

VACCINE ORDER FORM

This Vaccine Order Form is submitted by:

The Government of Portugal (the “**Participating Member State**”), represented for the purposes of signing this Vaccine Order Form by *Graça Freitas, Diretora-Geral da Saúde*,

to:

Pfizer Inc, incorporated in Delaware (Registration Number 0383418) with its registered address at 235 East 42nd Street, 10017 New York City, NY (UNITED STATES), represented for the purposes of signing this Vaccine Order Form by Nanette Cocero, Vaccine Global President (“**Pfizer**”);

and

BioNTech Manufacturing GmbH, registered with the commercial register of the lower court (Amtsgericht) of Mainz, Germany under HRB 47548, with its registered address at An der Goldgrube 12, 55131 Mainz, Germany (“**BioNTech**”),

(Pfizer and BioNTech together the “**Contractor**”).

The Participating 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 Vaccine for EU Member States dated 20 November 2020 (the “**APA**”), the terms of which are binding on the Participating Member States and must be read in conjunction with this Vaccine Order Form.
- The APA provides that each Participating Member State will submit to Contractor a Vaccine Order Form through which Contractor shall make available and deliver to the relevant Participating Member State a proportion of the Contracted Doses or Additional Order as applicable, in accordance with the allocation provided by the Commission pursuant to Article 1.6.3 of the APA and at the price and conditions as set out in the APA.
- In accordance with Article 1.5.2 of the APA, Portugal hereby places its order for its full allocated portion of the Contracted Doses or Additional Order (as applicable).

Article I

Subject matter

1. This Vaccine Order Form is submitted by the Participating 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. Any capitalised terms in this Vaccine Order Form will have the meaning attributed to them in the definitions list included in Article I.2 of the APA.
2. This Vaccine Order Form relates to the order for the Participating Member State's full allocated portion of the Contracted Doses or the relevant Additional Order (as applicable) as set out in the allocation provided by the Commission to Contractor pursuant to Article I.6.2 of the APA. The submission of this signed Vaccine Order Form by the Participating Member State to Contractor constitutes a binding order by the Participating Member State for the purchase of its full allocated portion of the Contracted Doses or the relevant Additional Order (as applicable) as follows:
 - a. Portugal will purchase 4.540.805 number of doses of Contracted Doses of the Vaccine, on the basis of the following delivery schedule:

Quarter	Q4 2020	Q1 2021	Q2 2021	Q3 2021
Doses	567.601	908.161	1.362.242	1.702.801

- b. The Delivery Price of Contracted Doses is 12 euros per dose excl. VAT.

The total amount payable by the Participating Member State for the Contracted Doses is 54.489.660 euros excluding 6% VAT.

3. By signature of this Vaccine Order Form, the undersigned Participating Member State warrants to Contractor that:
 - a it is irrevocably and unconditionally bound by the terms of the APA (as concluded by the Commission on behalf and in the name of the Participating Member States), including the indemnification obligations and the liability, limitation of liability and exclusions terms set out therein;
 - b the provisions of the APA are enforceable against it in accordance with its terms;

- c it shall indemnify the Indemnified Persons in accordance with Article I.12 (*Indemnification*) of the APA;
 - d it has full right, power and authority to enter into this Vaccine Order Form and to perform its respective obligations under it;
 - e the person executing this Vaccine Order Form is duly authorized to execute and bind the undersigned Participating Member State to the terms set forth herein and incorporated by reference.
4. The Participating Member State acknowledges that the Vaccine and materials related to the Vaccine, and their components and constituent materials are being rapidly developed due to the emergency circumstances of the COVID-19 pandemic and will continue to be studied after provision of the Vaccine to the Participating Member States under the APA. The Participating Member State further acknowledges that the long-term effects and efficacy of the Vaccine are not currently known and that there may be adverse effects of the Vaccine that are not currently known. Further, to the extent applicable, the Participating Member State acknowledges that the Vaccine shall not be serialized.
5. The Participating Member State represents and warrants that all necessary permissions and approvals have been or will be obtained prior to the time for performance by the Participating Member State, to authorise performance of all of the obligations contained herein.

