

AMENDMENT AGREEMENT
in relation to a **LICENCE AGREEMENT dated 25 August 2014**
as amended and restated on 29 April 2016 and as amended and restated on 10 September 2018

THIS AMENDMENT AGREEMENT (the "**Amendment**") is made and entered into as of _____ 02 October 2020 (the "**Amendment Date**") 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 Hetero Labs Limited, a company incorporated under the laws of India, and having a registered office at 7-2-A2, Hetero Corporate, Industrial Estates, Sanathnagas, Hyderabad, 500 018 Andhra Pradesh, India (the "**Licensee**").

RECITALS

WHEREAS, ViiV and the Licensor entered into a licence agreement dated 31 March 2014 (the "**Original ViiV-MPPF Agreement**") to promote access to the antiretroviral drugs abacavir and dolutegravir for adult patients in a number of low- and middle-income countries;

WHEREAS, ViiV and the Licensor entered into an amendment and restatement agreement dated 22 April 2016 (the "**ViiV-MPPF Amendment**"), which restated the Original ViiV-MPPF Agreement (including the Form of Sublicence attached as Schedule 1 to that agreement) as amended by the ViiV-MPPF Amendment (the "**2016 Restated ViiV-MPPF Agreement**");

WHEREAS, ViiV and the Licensor entered into a second amendment and restatement agreement dated as of 20 July 2018 (the "**Second ViiV-MPPF Amendment**"), which restated the 2016 Restated ViiV-MPPF Agreement (including the Form of Sublicence attached as Schedule 1 to that agreement) as amended by the Second ViiV-MPPF Amendment (the "**2018 Restated ViiV-MPPF Agreement**");

WHEREAS pursuant to the Original ViiV-MPPF Agreement, the Licensor and the Licensee entered into a licence agreement dated 25 August 2014 (the "**Original Sublicence Agreement**");

WHEREAS pursuant to the 2016 Restated ViiV-MPPF Agreement, the Licensor and the Licensee entered into an amendment and restatement of the Original Sublicence Agreement dated 29 April 2016 (the "**Licensor-Licensee Amendment**"), which amended and restated the Original Sublicence Agreement as amended by the Licensor-Licensee Amendment (the "**2016 Restated Sublicence Agreement**");

WHEREAS, pursuant to the 2018 Restated ViiV-MPPF Agreement, the Licensor and the Licensee entered into an amendment and restatement of the 2016 Restated Sublicence Agreement dated 10 September 2018 (the "**Second Licensor-Licensee Amendment**"), which amended and restated the 2016 Restated Sublicence Agreement as amended by the Second Licensor-Licensee Amendment (the "**Existing Sublicence Agreement**");

WHEREAS, the Licensor and the Licensee now wish to amend the Existing Sublicence Agreement in order to extend the Territory (as defined under the Existing Sublicence Agreement) to include Algeria, since on 1 July 2020 Algeria was classified by the World Bank as a Lower Middle-Income Country; and

WHEREAS, ViiV is willing to approve the amendment of the Existing Sublicence Agreement as contemplated by this Amendment and has joined as a party to this Amendment in accordance with clause 25 (*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 Existing Sublicence Agreement and the 2018 Restated ViiV-MPPF Agreement.
2. **Amendment.** The Existing Sublicence Agreement is, with effect from the Amendment Date, amended as follows:

- 2.1 Appendix B to the Existing Sublicence Agreement is deleted and replaced by Appendix B attached as the Annex to this Amendment.
- 2.2 Appendix C to the Existing Sublicence Agreement is amended to (i) insert Algeria to the list of countries under the heading "LMIC" and (ii) delete Algeria from the list of countries under the heading "UMIC".
- 2.3 the table in Part B of Appendix D to the Existing Sublicence Agreement is amended to insert the following two rows pertaining to Algeria:

Country	Application Number	Application Date	Patent Number
Algeria	70738	28-Apr-2006	5531
	120523	24-Jan-2011	

- 2.4 the table in Part B of Appendix E to the Existing Sublicence Agreement is amended to delete the rows pertaining to Algeria.

