

VACCINE ORDER FORM

[Letterhead of Government if available]

This Vaccine Order Form is submitted by:

The Government of Portugal (the “**Member State**”), represented for the purposes of signing this specific order form by Graça Freitas, Diretora-Geral da Saúde, Direção-Geral da Saúde,

to:

Moderna Switzerland GmbH

a limited liability company (“Gesellschaft mit beschränkter Haftung”) organized and existing under the laws of Switzerland

Company Number CHE-344.522.989

Aeschenvorstadt 48 (c/o Katja Schott, Walder Wyss), 4051 Basel, Switzerland

CHE-344.522.989 MWST

(hereinafter referred to as “the contractor”)

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

WHEREAS

- The 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 the contractor’s COVID-19 vaccine for EU Member States **SANTE/2020/C3/054** (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 the contractor a Vaccine Order Form through which the contractor shall (subject to the terms and conditions of the APA) deliver to the relevant Participating Member State a proportion of the Initial Doses, and
 - ii. in the event the Commission, acting on behalf of the Participating Member State(s), has exercised the Option Increase, will submit to the contractor a separate Vaccine Order Form through which the contractor shall (subject to the terms and conditions of the APA) deliver to the relevant Participating Member State a proportion of the relevant Option Doses,

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

- In accordance with Article I.4.2, the Member State hereby places its order for its full allocation of Initial Doses or the relevant Option Doses (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 the 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 Initial Doses or the relevant Option Doses (as applicable) as set out in the Allocation provided by the Commission to the contractor pursuant to Article I.4.3 or I.4.4 of the APA. The provision of this Vaccine Order Form by the Member State to the contractor constitutes a binding order by the Member State for the purchase of its full allocated Initial Doses or the relevant Option Doses (as applicable) at the Price.

Article III

Delivery; Quality

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

Name: SUCH- Serviço de Utilização Comum dos Hospitais

Location:

Contacts: , (+351) , email: @such.pt;
, (+351) , email: @such.pt

2. Quality. The roles and responsibilities between the contractor and the Member States in relation to acceptance/rejection matters related to the Product doses are set out in Article I.5 of the APA.

Article IV
Invoices; Notices

1. Invoice and Payments. The contractor shall invoice the Member State in accordance with the terms of the APA. All payments to the 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 the contractor (as applicable); and be sent by mail and email:

Member State:

Portugal – Direção-Geral da Saúde
Alameda D. Afonso Henriques, 45 – 1049-005 Lisboa
600 037 100
Dra. Maria Da Graça Gregório de Freitas
Diretora-Geral da Saúde
E-mail: [@dgs.min-saude.pt](mailto:dggs@dggs.min-saude.pt)

Contractor:

H.W. Jerome Maddox, Vice President and Associate General Counsel
Moderna Switzerland GmbH
Aeschenvorstadt 48 (c/o Katja Schott, Walder Wyss), 4051 Basel, Switzerland
[@modernatx.com](mailto:hw.maddox@modernatx.com) and [@modernatx.com](mailto:hw.maddox@modernatx.com)

Article V.

Entry into Force and Duration

1. This Vaccine Order Form shall become effective upon execution and delivery by the Member State to the contractor in accordance with I.4.3 or I.4.4 of the APA as applicable.
2. This Vaccine Order Form shall automatically expire upon Delivery of the Member State's full allocated Initial Doses or the relevant Option Doses (as applicable) as set out in the Allocation provided by the Commission to the contractor pursuant to Article I.4.3 or I.4.4 of the APA as applicable.
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 1.11 (*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,

Graça Freitas, Diretora-Geral da Saúde

Signature: **Graça Freitas**
Digitally signed by Graça Freitas
DN: c=PT, title=Diretora-Geral da Saúde, ou=Direção, o=Direção-Geral da Saúde, cn=Graça Freitas
Date: 2020.12.21 18:42:15 Z

Done at Lisboa, 12/21/2020

For acceptance of the Vaccine Order Form,

[forename/surname/position]

*Hon. Jerome Madley
Vice President and Assoc. General Counsel*

Signature: _____

Done at [place], [date]

Cambridge, MA USA 29.12.2020