

**Celgene ApS
Kristianiagade 8, 3
2100 Coppenhagen
Denmark**

Central Business Registration No 30 49 71 47

Annual report 2016

The Annual General Meeting adopted the annual report on 22 May 2017

Chairman of the General Meeting



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Company details

Company

Celgene ApS

Central Business Registration No: 30 49 71 47

Registered in: Copenhagen

Internet: www.Celgene.com

E-mail: geninfo.dk@celgene.com

Board of Directors

Nicolas François Raymond Verbeke (Chairman)

Jürg Oehen

Tuomo Tapani Pätsi

Jonathan Biller

Nakisa Serry

Executive Board

Nicolas François Raymond Verbeke

Company auditors

KPMG Statsautoriseret Revisionspartnerselskab

Dampfærgevej 28

2100 København Ø

Statement by Management on the annual report

The Board of Directors and the Executive Board have today considered and approved the annual report of Celgene ApS for the financial year 1 January to 31 December 2016.

The annual report is presented in accordance with the Danish Financial Statements Act.

In our opinion, the financial statements give a true and fair view of the Company's financial position at 31 December 2016 and of its financial performance for the financial year 1 January to 31 December 2016.

We believe that the management commentary contains a fair review of the affairs and conditions referred to therein.

We recommend the annual report for adoption at the Annual General Meeting.

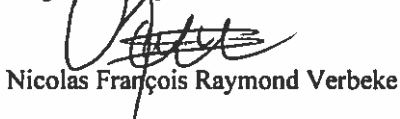
Copenhagen, 22 May 2017

Executive Board



Nicolas François Raymond Verbeke
Chief Executive Officer

Supervisory Board



Nicolas François Raymond Verbeke

Tuomo Tapani Pääsi

Jürg Oehen

Jonathan Biller

Nakisa Serry

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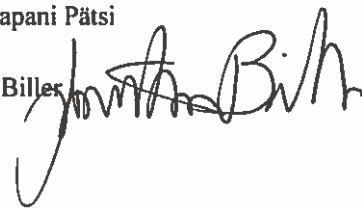
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Tuomo Tapani Päätsi

Jonathan Biller

Independent auditor's report

To the shareholder of Celgene ApS

Opinion

We have audited the financial statements of Celgene ApS for the financial year 1 January – 31 December 2016 comprising accounting policies, income statement, balance sheet, statement of changes in equity and notes. The financial statements are prepared in accordance with the Danish Financial Statements Act.

In our opinion, the financial statements give a true and fair view of the Company's assets, liabilities and financial position at 31 December 2016 and of the results of the Company's operations for the financial year 1 January – 31 December 2016 in accordance with the Danish Financial Statements Act.

Basis for opinion

We conducted our audit in accordance with International Standards on Auditing (ISAs) and the additional requirements applicable in Denmark. Our responsibilities under those standards and requirements are further described in the "Auditor's responsibilities for the audit of the financial statements" section of our report. We are independent of the Company in accordance with the International Ethics Standards Board for Accountants' Code of Ethics for Professional Accountants (IESBA Code) and the additional requirements applicable in Denmark, and we have fulfilled our other ethical responsibilities in accordance with these rules and requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Management's responsibility for the financial statements

Management is responsible for the preparation of financial statements that give a true and fair view in accordance with the Danish Financial Statements Act and for such internal control that Management determines is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, Management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting in preparing the financial statements unless Management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

Auditor's responsibility

Our objectives are to obtain reasonable assurance as to whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance but is not a guarantee that an audit conducted in accordance with ISAs and the additional requirements in Denmark will always detect a material misstatement when it exists. Misstatements may arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of financial statement users made on the basis of these financial statements.

As part of an audit conducted in accordance with ISAs and the additional requirements applicable in Denmark, we exercise professional judgement and maintain professional scepticism throughout the audit. We also:

- identify and assess the risks of material misstatement of the company financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error as fraud

- may involve collusion, forgery, intentional omissions, misrepresentations or the override of internal control.
- obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control.
 - evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by Management.
 - conclude on the appropriateness of Management's use of the going concern basis of accounting in preparing the financial statements and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
 - evaluate the overall presentation, structure and contents of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that gives a true and fair view.

