

APPENDIX 9

SECOND AMENDMENT TO THIRD AMENDED AND RESTATED LICENSE AGREEMENT

This SECOND AMENDMENT TO THIRD AMENDED AND RESTATED LICENSE AGREEMENT (this "Amendment") is made as of NOV. 20, 2019 (the "Amendment Effective Date") by and among **Gilead Sciences, Inc.**, a Delaware corporation having its principal place of business at 333 Lakeside Drive, Foster City, California 94404, USA ("**Gilead**"), the **Medicines Patent Pool**, a non-profit foundation registered under the laws of Switzerland, and having a principal place of business at Rue de Varembe 7, 1202 Geneva, Switzerland ("**MPP**"), and **Emcure Pharmaceuticals Ltd.**, a company registered under the laws of India, and having a registered office at Emcure House, T-184, MIDC, Bhosari, Pune 411 026, India ("**Licensee**").

RECITALS

WHEREAS, Gilead, MPP, and Licensee entered into that certain Third Amended and Restated License Agreement effective as of 15 March 2016 (as subsequently amended, the "**Agreement**"), pursuant to which MPP granted Licensee certain licenses with respect to Gilead's proprietary pharmaceutical agents tenofovir alafenamide, tenofovir disoproxil fumarate, elvitegravir, cobicistat, and bictegrovir for treatment of HIV and HBV in developing world countries; and

WHEREAS, Gilead, MPP, and Licensee wish to amend the Agreement to add Azerbaijan to the TDF-TAF Territory, COBI Territory, and BIC Territory (as such terms are defined in the Agreement), in accordance with the terms and conditions of this Amendment, all as more fully described below.

NOW, THEREFORE, Gilead, MPP, and Licensee agree as follows:

1. Appendices. Appendices 1, 5, and 7 of the Agreement are hereby deleted and replaced with new Appendices 1, 5, and 7 attached to this Amendment, respectively.
2. Miscellaneous. This Amendment embodies the entire understanding of the Parties with respect to the subject matter hereof and supersedes all previous communications, representations or understandings, and agreements, whether oral or written, between the Parties relating to the subject matter hereof. Except as expressly amended by this Amendment, the terms and conditions of the Agreement will remain in full force and effect. This Amendment shall be effective as of the Amendment Effective Date, and may not be modified except by written agreement between the Parties. This Amendment will be governed by and construed under the laws of England, without regard to its choice of law principles, and any dispute that arises hereunder shall be resolved by binding arbitration as set forth in Section 12.7 of the Agreement.

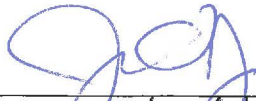
[signatures appear on the following page]



IN WITNESS WHEREOF, the parties hereto have executed this Amendment as of the Amendment Effective Date.

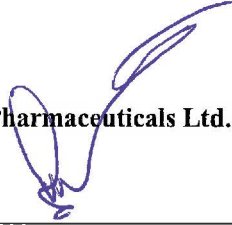
GILEAD:

Gilead Sciences, Inc.

By 
Name: JASON OKAZAKI
Title: SENIOR VICE PRESIDENT

LICENSEE:


Emcure Pharmaceuticals Ltd.

By 
Name: MR. SANJAY MEHTA
Title: PRESIDENT - COMMERCIAL



MPP:

Medicines Patent Pool

By 
Name: CHARLES CORE
Title: EXECUTIVE DIRECTOR

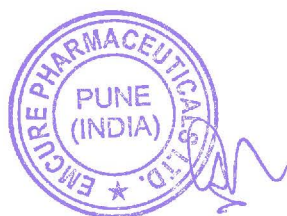
APPENDIX 1
Countries in the TDF-TAF Territory

