

## Vaccine Order Form

### EXPLANATORY NOTE

- ✓ **Who shall send a Vaccine Order Form?**
  - Each Participating Member State shall send to Contractor one duly completed and signed Vaccine Order Form in paper format (by registered mail) or in electronic format (PDF by e-mail) for its Allocated portion of the **Base** Volume Commitment (such portion is as communicated by the Commission to Contractor pursuant to Article I.4.8.1(a) of the APA).
    - **By when (deadline)?** No later than 30 December 2020 (Article I.4.4.1 of the APA).
    - **What is each Participating Member States' allocated portion?** Please contact the Commission, who is responsible for allocating the Base Volume Commitment among the Participating Member States.
  - Each Exercising Member State shall send to Contractor one duly completed and signed Vaccine Order Form in paper format (by registered mail) or in electronic format (PDF by e-mail) for its Allocated portion of each of the **Additional** Volume Commitments (such portion is as communicated by the Commission to Contractor pursuant to Article I.4.8.1(b)(1) of the APA).
    - **By when (deadline)?** No later than 15 calendar days after the date of the relevant Option Exercise Notice provided by the Commission to Contractor (Article I.4.4.1 APA)
    - **What is each Exercising Member States' allocated portion?** Please contact the Commission, who is responsible for allocating each Additional Volume Commitment among the Exercising Member States.
- ✓ **To Whom and how shall the Vaccine Order Form be sent?**
  - To the Commission by email at the following address:  
[REDACTED], who will send all Vaccine Order Forms on behalf of Participating Member States to [REDACTED]

Please send the duly completed and signed Vaccine Order Form as a PDF attachment to the email.
- ✓ **How to complete this Vaccine Order Form?**
  - The information highlighted in grey must be completed by each Participating/Exercising Member State.
  - Other than completing such information highlighted in grey, **no changes or amendments are permitted** to this model Vaccine Order Form. If any such change or amendment is made, the Vaccine Order Form will be deemed invalid and not conform to the APA requirements.
- ✓ **Whom to contact in case of questions re. how to complete this Vaccine Order Form?**
  - Commission representatives:
    - [REDACTED]
    - [REDACTED]

Please copy all communications to [REDACTED]
  - Contractor representatives:
    - [REDACTED]
    - [REDACTED]
    - [REDACTED]

This Vaccine Order Form is submitted by:

The Government of the Czech Republic (the “**Member State**”), represented for the purposes of signing this specific order form by Radek Policar, Deputy Minister for Legislation and Legal Affairs,

to:

Janssen Pharmaceutica NV, a limited liability company (*naamloze vennootschap / société anonyme*) incorporated under the laws of Belgium, with registered address at Turnhoutseweg 30, 2340 Beerse (Belgium) and registered under company number 0403.834.160 (hereinafter referred to as “**Contractor**”)

The Member State and Contractor are together referred to as the “**Parties**” and each individually as a “**Party**”.

#### WHEREAS

— Contractor and the European Commission, acting on behalf of and in the name of the Participating Member States, entered into an Advance Purchase Agreement for the purchase and supply of Contractor’s COVID-19 vaccine for EU Member States dated 21 October 2020 (the “**APA**”), the terms of which are binding on the Participating Member States.

— The APA provides that:

- i. each Participating Member State will submit to Contractor a Vaccine Order Form through which Contractor shall (subject to the conditions in Article I.4.2 of the APA) make Available and Deliver to the relevant Participating Member State a proportion of the Base Volume Commitment, and
- ii. in the event the Commission, acting on behalf of the Exercising Member States, has provided an Option Exercise Notice before the First Option Deadline and/or the Second Option Deadline, as applicable, that each Exercising Member State will submit to Contractor a Vaccine Order Form through which Contractor shall (subject to the conditions in Article I.4.2 of the APA) make Available and Deliver to the relevant Exercising Member State a proportion of the relevant Additional Volume Commitment,

both (i) and (ii) at the price and conditions as set out in the APA.

- In accordance with Article I.4.4.1, the Member State hereby places its order for its full Allocated portion of the Base Volume Commitment or the relevant Additional Volume Commitment (as applicable).

## **Article I**

### **Definitions**

Capitalized terms used but not defined in this Vaccine Order Form shall have the meaning given in the APA.

