

**AMENDMENT AGREEMENT**  
**in relation to a LICENCE AGREEMENT dated 16 April 2018**  
**and as amended and restated on 29 August 2018**

THIS AMENDMENT AGREEMENT (the “Amendment”) is made and entered into as of November 5 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 Varembé 7, CH-1202 Geneva (the “Licensor”) and Adcock Ingram Limited & Adcock Ingram Healthcare (PTY) Limited, companies incorporated under the laws of South Africa and having registered offices at 1 New Road, Midrand, 168, South Africa, Private Bag X69, Bryanston, 2021, South Africa (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 2016 Restated 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 2018 Restated ViiV-MPPF Agreement, the Licensor and the Licensee entered into an amendment and restatement of the Original Sublicence Agreement dated 29 August 2018 (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 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 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 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.

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

**Adcock Ingram Limited & Adcock Ingram Healthcare (PTY) Limited**

By: Ashley Pearce  
Name: ASHLEY PEARCE  
Title: M.D

**ViiV Healthcare Company**

By: Crystal Baker  
Name: Crystal Baker  
Title: Company Secretary

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

**Tiers for Royalty Countries:**

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