Independent auditor's report

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

Statement on the Management's review

Management is responsible for the Management's review.

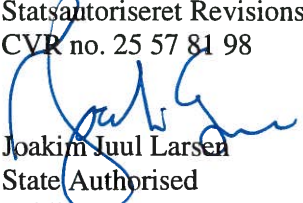
Our opinion on the financial statements does not cover the Management's review, and we do not express any form of assurance conclusion thereon.

In connection with our audit of the financial statements, our responsibility is to read the Management's review and, in doing so, consider whether the Management's review is materially inconsistent with the financial statements or our knowledge obtained during the audit, or otherwise appears to be materially misstated.

Moreover, it is our responsibility to consider whether the Management's review provides the information required under the Danish Financial Statements Act.

Based on the work we have performed, we conclude that the Management's review is in accordance with the financial statements and has been prepared in accordance with the requirements of the Danish Financial Statement Act. We did not identify any material misstatement of the Management's review.

KPMG 22 May 2017
Statsautoriseret Revisionspartnerselskab
CVR no. 25 57 81 98


Joakim Juul Larsen
State Authorised
Public Accountant

Management commentary

	<u>2016</u> <u>DKK'000</u>	<u>2015</u> <u>DKK'000</u>	<u>2014</u> <u>DKK'000</u>	<u>2013</u> <u>DKK'000</u>	<u>2012</u> <u>DKK'000</u>
Financial highlights					
Key figures					
Gross profit	46.595	34.799	41.936	36.749	37.066
Operating profit/loss	10.531	2.605	8.900	6.734	7.972
Net financials	-220	145	343	23	-33
Profit/loss for the year	7.984	1.811	6.934	4.939	5.791
Equity	34.619	26.636	24.824	17.891	12.952
Balance sheet total	94.540	74.652	58.296	56.750	32.529
Investments in property, plant and equipment	18	347	22	71	11
Ratios					
Return on equity (%)	26,07%	7,04%	32,46%	32,03%	57,58%
Solvency ratio (%)	36,62%	35,68%	42,58%	31,53%	39,82%

Management commentary

Primary activities

The Company's primary activity consists of trading and distributing pharmaceutical products.

Development in activities and finances

The Company has increased its activity (revenue) during the year. Therefore, the profit has increased to DKK 7.983.530 (2015: DKK 1.811.042).

Equity at 31 December 2016 amounts to DKK 34.619.070 (2015: DKK 26.635.540).

The profit for the period meets Management's expectations.

Uncertainty relating to recognition and measurement

Celgene ApS has no areas where there is uncertainty in recognition and measurement.

Unusual circumstances

Apart from that, there have been no unusual circumstances that have impacted recognition and measurement.

Particular risks

The Company considers that any risk from distribution is not material due to the Limited Risk Distribution model with which the Company is engaged.

Events after the balance sheet date

No events have occurred after the balance sheet date to this date, which would influence the evaluation of this annual report.

Outlook

The company expects an increase in the gross profit and operating profit in 2017.

Accounting policies

This annual report has been presented in accordance with the provisions of the Danish Financial Statements Act governing reporting class C enterprises (medium).

Referring to section 86(4) of the Danish Financial Statements Act, Celgene ApS has not prepared a statement of cash flow, since the entity is included in the statement of cash flow for the group.

The accounting policies used in preparation of the financial statements are consistent with those of last year.

Foreign currency translation

On initial recognition, foreign currency transactions are translated applying the exchange rate at the transaction date. Receivables, payables and other monetary items denominated in foreign currencies that have not been settled at the balance sheet date, are translated using the exchange rate at the balance sheet date. Exchange rate differences that arise between the rate at the transaction date and the one in effect at the payment date, or the balance sheet date, are recognised in the income statement as financial income or financial expenses

Income statement

Gross profit

With reference to section 32 of the Danish Financial Statements Act, revenue has not been disclosed in the Annual report.

