

AMENDMENT AGREEMENT
in relation to a LICENCE AGREEMENT dated 16 April 2018
as amended and restated on 11 November 2019

THIS AMENDMENT AGREEMENT (the “**Amendment**”) is made by and between, the Medicines Patent Pool Foundation, a non-profit foundation registered under the laws of Switzerland, and having a principal place of business at Rue de Varembe 7, CH-1202 Geneva (the “**Licensor**”) and Adcock Ingram Limited & Adcock Ingram Healthcare (PTY) Limited (the “**Licensee**”), companies incorporated under the laws of Republic of South Africa, and having its registered office at 1 New Road, Midrand, 168, South Africa, Private Bag X69, Bryanston, 2021, South Africa,

each a “**Party**” and together the “**Parties**”,

and is effective as of the date it has been signed by each Party and ViiV (as defined below), hereafter referred to as the “**Amendment Date**”.

RECITALS

WHEREAS, ViiV Healthcare Company, a company incorporated under the laws of Delaware and having its registered office at Corporation Service Company, Suite 400, Wilmington, Delaware, 19808 (“**ViiV**”) and the Licensor entered into a licence agreement dated 31 March 2014 (the “**ViiV-MPPF Agreement**”) to promote access to the antiretroviral drug dolutegravir for paediatric patients in a number of low- and middle-income countries;

WHEREAS, ViiV and the Licensor entered into an amendment and restatement agreement dated as of 21 March 2019 (the “**ViiV-MPPF Amendment**”), which restated the ViiV-MPPF Agreement (including the Form of Sublicence attached as Schedule 1 to that agreement) as amended by the ViiV-MPPF Amendment (the “**Restated ViiV-MPPF Agreement**”);

WHEREAS pursuant to the ViiV-MPPF Agreement, the Licensor and the Licensee entered into a licence agreement dated 16 April 2018 (the “**Original Sublicence Agreement**”);

WHEREAS pursuant to the Restated ViiV-MPPF Agreement, the Licensor and the Licensee entered into an amendment and restatement of the Original Sublicence Agreement dated 11 November 2019 (the “**Licensor-Licensee Amendment**”), which amended and restated the Original Sublicence Agreement as amended by the Licensor-Licensee Amendment (the “**Existing Sublicence Agreement**”);

WHEREAS, the Licensor and the Licensee wish to amend the Existing Sublicence Agreement in order to extend the Territory (as defined under the Existing Sublicence Agreement) to include Belarus and Kazakhstan; and

WHEREAS, ViiV is willing to approve the amendment of the Existing Sublicence Agreement as contemplated by this Amendment and to sign this Amendment in accordance with Clause 24 (*Amendments*) of the Existing Sublicence Agreement.

NOW THEREFORE, based on the foregoing premises and the covenants and obligations set forth below, the Parties agree as follows:

AGREEMENT

1. **Definitions.** All capitalized terms not otherwise defined herein shall have the meaning assigned to them in the Restated ViiV-MPPF Agreement and in the Existing Sublicence Agreement.

2. Amendment.

2.1 The Existing Sublicence Agreement is, with effect from the Amendment Date, amended as follows:

2.1.1 Appendix B to the Existing Sublicence Agreement is deleted and replaced by Appendix B attached as the Annex to this Amendment;

2.1.2 the table in Appendix D to the Existing Sublicence Agreement is amended to insert the following rows:

Country	Application Number	Application Date	Patent Number
Belarus	200702080	28-Apr-2006	14162
	201290583	24-Jan-2011	EA025176
Kazakhstan	200702080	28-Apr-2006	14162
	201290583	24-Jan-2011	EA025176

2.1.3 Appendix E to the Existing Sublicence Agreement is amended to delete the words “do not” in the title “Non-Territory Patents registered in countries which do not fall within Appendix C”; and

2.1.4 the table in Appendix E to the Existing Sublicence Agreement is amended to delete the rows pertaining to Belarus and Kazakhstan.

2.2 For the avoidance of doubt, the Existing Sublicence Agreement as amended by this Amendment shall be deemed a Sublicence under the Restated MPPF-ViiV Agreement.

3. General.

3.1 Amendments. No provision of this Amendment may be modified or amended except expressly in a writing signed by each Party and ViiV.

