

BRISTOL-MYERS SQUIBB COMPANY
MINUTES OF SPECIAL MEETING OF SHAREHOLDERS

APRIL 12, 2019

The Special Meeting of Shareholders of Bristol-Myers Squibb Company was held at Kirkland & Ellis LLP, 601 Lexington Avenue, New York, New York on the 12th day of April 2019 at 10:00 a.m.

The meeting was called to order by the Chairman of the Board, Dr. Giovanni Caforio, who presided. Ms. Katherine Kelly, Corporate Secretary of the company, acted as Secretary of the meeting.

The Secretary reported that a quorum was present with the preliminary report indicating that over 75% of the company's Common and Preferred Stock entitled to vote at the meeting were represented in person or by proxy. Ms. Kelly then provided cautionary language regarding any statements relating to forward-looking information and non-GAAP measures that may be made during the meeting.

Dr. Caforio then described the order of the meeting.

The Secretary announced that an alphabetical list of shareholders entitled to vote at the meeting was available in the registration area and that such list had been available for examination by shareholders for at least ten days prior to the meeting and was open to the examination by the shareholders during the meeting. The Secretary then presented a copy of the 2019 Notice of Special Meeting and Proxy Statement and Form of Proxy and stated

that such materials had been provided to each shareholder that was a shareholder of the company as of the record date of March 1, 2019 and who is entitled to vote at the meeting. In addition, the Secretary presented an affidavit attesting to that mailing. The 2019 Notice of Special Meeting and Proxy Statement and Form of Proxy are attached to these minutes as Exhibit A. The affidavit of mailing attesting to the mailing of copies of Exhibits A to shareholders is attached to these minutes as Exhibit B.

Pursuant to the company's bylaws, the Chairman then appointed Samuel J. Bavely of Corporate Election Services as Inspector of Election to serve at the meeting. It was noted that Mr. Bavely had taken the required oath and that the oath would be presented for filing with the records of the meeting. The Inspector's Oath is attached as Exhibit C.

The Chairman then declared the polls officially open at 10:04 a.m. and asked Ms. Kelly to present the two management proposals.

Ms. Kelly stated that the first item on the agenda was the approval of the issuance of Company common stock in connection with the Merger Agreement entered into by the Company and Celgene Corporation on January 2, 2019.

Ms. Kelly then stated that the second item on the agenda was the approval of the adjournment of the Special Meeting.

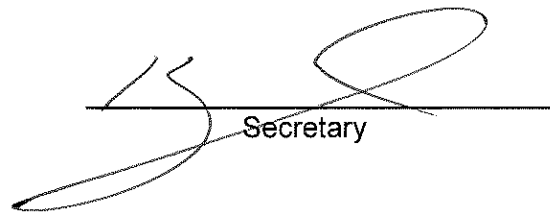
The Chairman addressed comments and answered questions from shareholders on the two proposals presented.

The Chairman then directed the floor attendants to collect any ballots that shareholders voted at the meeting and declared the polls closed for voting on the items presented at the meeting, noting for the record that it was April 12, 2019, at 10:13 a.m.

The Chairman addressed comments and answered questions in the general question and answer segment of the meeting.

At the request of the Chairman, the Secretary announced the preliminary conclusions of the vote. The management proposal on the issuance of Company common stock was approved. The management proposal on the adjournment of the Special Meeting was approved. However, since the proposal on the issuance of Company common stock was approved, this proposal, while approved, was not necessary. The final report of the Inspector of Election is attached to these minutes as Exhibit D.

There being no further business coming before the meeting, the meeting was adjourned at 10:24 a.m.


Secretary

Meeting Minutes Exhibits can be provided upon request
to the Corporate Secretary Office at:
stockholder.services@bms.com

BRISTOL-MYERS SQUIBB COMPANY
MINUTES OF ANNUAL MEETING OF SHAREHOLDERS
MAY 29, 2019

The Annual Meeting of Shareholders of Bristol-Myers Squibb Company was held at Bristol-Myers Squibb Company, 3401 Princeton Pike, Lawrence Township, New Jersey, on the 29th day of May 2019 at 10:30 a.m.

The meeting was called to order by the Chairman of the Board, Dr. Giovanni Caforio, who presided. Ms. Katherine R. Kelly, Corporate Secretary of the company, acted as Secretary of the meeting.

The Chairman introduced Ms. Kelly and the other members of the Board of Directors.

The Chairman then introduced the Board members. The Chairman also introduced Paul Krieger, Lead Audit Partner of the company's independent registered public accounting firm, Deloitte & Touche LLP.

Next, the Secretary reported that a quorum was present with the preliminary report indicating that over 88.8 % of the company's Common and Preferred Stock entitled to vote at the meeting were represented in person or by proxy. Ms. Kelly then provided cautionary language regarding any statements relating to forward-looking information and non-GAAP measures that may be made during the meeting.