Revenue

Revenue is recognised in the income statement when delivery is made and risk has passed to the buyer. Revenue is recognised net of VAT, duties and sales discounts. The revenue consists of trading and distributing pharmaceutical products.

Cost of sales

The transfer price between Celgene Logistics and Celgene ApS is calculated based on the selling price in order to give Celgene ApS a gross margin.

Other external expenses

Other external expenses comprise expenses for distribution, sale, marketing, administration, premises, bad debts, etc.

Staff costs

Staff costs comprise salaries and wages as well as social security costs, pension contributions, etc for the Company's staff.

Financial income and expenses

These items comprise interest income and interest expenses, the interest portion of finance lease payments, realised and unrealised capital gains and losses on securities and transactions in foreign currencies, amortisation premium or allowance on mortgage debt, etc. as well as tax surcharge and repayment under the Danish Tax Prepayment Scheme.

Accounting policies

Income taxes

Tax for the year, which consists of current tax for the year and changes in deferred tax, is recognised in the income statement by the portion attributable to the profit/loss for the year, and recognised directly on equity by the portion attributable to entries directly on equity.

The current tax payable or receivable is recognised in the balance sheet, stated as tax calculated on this year's taxable income, adjusted for prepaid tax.

Deferred tax is recognised on all temporary differences between the carrying amount and tax-based value of assets and liabilities.

Deferred tax assets, including the tax base of tax loss carryforwards, are recognised in the balance sheet at their estimated realisable value, either as a set-off against deferred tax liabilities or as net tax assets.

Balance sheet

Property, plant and equipment

Other fixtures and fittings, tools and equipment are measured at cost less accumulated depreciation and impairment losses.

Cost comprises the acquisition price, costs directly attributable to the acquisition and preparation costs of the asset until the time when the asset is ready to be put into operation.

The basis of depreciation is cost plus revaluation and minus estimated residual value after the end of useful life. Straight-line depreciation is made on the basis of the following estimated useful lives of the assets:
Other fixtures and fittings, tools and equipment : 3-5 years.

Property, plant and equipment are written down to the lower of recoverable amount and carrying amount.

Receivables

Receivables are measured at amortised cost, usually equalling nominal value less provisions for bad debts.

Dividend

Dividend is recognised as a liability at the time of adoption at the general meeting. The proposed dividend for the financial year is disclosed as a separate item in equity.

Other financial liabilities

Other financial liabilities are measured at amortised cost which usually corresponds to nominal value.

Accounting policies

Financial highlights

Financial highlights are defined and calculated in accordance with "Recommendations & Ratios 2016" issued by the Danish Society of Financial Analysts.

Ratios	Calculation formula
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Return on equity (%)	$\frac{\text{Profit/loss for the year} \times 100}{\text{Average equity}}$
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Solvency ratio (%)	$\frac{\text{Equity} \times 100}{\text{Total assets}}$
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Ratios reflect

Return on equity

The enterprise's return on capital invested in the enterprise by the owners.

Solvency ratio

The financial strength of the Entity.

Income statement for 2016

	No- tes	2016	2015
		DKK	DKK
Gross profit		28.087.759	21.152.885
Staff costs	1	(17.451.405)	(18.466.598)
Depreciation, amortisation and impairment losses		(105.166)	(81.082)
Operating profit+ / loss -		10.531.188	2.605.205
Other financial items		(220.317)	144.591
Profit+ / loss- before tax		10.310.871	2.749.796
Tax on profit/loss for the year	2	(2.327.341)	(938.754)
Net profit + / loss - for the year	3	7.983.530	1.811.042

Balance sheet at 31.12.2016

	Notes	2016 DKK	2015 DKK
Other fixtures and fittings, tools and equipment	4	230.218	317.274
Tangible assets		230.218	317.274
Fixed assets		230.218	317.274
Trade receivables		68.782.062	52.501.911
Receivables from group enterprises		351.198	3.335.814
Income tax		-	76.382
Other receivables		3.941.039	2.262.025
Deferred tax asset	5	35.376	40.914
Receivables		73.109.675	58.217.046
Cash		21.199.895	16.117.941
Current assets		94.309.570	74.334.987
Assets		94.539.788	74.652.261