3.2 No impact on Letter of Indemnity. The letter of indemnity entered into between the Licensee and ViiV dated 16 April 2018 shall remain in full force and effect notwithstanding the amendment of the Existing Sublicence Agreement pursuant to this Amendment.

3.3 Governing Law and Jurisdiction. The provisions of Clause 28 (*Governing Law and Jurisdiction*) of the Existing Sublicence Agreement are hereby incorporated into this Amendment as if set out herein.

3.4 Counterparts. This Amendment may be executed in any number of counterparts, and may be executed by the Parties and signed by ViiV on separate counterparts, but shall not be effective until each Party has executed and ViiV has signed at least one counterpart. Each counterpart shall constitute an original of this Amendment, but all the counterparts shall together constitute but one and the same instrument.

3.5 Signature. For the convenience of the Parties, an executed copy of this Amendment through digital or electronic signature may be transmitted by email in portable document format (PDF) and such .pdf file shall be a validly executed document.

– Signatures follow –

IN WITNESS WHEREOF the Parties have executed this Amendment by their duly authorized officers.

Medicines Patent Pool Foundation

By: Charles Gore
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Name: Charles Gore
Title: Executive Director
Date: 3/5/2021

Adcock Ingram Limited

By: 
Name: ASHLEY PEARCE
Title: MANAGING DIRECTOR, PRESCRIPTION
Date: 16 FEBRUARY 2021

Adcock Ingram Healthcare (PTY) Limited

By: 
Name: ASHLEY PEARCE
Title: MANAGING DIRECTOR, PRESCRIPTION
Date: 16 FEBRUARY 2021

ViiV Healthcare Company

By: Lynn Baxter
Name: LYNN BAXTER
Title: PRESIDENT
Date: 5th MAY 2021

Annex
APPENDIX B
LIST OF COUNTRIES FORMING THE TERRITORY

1. Afghanistan	31. E.Timor	62. Libya	93. Samoa
2. Algeria	32. Ecuador	63. Madagascar	94. São Tomé and Príncipe
3. Angola	33. Egypt	64. Malawi	95. Sénégal
4. Argentina	34. El Salvador	65. Malaysia	96. Seychelles
5. Armenia	35. Equatorial Guinea	66. Maldives	97. Sierra Leone
6. Azerbaijan	36. Eritrea	67. Mali	98. Solomon Islands
7. Bangladesh	37. Ethiopia	68. Marshall Islands	99. Somalia
8. Belarus	38. Fiji	69. Mauritania	100. South Africa
9. Belize	39. Gabon	70. Mauritius	101. South Sudan
10. Benin	40. Gambia	71. Micronesia	102. Sri Lanka
11. Bhutan	41. Georgia	72. Moldova, Rep. of	103. Sudan
12. Bolivia	42. Ghana	73. Mongolia	104. Swaziland
13. Botswana	43. Guatemala	74. Morocco	105. Syrian Arab Republic
14. Burkina Faso	44. Guinea	75. Mozambique	106. Tajikistan
15. Burundi	45. Guinea-Bissau	76. Myanmar	107. Tanzania, U. Rep. of
16. Cambodia	46. Guyana	77. Namibia	108. Thailand
17. Cameroon	47. Haiti	78. Nauru	109. Togo
18. Cape Verde	48. Honduras	79. Nepal	110. Tonga
19. Central African Republic	49. India	80. Nicaragua	111. Tunisia
20. Chad	50. Indonesia	81. Niger	112. Turkmenistan
21. Chile	51. Iran	82. Nigeria	113. Tuvalu
22. Colombia	52. Iraq	83. Pakistan	114. Uganda
23. Comoros	53. Jamaica	84. Palau	115. Ukraine
24. Congo, Dem. Rep. Of The	54. Kazakhstan	85. Papua New Guinea	116. Uzbekistan
25. Congo, Rep	55. Kenya	86. Panama	117. Vanuatu
26. Costa Rica	56. Kiribati	87. Paraguay	118. Venezuela
27. Côte d'Ivoire	57. Kosovo	88. Peru	119. Vietnam
28. Cuba	58. Lao, People's Dem. Rep.	89. Philippines	120. West Bank and Gaza
29. Djibouti	59. Lebanon	90. Republic Kyrgyz	121. Yemen
30. Dominican Republic	60. Lesotho	91. Democratic People's Republic of Korea	122. Zambia
	61. Liberia	92. Rwanda	123. Zimbabwe