## **Article II**

### **Subject matter**

1. This Vaccine Order Form is submitted by the Member State to Contractor in accordance with the terms of the APA, and forms an integral part of the APA. The terms and conditions of the APA are incorporated into this Vaccine Order Form by reference. In the event of contradiction between this Vaccine Order Form and the APA, the terms of the APA prevail regardless of any provision to the contrary.
2. This Vaccine Order Form relates to the order for the Member State's full Allocated portion of the Base Volume Commitment or the relevant Additional Volume Commitment (as applicable) as set out in the Allocation provided by the Commission to Contractor pursuant to Article I.4.8 of the APA. The provision of this Vaccine Order Form by the Member State to Contractor constitutes a binding order by the Member State for the purchase of its full Allocated portion of the Base Volume Commitment or the relevant Additional Volume Commitment (as applicable) at the Price.
3. By execution of this Vaccine Order Form, the undersigned Member State warrants to Contractor that:
  - a. it is irrevocably and unconditionally bound by the terms of the APA (as executed by the Commission on behalf and in the name of the Participating Member States) as if the Member State had executed the APA itself;
  - b. the provisions of the APA are enforceable against it in accordance with its terms;
  - c. without limiting the generality of paragraph (a) above, it shall indemnify Contractor in accordance with Article II.5 (Indemnification) of the APA; and

- d. the warranties set out in Article I.10.4.3(a) to (c) of the APA are true and correct at the date of this Vaccine Order Form.
4. To the extent this Vaccine Order Form relates to an Additional Volume Commitment, the Member State acknowledges that if it fails to pay its allocated share of the First Further Down Payment or Second Further Down Payment (as applicable) in accordance with Article I.6.1.6 of the APA, Contractor shall have no obligation to consider the Member State's Vaccine Order Form for its Allocated portion of the relevant Additional Volume Commitment or to Deliver the Allocated Vaccine Regimens to the Member State.

### **Article III**

#### **Delivery; Quality**

1. Delivery Address. The Delivery Address for the Member State is as follows:



2. Quality. The roles and responsibilities between Contractor and the Member States in relation to quality assurance matters related to the Vaccine Volume and the COVID Vaccine are set out in Exhibit F of the APA.

### **Article IV**

#### **Invoices; Notices**

1. Invoice and Payments. Contractor shall invoice the Member State in accordance with the terms of the APA. All payments to Contractor shall be made in accordance with the terms of the APA.
2. Notice. Any notice given under this Vaccine Order Form must be made in writing in English in paper or electronic format; bear the APA number and the number of this Vaccine Order Form; be made using the relevant communication details set out below with respect to the Member State and Contractor (as applicable); and be sent by mail and email:

Member State:

The Czech Republic  
Ministry of Health of the Czech Republic  
Palackého nám. 375/4, 128 01 Nové Město, Praha

VAT number: CZ00024341  
Radek Policar  
Deputy Minister for Legislation and Legal Affairs  
E-mail: [REDACTED]

Contractor:

Janssen Pharmaceutica NV  
Turnhoutseweg 30, 2340 Beerse (Belgium)  
Attn: Managing director  
E-mail: [REDACTED]

**Article V.**

**Entry into Force and Duration**

1. This Vaccine Order Form shall become effective upon execution and delivery by the Member State to Contractor in accordance with Article I.4.4.1 of the APA.
2. This Vaccine Order Form shall automatically expire upon Delivery of the Member State's full Allocated portion of the Base Volume Commitment or the relevant Additional Volume Commitment (as applicable) as set out in the Allocation provided by the Commission to Contractor pursuant to Article I.4.8 of the APA.
3. Expiry of the Vaccine Order Form shall be without prejudice to Article I.3.4 of the APA (Surviving Provisions).

**Article VI.**

**Applicable Law and Settlement of Disputes**

Article 1.9 (*Applicable Law and Settlement of Disputes*) of the APA shall apply *mutatis mutandis* to this Vaccine Order Form.

(Signature page follows)

**SIGNATURES**

For the **Member State**,

Radek Policar, Deputy Minister for Legislation and Legal Affairs

Signature: \_\_\_\_\_



Done at Prague, 16<sup>th</sup> March 2021

For acceptance of the Vaccine Order Form,

**Janssen Pharmaceutica NV,**  
Supply Chain Sr. Coordinator



Signature: \_\_\_\_\_

Done at [*place*], [*date*]

Beerse, 18th March 2021