Balance sheet at 31.12.2016

	Notes	2016 DKK	2015 DKK
Share capital	<u>6</u>	<u>744.755</u>	<u>744.755</u>
Retained earnings		33.874.315	25.890.785
Equity		<u>34.619.070</u>	<u>26.635.540</u>
Trade payables		611.686	232.981
Debt to group enterprises		53.227.983	39.047.092
Income taxes		1.276.092	-
Other payables		4.804.957	8.736.648
Short-term liabilities other than provisions		<u>59.920.718</u>	<u>48.016.721</u>
Liabilities other than provisions		<u>59.920.718</u>	<u>48.016.721</u>
Equity and liabilities		<u>94.539.788</u>	<u>74.652.261</u>
Lease commitments	7		
Other notes	8-9		

Statement of changes in equity for 2016

	Share capital	Retained earnings	Proposed di- vidends	Total
	DKK	DKK	DKK	DKK
Equity				
Balance at 01 January 2016	744.755	25.890.785	-	26.635.540
Profit for the year	-	7.983.530	-	7.983.530
Balance at 31 December 2016	744.755	33.874.315	-	34.619.070

Notes

	2016	2015
	DKK	DKK
1. Staff costs		
Salaries and wages	14.814.764	13.561.966
Other personal costs	1.356.143	3.196.480
Pension contributions	388.842	1.110.828
Other social security costs	891.656	597.324
	<u>17.451.405</u>	<u>18.466.598</u>
Average number of employees	<u>16</u>	<u>17</u>
No remuneration has been paid to the Executive Board and Board of Directors.		
2. Tax on profit for the period		
Current tax	2.314.098	712.407
Change in deferred tax	5.538	27.639
Reduction in tax rate 23,5% to 22%	-	(2.790)
Adjustment to tax relating to previous years	7.705	201.498
	<u>2.327.341</u>	<u>938.754</u>
3. Proposed distribution of profit/loss		
Dividends for the period	-	-
Retained earnings	7.983.530	1.811.042
	<u>7.983.530</u>	<u>1.811.042</u>

Notes

	Tangible assets 2016	Tangible assets 2015
	DKK	DKK
4. Tangible assets		
Cost at 1 January	2.228.393	1.881.802
Additions	18.110	346.591
Correction	(19.076)	-
Cost at 31 December	2.227.427	2.228.393
Depreciation and impairment losses at 01.01	(1.911.119)	(1.830.037)
Depreciation for the year	(105.166)	(81.082)
Correction	19.076	-
Depreciation and impairment losses at 31 December	(1.997.209)	(1.911.119)
Carrying amount at 31 December	230.218	317.274
	2016 DKK	2015 DKK
5. Deferred tax		
Deferred tax is incumbent upon property, plant and equipment		
Balance 1 January	(40.914)	(68.553)
Charged to Income Statements	5.538	27.639
Balance 31 December	(35.376)	(40.914)

Notes

6. Share capital

Share capital consists of 100 shares at EUR 1.000. The shares have not been divided into classes.

There have been no changes in the share capital during the last 5 years.

	<u>2016</u> DKK	<u>2015</u> DKK
7. Lease commitments		
Operating lease contracts on cars, equipment and rent have been concluded for the year 2017 to 2020		
Total lease payments	<u>1.149.870</u>	<u>1.025.417</u>

8. Ultimate parent undertaking and controlling party

The Company is a wholly-owned subsidiary of Celgene B.V., Netherland
The ultimate holding company is Celgene Corporation, incorporated in the United States of America.

The results of the Company are consolidated in those of Celgene Corporation.
The consolidated accounts are available to the public and may be obtained from 86 Morris Avenue, New Jersey 07901, USA.

9. Related parties

The Company only discloses transactions that are not on arms-length terms. During the year no such transactions took place.