- | | | |
|------------------------------|-----------------------------|---------------------------------------|
| 1. Afghanistan | 41. Georgia | 81. Phillipines |
| 2. Angola | 42. Ghana | 82. Rwanda |
| 3. Anguilla | 43. Grenada | 83. Saint Kitts and Nevis |
| 4. Antigua and Barbuda | 44. Guatemala | 84. Saint Lucia |
| 5. Armenia | 45. Guinea | 85. Saint Vincent & the
Grenadines |
| 6. Aruba | 46. Guinea-Bissau | 86. Samoa |
| 7. Azerbaijan | 47. Guyana | 87. São Tomé and Príncipe |
| 8. Bahamas | 48. Haiti | 88. Senegal |
| 9. Bangladesh | 49. Honduras | 89. Seychelles |
| 10. Barbados | 50. India | 90. Sierra Leone |
| 11. Belarus | 51. Indonesia | 91. Solomon Islands |
| 12. Belize | 52. Jamaica | 92. Somalia |
| 13. Benin | 53. Kazakhstan | 93. South Africa |
| 14. Bhutan | 54. Kenya | 94. South Sudan |
| 15. Bolivia | 55. Kiribati | 95. Sri Lanka |
| 16. Botswana | 56. Kyrgyzstan | 96. Sudan |
| 17. British Virgin Islands | 57. Lao, People's Dem. Rep. | 97. Surinam |
| 18. Burkina Faso | 58. Lesotho | 98. Swaziland |
| 19. Burundi | 59. Liberia | 99. Syrian Arab Republic |
| 20. Cambodia | 60. Madagascar | 100. Tajikistan |
| 21. Cameroon | 61. Malawi | 101. Tanzania, U. Rep. of |
| 22. Cape Verde | 62. Malaysia | 102. Thailand |
| 23. Central African Republic | 63. Maldives | 103. Timor-Leste |
| 24. Chad | 64. Mali | 104. Togo |
| 25. Comoros | 65. Mauritania | 105. Tonga |
| 26. Congo, Rep | 66. Mauritius | 106. Trinidad and Tobago |
| 27. Congo, Dem. Rep. of the | 67. Moldova, Rep. of | 107. Turkmenistan |
| 28. Côte d'Ivoire | 68. Mongolia | 108. Turks and Caicos |
| 29. Cuba | 69. Montserrat | 109. Tuvalu |
| 30. Djibouti | 70. Mozambique | 110. Uganda |
| 31. Dominica | 71. Myanmar | 111. Ukraine |
| 32. Dominican Republic | 72. Namibia | 112. Uzbekistan |
| 33. Ecuador | 73. Nauru | 113. Vanuatu |
| 34. El Salvador | 74. Nepal | 114. Vietnam |
| 35. Equatorial Guinea | 75. Nicaragua | 115. Yemen |
| 36. Eritrea | 76. Niger | 116. Zambia |
| 37. Ethiopia | 77. Nigeria | 117. Zimbabwe |
| 38. Fiji Islands | 78. Pakistan | |
| 39. Gabon | 79. Palau | |
| 40. Gambia | 80. Papua New Guinea | |



APPENDIX 5
Countries in the COBI Territory

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|------------------------------|-----------------------------|---------------------------------------|
| 1. Afghanistan | 41. Georgia | 81. Philippines |
| 2. Angola | 42. Ghana | 82. Rwanda |
| 3. Anguilla | 43. Grenada | 83. Saint Kitts and Nevis |
| 4. Antigua and Barbuda | 44. Guatemala | 84. Saint Lucia |
| 5. Armenia | 45. Guinea | 85. Saint Vincent & the
Grenadines |
| 6. Aruba | 46. Guinea-Bissau | 86. Samoa |
| 7. Azerbaijan | 47. Guyana | 87. São Tomé and Príncipe |
| 8. Bahamas | 48. Haiti | 88. Senegal |
| 9. Bangladesh | 49. Honduras | 89. Seychelles |
| 10. Barbados | 50. India | 90. Sierra Leone |
| 11. Belarus | 51. Indonesia | 91. Solomon Islands |
| 12. Belize | 52. Jamaica | 92. Somalia |
| 13. Benin | 53. Kazakhstan | 93. South Africa |
| 14. Bhutan | 54. Kenya | 94. South Sudan |
| 15. Bolivia | 55. Kiribati | 95. Sri Lanka |
| 16. Botswana | 56. Kyrgyzstan | 96. Sudan |
| 17. British Virgin Islands | 57. Lao, People's Dem. Rep. | 97. Surinam |
| 18. Burkina Faso | 58. Lesotho | 98. Swaziland |
| 19. Burundi | 59. Liberia | 99. Syrian Arab Republic |
| 20. Cambodia | 60. Madagascar | 100. Tajikistan |
| 21. Cameroon | 61. Malawi | 101. Tanzania, U. Rep. of |
| 22. Cape Verde | 62. Malaysia | 102. Thailand |
| 23. Central African Republic | 63. Maldives | 103. Timor-Leste |
| 24. Chad | 64. Mali | 104. Togo |
| 25. Comoros | 65. Mauritania | 105. Tonga |
| 26. Congo, Rep | 66. Mauritius | 106. Trinidad and Tobago |
| 27. Congo, Dem. Rep. of the | 67. Moldova, Rep. of | 107. Turkmenistan |
| 28. Côte d'Ivoire | 68. Mongolia | 108. Turks and Caicos |
| 29. Cuba | 69. Montserrat | 109. Tuvalu |
| 30. Djibouti | 70. Mozambique | 110. Uganda |
| 31. Dominica | 71. Myanmar | 111. Ukraine |
| 32. Dominican Republic | 72. Namibia | 112. Uzbekistan |
| 33. Ecuador | 73. Nauru | 113. Vanuatu |
| 34. El Salvador | 74. Nepal | 114. Vietnam |
| 35. Equatorial Guinea | 75. Nicaragua | 115. Yemen |
| 36. Eritrea | 76. Niger | 116. Zambia |
| 37. Ethiopia | 77. Nigeria | 117. Zimbabwe |
| 38. Fiji Islands | 78. Pakistan | |
| 39. Gabon | 79. Palau | |
| 40. Gambia | 80. Papua New Guinea | |



