

UNITED STATES DISTRICT COURT
DISTRICT OF NEW JERSEY

IN RE CELGENE CORPORATION
SECURITIES LITIGATION

Case No. 2:18-cv-04772 (MEF) (JBC)

CLASS ACTION

JUDGMENT APPROVING CLASS ACTION SETTLEMENT

WHEREAS, a consolidated securities class action is pending in this Court entitled *In re Celgene Corporation Securities Litigation*, Case No. 2:18-cv-04772 (MEF) (JBC) (D.N.J.) (the “Action”)¹;

WHEREAS, by Order dated November 25, 2020 (ECF 115), the Court certified the Action to proceed as a class action on behalf of all persons and entities who purchased the common stock of Celgene between April 27, 2017 and April 27, 2018, inclusive, and were damaged thereby.² The Court also appointed Lead Plaintiff AMF Tjänstepension AB as Class Representative for the Class, and appointed Lead Counsel Kessler Topaz Meltzer & Check, LLP as Class Counsel for the Class;

¹ Unless otherwise defined in this Judgment, the capitalized terms herein shall have the same meanings they have in the Stipulation (defined below).

² Excluded from the Class are: (i) Defendants; (ii) any directors and officers of Celgene during the Class Period and members of their Immediate Families; (iii) the subsidiaries, parents and affiliates of Celgene; (iv) any firm, trust, corporation or other entity in which Celgene has or had a controlling interest; and (v) the legal representatives, heirs, successors and assigns of any such excluded party. *See* Stipulation and Agreement of Settlement dated November 4, 2025 (the “Stipulation”), at ¶ 1(i). Also excluded from the Class are (i) the persons and entities who excluded themselves from the Class pursuant to the Class Notice as listed in Exhibit 1 hereto; and (ii) Judge Michael E. Farbiarz, Judge James B. Clark, III, their current or former chambers staff, and any of their family members.

WHEREAS, by Order dated April 21, 2022 (ECF 199), the Court approved the proposed form and content of the Class Notice to be disseminated to the Class Members to notify them of, among other things: (i) the Action pending against Defendants; (ii) the Court's certification of the Action to proceed as a class action on behalf of the Class; and (iii) Class Members' right to request to be excluded from the Class by July 11, 2022, the effect of remaining in the Class or requesting exclusion, and the requirements for requesting exclusion; and approved the method of dissemination of the Class Notice;

WHEREAS, the Class Notice was mailed beginning on May 11, 2022 to all potential Class Members who could be identified through reasonable effort, resulting in the mailing of 751,520 copies of the Postcard Class Notice and 6,176 copies of the longer Class Notice, and thirty (30) requests for exclusion from the Class were received by July 11, 2022 (ECF 215, at ¶ 18 & Ex. C);

WHEREAS, (a) Class Representative, on behalf of itself and the Class; and (b) defendant Celgene Corporation ("Celgene" or the "Company") and defendants Terrie Curran and Philippe Martin (collectively, the "Individual Defendants," and together with Celgene, "Defendants," and, together with Class Representative, the "Parties") have entered into the Stipulation, that provides for a complete dismissal with prejudice and release of the claims asserted against Defendants in the Action on the terms and conditions set forth in the Stipulation, subject to the approval of this Court (the "Settlement");

WHEREAS, on November 4, 2025, Class Representative made a motion, pursuant to Federal Rule of Civil Procedure 23(e)(1), for an order preliminarily approving the Settlement in accordance with the Stipulation and allowing notice to Class Members, and on November 24, 2025, Class Counsel made a supplemental submission in further support of preliminary approval, attaching evidentiary support and a declaration from Class Representative's damages expert;

WHEREAS, by Opinion and Order dated December 5, 2025 (“December 5, 2025 Opinion and Order”) (ECF 488), the Court granted Class Representative’s motion but required certain revisions to the Claim Form and notice materials, which Class Counsel revised and resubmitted to the Court on December 16, 2025;