Article II

Delivery, Supply

1. Delivery Address. The Delivery Address for the Participating Member State is as follows:
- a) Name: SUCH- Serviço de Utilização Comum dos Hospitais
Location: *Serviço de Utilização Comum dos Hospitais, Rua da Restauração, 365, 1099-014 Lisboa, Portugal*
Contacts: Dr. Pedro Dias, (+351 21 390 10 00), email: pedro.dias@such.pt;
Mário Lavrador, (+351 21 390 10 00), email: mario.lavrador@such.pt
 - b) Health regions where local sites will be defined.
 - i. Name: ARS Norte - Oporto
 - ii. Name: ARS Centro - Coimbra
 - iii. Name: ARS LVT - Lisbon
 - iv. Name: ARS Alentejo - Évora
 - v. Name: ARS Algarve – Faro
 - vi. Name: DRS Açores – Ponta Delgada

vii. Name: SESARAM Madeira - Funchal

The number and locations within the health regions are to be defined with the agreement of Pfizer Biofarmacêutica, Sociedade Unipessoal Lda..

2. Supply of the Products

The Contractor shall supply the Products as further described in the APA.

Article III Invoices; Notices

1. Invoice and Payments. Contractor shall invoice the Participating Member State in accordance with the terms of the APA. All payments to Contractor or its designated Affiliate shall be made in accordance with the terms of the APA.

Payment shall be made in the following currency pursuant to the provisions of Article II.19.2: Euros.

2. Notice. Any notice given under this Vaccine Order Form must a) be made in writing in English in paper or electronic format; b) bear the APA number and the number of this Vaccine Order Form; c) be made using the relevant communication details set out below with respect to the Member State and Contractor (as applicable); d) be sent by mail and email:

Participating Member State:

*Portugal -- Direção-Geral da Saúde
Alameda D. Afonso Henriques, 45 -- 1049-005 Lisboa
Dra. Maria Da Graça Gregório de Freitas
Diretora-Geral da Saúde
E-mail: geral@dggs.min-saude.pt*

Contractor:

Pfizer Biofarmacêutica, Sociedade Unipessoal Lda.
Jesus, Cesar Miguel Canica de
BU Lead
Lagoas Park, Edifício 10, 2740-271 Porto Salvo, Portugal
E-mail: geral@pfizer.com

Article IV.

Entry into Force and Duration

1. This Vaccine Order Form shall enter into force on the date of signature by the Parties and will remain into force until termination of the APA, or if the APA expires, until the last delivery of Product which in any event must take place within 6 months of such expiry.

Article V.

Applicable Law and Settlement of Disputes

1. For the avoidance of doubt, Article I.13 (*Applicable Law and Settlement of Disputes*) of the APA shall apply to any dispute arising out of the implementation of or in connection with this Vaccine Order Form and the Participating Member State irrevocably agrees to be bound by the provisions set out therein.

(Signature page follows)

SIGNATURES

For the Participating Member State,

Graça Freitas, Diretora-Geral da Saúde

Signature: Vanessa Maria Gandra Esteves Cunha Fernandes Pereira de Gouveia
Digitally signed by Vanessa Maria Gandra Esteves Cunha Fernandes Pereira de Gouveia
DN: c=PT, o=Subdireção-geral da Saúde, ou=Direção-Geral da Saúde, cn=Vanessa Maria Gandra Esteves Cunha Fernandes Pereira de Gouveia
Date: 2020.12.09 09:22:22 Z

Done at [place], [date]

Vanessa Pereira de Gouveia
Subdiretora-Geral da Saúde
em substituição da Diretora-Geral da Saúde

For acceptance of the Vaccine Order Form,

Pfizer

Nanette Cocero, Vaccine Global President

Signature: 

Done at [place], [date] New York, NY December 09, 2020

The invoice will be paid only once the Contractor has returned the signed Vaccine Order Form.