3. General.

- 3.1 **Amendments.** No provision of this Amendment may be modified or amended except expressly in a writing signed by all parties.
- 3.2 **No impact on Letter of Indemnity.** The letter of indemnity entered into between the Licensee and ViV dated 25 August 2014 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 29 (*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 by the parties on separate counterparts, but shall not be effective until each party has executed 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.

[signatures appear on the following page]

IN WITNESS WHEREOF the parties have executed this Amendment by their duly authorized officers as of the Amendment Date.

Medicines Patent Pool Foundation

By: Charles Gore
Name: CHARLES GORE
Title: EXECUTIVE DIRECTOR



Medicines Patent Pool
Rue de Varembe 7
1202 Geneva
Switzerland

Hetero Labs Limited

By: Bhavesh Shah
Name: BHAVESH SHAH
Title: DIRECTOR - INT'L MKT.



ViiV Healthcare Company

By: Lynn Baxter
Name: LYNN BAXTER
Title: PRESIDENT

Annex

APPENDIX B

LIST OF COUNTRIES FORMING THE TERRITORY

Countries forming the Territory are Royalty-Free Countries except for those designated with an asterisk (*) which are Royalty-Countries.

- | | |
|------------------------------|---|
| 1. Afghanistan | 49. Mauritania |
| 2. Algeria* | 50. Mauritius |
| 3. Angola | 51. Micronesia |
| 4. Armenia* | 52. Moldova* |
| 5. Bangladesh | 53. Mongolia* |
| 6. Benin | 54. Morocco* |
| 7. Bhutan | 55. Mozambique |
| 8. Bolivia | 56. Myanmar |
| 9. Botswana | 57. Namibia |
| 10. Burkina Faso | 58. Nepal |
| 11. Burundi | 59. Nicaragua |
| 12. Cambodia | 60. Niger |
| 13. Cameroon | 61. Nigeria |
| 14. Cape Verde | 62. Democratic People's Republic of North Korea |
| 15. Central African Republic | 63. Pakistan |
| 16. Chad | 64. Papua New Guinea |
| 17. Comoros | 65. Philippines* |
| 18. Congo | 66. Republic Kyrgyz |
| 19. Cote d'Ivoire | 67. Rwanda |
| 20. Djibouti | 68. Samoa |
| 21. DR Congo (Zaire) | 69. Sao Tome and Principe |
| 22. East Timor | 70. Senegal |
| 23. Egypt* | 71. Seychelles |
| 24. El Salvador | 72. Sierra Leone |
| 25. Equatorial Guinea | 73. Solomon Islands |
| 26. Eritrea | 74. Somalia |
| 27. Ethiopia | 75. South Africa |
| 28. Gabon | 76. South Sudan |
| 29. Ghana | 77. Sri Lanka |
| 30. Gambia | 78. Sudan |
| 31. Georgia | 79. Syria |
| 32. Guatemala | 80. Swaziland |
| 33. Guinea | 81. Tanzania |
| 34. Guinea Bissau | 82. Tajikistan |
| 35. Guyana | 83. Togo |
| 36. Haiti | 84. Tunisia* |
| 37. India* | 85. Turkmenistan* |
| 38. Indonesia* | 86. Tuvalu |
| 39. Honduras | 87. Uganda |
| 40. Kenya | 88. Ukraine* |
| 41. Kiribati | 89. Uzbekistan |
| 42. Kosovo | 90. Vanuatu |
| 43. Lao People's DR | 91. Vietnam* |
| 44. Lesotho | 92. West Bank and Gaza |
| 45. Liberia | 93. Yemen |
| 46. Madagascar | 94. Zambia |
| 47. Malawi | 95. Zimbabwe |
| 48. Mali | |

Tiers for Royalty Countries:

Tier 1	India, Vietnam, Philippines, Moldova
Tier 2	Algeria, Indonesia, Egypt, Morocco, Armenia, Ukraine, Mongolia, Tunisia
Tier 3	Turkmenistan