WHEREAS, as reflected in the December 5, 2025 Opinion and Order, the Court worked through the factors for preliminary approval of class action settlements set forth in *Girsh v. Jepsen*, 521 F.2d 153, 157 (3d Cir. 1975) and its progeny, evaluated (among other things) the recovery contemplated by the Settlement and the risks to the Class posed by continued litigation through trial and appeal, and was satisfied that it likely could approve the Settlement;

WHEREAS, more specifically, the Court found that (i) “[a]s to process, the facts [of the case] have been well developed, and the proposed settlement seems to have been struck at arms-length”; and (ii) “as to substance, the proposed settlement realistically reflects the core risks to the Plaintiff of pushing on to trial,” including “the risk (a) that the Plaintiff does not win on liability (say, because the jury does not find that there was scienter), and (b) that if the Plaintiff does win on liability, the class-wide damages would be lower to an extent than the number its expert landed on” (ECF 488 at 6);

WHEREAS, by Order dated December 19, 2025 (the “Preliminary Approval Order”) (ECF 493), this Court: (a) found, pursuant to Rule 23(e)(1)(B) of the Federal Rules of Civil Procedure, that it would likely be able to approve the Settlement as fair, reasonable, and adequate under Rule 23(e)(2); (b) ordered that notice of the proposed Settlement be provided to potential Class Members; (c) provided Class Members with the opportunity to object to the proposed Settlement; and (d) scheduled a hearing regarding final approval of the Settlement;

WHEREAS, due and adequate notice has been given to the Class;

WHEREAS, in accordance with the Preliminary Approval Order, the Claims Administrator disseminated over 767,000 notices to potential Class Members and their nominees and in response: (i) over 362,000 Claims were submitted, of which approximately 214,749 have been determined to be provisionally valid, and (ii) four objections (two to both the Settlement and fee/expense request, one to the Plan of Allocation, and one to the requirements for submitting a Claim) were received, with only one of the objectors having submitted proof of transactions in Celgene common stock to establish Class membership and thus standing to object to the Settlement;

WHEREAS, the Court conducted a hearing on May 4, 2026 (the “Settlement Hearing”) to consider, among other things, (a) whether the terms and conditions of the Settlement are fair, reasonable, and adequate to the Class, and should therefore be approved; and (b) whether a judgment should be entered dismissing the Action with prejudice as against the Defendants; and

WHEREAS, the Court having reviewed and considered the Stipulation, all papers filed and proceedings held herein in connection with the Settlement, all oral and written comments received regarding the Settlement, and the record in the Action, and good cause appearing for the reasons set forth in the Court’s December 5, 2025 Opinion and Order, which apply equally to the Court’s decision regarding final approval of the Settlement, and the reasons articulated by the Court at the May 4, 2026 Settlement Hearing;

IT IS HEREBY ORDERED, ADJUDGED, AND DECREED:

1. **Jurisdiction** – The Court has jurisdiction over the subject matter of the Action, and all matters relating to the Settlement, as well as personal jurisdiction over all of the Parties and each of the Class Members.

2. **Incorporation of Settlement Documents** – This Judgment incorporates and makes a part hereof: (a) the Stipulation filed with the Court on November 4, 2025; and (b) the Postcard

Notice, Settlement Notice, and Summary Settlement Notice, which were filed with the Court on March 30, 2026.

3. **Notice** – The Court finds that the dissemination of the Postcard Notice, Settlement Notice, and Claim Form and the publication of the Summary Settlement Notice: (a) were implemented in accordance with the Preliminary Approval Order; (b) constituted notice that was reasonably calculated, under the circumstances, to apprise Class Members of (i) the effect of the proposed Settlement (including the Releases to be provided thereunder), (ii) Class Counsel’s motion for attorneys’ fees and Litigation Expenses, (iii) their right to object to any aspect of the Settlement, the Plan of Allocation, and/or Class Counsel’s motion for attorneys’ fees and Litigation Expenses, and (iv) their right to appear at the Settlement Hearing; (c) constituted due, adequate, and sufficient notice to all persons and entities entitled to receive notice of the proposed Settlement; and (d) satisfied the requirements of Rule 23 of the Federal Rules of Civil Procedure, the United States Constitution (including the Due Process Clause), the Private Securities Litigation Reform Act of 1995, 15 U.S.C. § 78u-4, as amended, and all other applicable law and rules.