Ms. Kelly then turned the meeting over to Dr. Caforio who discussed the company's performance in 2018. He reported on the 2018 financial results, including sales and earnings and pipeline developments, among other things. Dr. Caforio also gave an update on the Celgene acquisition and building a leading biopharma company, the BMS Foundation, and our people strategy of creating a diverse and inclusive culture.

Dr. Caforio then described the order of the meeting.

The Secretary announced that an alphabetical list of shareholders entitled to vote at the meeting was available at the registration table outside the meeting and that such list had been available for examination by shareholders for at least ten days prior to the meeting and was open to the examination by the shareholders during the meeting. The Secretary then presented a copy of the 2019 Notice of Meeting and Proxy Statement, Form of Proxy, and a copy of the company's 2018 Annual Report manually signed by the company's independent auditors and stated that such materials had been provided to each shareholder that was a shareholder of the company as of the record date and who is entitled to vote at the meeting. In addition, the Secretary presented an affidavit showing that the proxy materials were mailed at least 30 days prior to the Annual Meeting to each shareholder receiving a paper copy of the proxy materials at the shareholder's address in the company's file. The 2019 Notice of Meeting and Proxy Statement and Form of Proxy are attached to these minutes as Exhibit A. The 2018 Annual Report of the company is attached to these minutes as Exhibit B. The affidavit of mailing attesting to the mailing of copies of Exhibits A and B to shareholders is attached to these minutes as Exhibit C. The Secretary also stated that the minutes of the Annual Meeting of Shareholders held May 1, 2018 and the 2019 Special Meeting of Stockholders held on April 12, 2019 were available to any shareholder who wished to read them.

Pursuant to the company's bylaws, the Chairman then appointed Karl Wagner of American Election Services, LLC (who was not a candidate for the office of director), as Inspector of Election to serve at the meeting. It was noted that Mr. Wagner had taken the required oath and that the oath would be presented for filing with the records of the meeting. The Inspector's Oath is attached as Exhibit D.

The Chairman then declared the polls officially open at 10:46 a.m. and asked Ms. Kelly to present the three management proposals.

Ms. Kelly stated that the first item on the agenda was the election of Peter J. Arduini, Robert Bertolini, Giovanni Caforio, M.D., Matthew W. Emmens, Michael Grobstein, Alan J. Lacy, Dinesh C. Paliwal, Theodore R. Samuels, Vicki L. Sato, Ph.D., Gerald L. Storch and Karen H. Vousden, Ph.D., as directors of the company to hold office for a term expiring at the 2020 Annual Meeting.

Ms. Kelly then stated that the second item on the agenda was an advisory vote to approve the compensation of our named executive officers.

Ms. Kelly next stated that the third item on the agenda was the ratification of Deloitte & Touche LLP as the independent registered public accounting firm for the company for the year 2019.

Ms. Kelly then handed the meeting back over to the Chairman for presentation of the shareholder proposal.

The Chairman next called upon Beryl Mason to move before the meeting the following resolution from Kenneth Steiner regarding shareholder right to act by written consent:

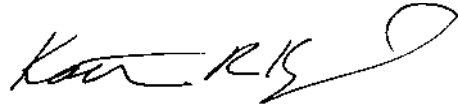
RESOLVED, Shareholders request that our board of directors undertake such steps as may be necessary to permit written consent by shareholders entitled to cast the minimum number of votes that would be necessary to authorize the action at a meeting at which all shareholders entitled to vote thereon were present and voting. This written consent is to be consistent with applicable law and consistent with giving shareholders the fullest power to act by written consent consistent with applicable law. This includes shareholder ability to initiate any topic for written consent consistent with applicable law.

The Chairman then directed the floor attendants to collect any ballots that shareholders voted at the meeting and declared the polls closed for voting on the items presented at the meeting, noting for the record that it was May 29, 2019 at 10:52 a.m.

The Chairman, together with other members of senior management of the Company addressed comments and answered questions in the general question and answer segment of the meeting.

At the request of the Chairman, the Secretary announced the preliminary conclusions of the vote. Each nominee for director was elected to serve until the 2019 Annual Meeting of Shareholders. The management proposal on the advisory vote to approve the compensation of our named Executive Officers was approved. The appointment of Deloitte & Touche as the company's independent registered public accounting firm for the company for the year 2019 was ratified. The shareholder proposal on shareholder right to act by written consent was rejected. The final report of the Inspector of Election is attached to these minutes as Exhibit E.

There being no further business coming before the meeting, upon motion duly made, seconded and carried, the meeting was adjourned.

A handwritten signature in black ink, appearing to read "Kam R. B.", written above a horizontal line.

Secretary

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