

## AMENDMENT LETTER

From: **GAVI ALLIANCE** ("Gavi")  
Chemin du Pommier 40,  
1218 Le Grand-Saconnex,  
Switzerland

To: **[Government of Brazil]** (the "Participant")  
Esplanada dos Ministérios, Bloco G  
Brasília, DF – 70058-900  
Brazil

February 12th, 2021

Dear Participant,

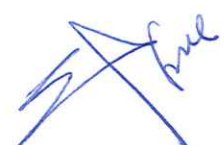
### COVAX Facility – Amendment Letter to the Commitment Agreement

#### 1 Introduction

- 1.1 We refer to the commitment agreement dated 25 September 2020 and entered into between Gavi and the Participant (the "**Commitment Agreement**").
- 1.2 Unless defined in this Amendment Letter, or the context otherwise requires, a term defined in the Commitment Agreement has the same meaning in this Amendment Letter and Clause references in this Amendment Letter are references to Clauses in the Commitment Agreement.
- 1.3 Clauses 1.2 (*Construction*), 1.3 (*Singular, plural, gender*), 1.4 (*Clauses*), 1.5 (*Non-limiting effect of words*) and 1.6 (*Precedence*) of the Commitment Agreement will apply as if set out in full in this Amendment Letter and as if all references in those clauses to "this Agreement" were a reference to this Amendment Letter.

#### 2 Amendments

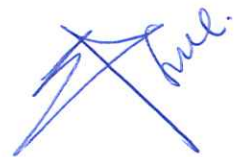
- 2.1 With effect from the date of the countersignature to this Amendment Letter by the Participant, the Commitment Agreement shall be amended, in accordance with Clause 14.4 (*Amendments and waivers*) of the Commitment Agreement, as follows:
- 2.1.1 in Clause 1.1(b) (*Definitions*) of the Commitment Agreement and Annex 1 (*Glossary of Terms*) of the Terms and Conditions, the definition of Approved Vaccine shall be amended to read as follows:
- "Approved Vaccine" means a vaccine against COVID-19 in respect of which Gavi has entered an Advanced Purchase Commitment and which has either WHO Prequalification, standard/conditional marketing authorisation or an emergency use authorisation in place from an SRA, or a WHO Emergency Use Listing.*
- 2.1.2 in paragraph 11 (*Engagement with Manufacturers*) of the Terms and Conditions the second paragraph under the heading "Volume Commitments" shall be amended to read as follows:
- For procurement, the Vaccine must be an Approved Vaccine.*



- 2.2 The Parties acknowledge that paragraph 16 of the Terms and Conditions (which is not binding on the Parties pursuant to Clause 12 of the Commitment Agreement) is no longer applicable.
- 2.3 For the avoidance of doubt, it is hereby agreed that the amendments set out in this Amendment Letter are for the benefit of both Parties and each Party acknowledges this benefit in consideration of its entry into this Amendment Letter.
- 2.4 The amendments set out in this Amendment Letter shall not affect a Party's accrued rights and obligations pursuant to the Commitment Agreement at the date upon which the Amendment Letter takes effect.

### 3 Miscellaneous

- 3.1 The Participant represents and warrants to Gavi that:
- 3.1.1 it has full power and authority to enter into, perform and deliver this Amendment Letter and the transactions contemplated herein;
- 3.1.2 this Amendment Letter has been duly authorised, executed and delivered by it and constitutes valid and legally binding obligations of it and enforceable against it in accordance with its terms; and
- 3.1.3 all actions required to be taken (including the obtaining of any Authorisation) for the entry by it into this Amendment Letter, the carrying out of the other transactions contemplated herein, or the compliance by it with the terms hereof, as the case may be, have been taken and any Authorisations are in full force and effect.
- 3.2 The provisions of Clauses 13 (*Communications*), 14 (*Miscellaneous*), 15 (*Governing Law*) and 16 (*Dispute Resolution*) of the Commitment Agreement shall apply to this Amendment Letter as if set out in full in this Amendment Letter and as if references in those clauses to "this Agreement" are references to this Amendment Letter and references to "party" or "parties" are references to Parties to this Amendment Letter.



*Signature page to the Amendment Letter*

Yours faithfully

**GAVI ALLIANCE**

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Name:

Title:

Date:

We accept and agree to the terms of this Amendment Letter set out above.

**The Participant**

A handwritten signature in blue ink, reading "Eduardo Pazuello", is written over a horizontal line.

Name: Mr. Eduardo Pazuello

Title: Minister of Health

Date: February 2, 2021

Organization (Ministry/Department): Ministry of Health - Brazil