4. **CAFA Notice** – Defendants issued notice pursuant to the Class Action Fairness Act of 2005, 28 U.S.C. § 1715 et seq. on or before November 13, 2025. ECF 486. The Court finds that the notice requirements set forth in the Class Action Fairness Act of 2005, 28 U.S.C. § 1715, to the extent applicable to the Action, have been satisfied.

5. **Objections** – The Court has considered each of the objections to the Settlement submitted pursuant to Rule 23(e)(5) of the Federal Rules of Civil Procedure. The Court finds and concludes that each of the objections is without merit, and each is hereby overruled.

6. **Final Settlement Approval and Dismissal of Claims** – Pursuant to, and in accordance with, Rule 23(e)(2) of the Federal Rules of Civil Procedure, this Court hereby fully

and finally approves the Settlement set forth in the Stipulation in all respects (including, without limitation: the amount of the Settlement; the Releases provided for therein; and the dismissal with prejudice of the claims asserted against Defendants in the Action), and finds that the Settlement is, in all respects, fair, reasonable, and adequate to the Class. Specifically, the Court finds that: (a) Class Representative and Class Counsel have adequately represented the Class; (b) the Settlement was negotiated by the Parties at arm's length; (c) the relief provided for the Class under the Settlement is adequate taking into account the costs, risks, and delay of trial and appeal; the proposed means of distributing the Settlement Fund to the Class; and the proposed attorneys' fee award; and (d) the Settlement treats members of the Class equitably relative to each other. The Parties are directed to implement, perform, and consummate the Settlement in accordance with the terms and provisions contained in the Stipulation.

7. The Action and all of the claims asserted against Defendants in the Action by Class Representative and the other Class Members are hereby dismissed with prejudice. The Parties shall bear their own costs and expenses, except as otherwise expressly provided in the Stipulation.

8. **Binding Effect** – The terms of the Stipulation and of this Judgment shall be forever binding on Defendants, Class Representative, and all other Class Members (regardless of whether or not any individual Class Member submits a Claim Form or seeks or obtains a distribution from the Net Settlement Fund), as well as their respective successors and assigns.

9. **Releases** – The Releases set forth in paragraphs 5 and 6 of the Stipulation, together with the definitions contained in paragraph 1 of the Stipulation relating thereto, are expressly incorporated herein in all respects. The Releases are effective as of the Effective Date. Accordingly, this Court orders that:

(a) Without further action by anyone, and subject to paragraph 10 below, upon the Effective Date of the Settlement, Class Representative and each of the other Class Members, on behalf of themselves, and their respective heirs, executors, administrators, predecessors, successors, assigns, representatives, attorneys, and agents, in their capacities as such, shall be deemed to have, and by operation of law and of this Judgment shall have, fully, finally, and forever compromised, settled, released, resolved, relinquished, waived, and discharged each and every Released Plaintiff's Claim (including, without limitation, Unknown Claims) against Defendants and the other Defendants' Releasees, and shall forever be barred and enjoined from prosecuting any or all of the Released Plaintiff's Claims directly or indirectly against any of the Defendants and the other Defendants' Releasees.

(b) Without further action by anyone, and subject to paragraph 10 below, upon the Effective Date of the Settlement, Defendants, on behalf of themselves, and their respective heirs, executors, administrators, predecessors, successors, assigns, representatives, attorneys, and agents, in their capacities as such, shall be deemed to have, and by operation of law and of this Judgment shall have, fully, finally, and forever compromised, settled, released, resolved, relinquished, waived, and discharged each and every Released Defendants' Claim (including, without limitation, Unknown Claims) against Class Representative and the other Plaintiffs' Releasees, and shall forever be barred and enjoined from prosecuting any or all of the Released Defendants' Claims directly or indirectly against any of the other Plaintiffs' Releasees.

