IF YOU DO NOTHING**

**27. What happens if I do nothing at all?**

If you are a Settlement Class Member and you do nothing, you will give up the rights explained in Question 15, 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, you will not receive a payment (unless you previously submitted a Claim Form) from the net Settlement Fund.

**GETTING MORE INFORMATION**

**28. 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 law firms listed in Question 19; (2) going to [www.ThalomidRevlimidLitigation.com](http://www.ThalomidRevlimidLitigation.com); or (3) writing to the Settlement Administrator *In re Thalomid and Revlimid Antitrust Litigation* Settlement Administrator, P.O. Box 43508, Providence, RI 02940-3508. 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.