APPENDIX 7
Countries in the BIC Territory

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|------------------------------|-----------------------------|---------------------------------------|
| 1. Afghanistan | 41. Georgia | 81. Philippines |
| 2. Angola | 42. Ghana | 82. Rwanda |
| 3. Anguilla | 43. Grenada | 83. Saint Kitts and Nevis |
| 4. Antigua and Barbuda | 44. Guatemala | 84. Saint Lucia |
| 5. Armenia | 45. Guinea | 85. Saint Vincent & the
Grenadines |
| 6. Aruba | 46. Guinea-Bissau | 86. Samoa |
| 7. Azerbaijan | 47. Guyana | 87. São Tomé and Príncipe |
| 8. Bahamas | 48. Haiti | 88. Senegal |
| 9. Bangladesh | 49. Honduras | 89. Seychelles |
| 10. Barbados | 50. India | 90. Sierra Leone |
| 11. Belarus | 51. Indonesia | 91. Solomon Islands |
| 12. Belize | 52. Jamaica | 92. Somalia |
| 13. Benin | 53. Kazakhstan | 93. South Africa |
| 14. Bhutan | 54. Kenya | 94. South Sudan |
| 15. Bolivia | 55. Kiribati | 95. Sri Lanka |
| 16. Botswana | 56. Kyrgyzstan | 96. Sudan |
| 17. British Virgin Islands | 57. Lao, People's Dem. Rep. | 97. Surinam |
| 18. Burkina Faso | 58. Lesotho | 98. Swaziland |
| 19. Burundi | 59. Liberia | 99. Syrian Arab Republic |
| 20. Cambodia | 60. Madagascar | 100. Tajikistan |
| 21. Cameroon | 61. Malawi | 101. Tanzania, U. Rep. of |
| 22. Cape Verde | 62. Malaysia | 102. Thailand |
| 23. Central African Republic | 63. Maldives | 103. Timor-Leste |
| 24. Chad | 64. Mali | 104. Togo |
| 25. Comoros | 65. Mauritania | 105. Tonga |
| 26. Congo, Rep | 66. Mauritius | 106. Trinidad and Tobago |
| 27. Congo, Dem. Rep. of the | 67. Moldova, Rep. of | 107. Turkmenistan |
| 28. Côte d'Ivoire | 68. Mongolia | 108. Turks and Caicos |
| 29. Cuba | 69. Montserrat | 109. Tuvalu |
| 30. Djibouti | 70. Mozambique | 110. Uganda |
| 31. Dominica | 71. Myanmar | 111. Ukraine |
| 32. Dominican Republic | 72. Namibia | 112. Uzbekistan |
| 33. Ecuador | 73. Nauru | 113. Vanuatu |
| 34. El Salvador | 74. Nepal | 114. Vietnam |
| 35. Equatorial Guinea | 75. Nicaragua | 115. Yemen |
| 36. Eritrea | 76. Niger | 116. Zambia |
| 37. Ethiopia | 77. Nigeria | 117. Zimbabwe |
| 38. Fiji Islands | 78. Pakistan | |
| 39. Gabon | 79. Palau | |
| 40. Gambia | 80. Papua New Guinea | |