10. Notwithstanding paragraphs 9(a)–(b) above, nothing in this Judgment shall bar any action by any of the Parties to enforce or effectuate the terms of the Stipulation or this Judgment.

11. **Rule 11 Findings** – The Court finds and concludes that the Parties and their respective counsel have complied in all respects with the requirements of Rule 11 of the Federal

Rules of Civil Procedure in connection with the institution, prosecution, defense, and settlement of the Action.

12. **No Admissions** – Neither this Judgment, the Stipulation, including the exhibits thereto and the Plan of Allocation contained therein (or any other plan of allocation that may be approved by the Court), the Parties' mediations and subsequent Settlement, the communications and/or discussions leading to the execution of the Stipulation, nor any proceedings taken pursuant to or in connection with the Stipulation and/or approval of the Settlement (including any arguments proffered in connection therewith):

(a) shall be offered against any of the Defendants' Releasees as evidence of, or construed as, or deemed to be evidence of any presumption, concession, or admission by any of the Defendants' Releasees with respect to the truth of any fact alleged by Class Representative or the validity or infirmity of any claim that was or could have been asserted or the deficiency of any defense that has been or could have been asserted in this Action or in any other litigation, or of any liability, negligence, fault, or other wrongdoing of any kind of any of the Defendants' Releasees, or in any way referred to for any other reason as against any of the Defendants' Releasees, in any arbitration proceeding or other civil, criminal, or administrative action or proceeding, other than such proceedings as may be necessary to effectuate the provisions of the Stipulation;

(b) shall be offered against any of the Plaintiff's Releasees as evidence of, or construed as, or deemed to be evidence of any presumption, concession, or admission by any of the Plaintiff's Releasees that any of their claims are without merit, that any of the Defendants or the other Defendants' Releasees had meritorious defenses, or that damages recoverable under the Complaint would not have exceeded the Settlement Amount, or with

respect to any liability, negligence, fault, or wrongdoing of any kind, or in any way referred to for any other reason as against any of the Plaintiff's Releasees, in any arbitration proceeding or other civil, criminal, or administrative action or proceeding, other than such proceedings as may be necessary to effectuate the provisions of the Stipulation; or

(c) shall be construed against any of the Releasees as an admission, concession, or presumption that the consideration to be given under the Settlement represents the amount which could be or would have been recovered after trial;

provided, however, that the Parties and any other of the Releasees and their respective counsel may refer to this Judgment and the Stipulation to effectuate the protections from liability granted hereunder and thereunder or otherwise to enforce the terms of the Settlement.

13. **Retention of Jurisdiction** – Without affecting the finality of this Judgment in any way, this Court retains continuing and exclusive jurisdiction over: (a) the Parties for purposes of the administration, interpretation, implementation, and enforcement of the Settlement; (b) the disposition of the Settlement Fund; (c) any motion for an award of attorneys' fees and/or Litigation Expenses in the Action that will be paid from the Settlement Fund; (d) any motion to approve the Plan of Allocation; (e) any motion to approve the Class Distribution Order; and (f) the Class Members for all matters relating to the Action.

14. Separate orders shall be entered regarding approval of a plan of allocation and the motion of Class Counsel for an award of attorneys' fees and Litigation Expenses. Such orders shall in no way affect or delay the finality of this Judgment and shall not affect or delay the Effective Date of the Settlement.

15. **Termination of Settlement** – If the Settlement is terminated as provided in the Stipulation or the Effective Date of the Settlement otherwise fails to occur, this Judgment shall be

vacated and rendered null and void, and shall be of no further force and effect, except as otherwise provided by the Stipulation, and this Judgment shall be without prejudice to the rights of Class Representative, the other Class Members, and Defendants, and the Parties shall revert to their respective positions in the Action as of September 25, 2025, as provided in the Stipulation.

16. **Entry of Final Judgment** – There is no just reason to delay the entry of this Judgment as a final judgment in this Action. Accordingly, the Clerk of the Court is expressly directed to immediately enter this final judgment in this Action.

SO ORDERED this 8th day of May, 2026.



The Honorable Michael E. Farbiarz
United States District Judge