SECOND AMENDMENT TO SECOND AMENDED AND RESTATED LICENSE AGREEMENT

THIS SECOND AMENDMENT TO SECOND AMENDED AND RESTATED LICENSE AGREEMENT (this "Second Amendment") is made as of Sept. 20 2019 (the "Second Amendment Effective Date") by and between Gilead Sciences, Inc., a Delaware, USA corporation having its principle place of business at 333 Lakeside Drive, Foster City, California 94404 ("Gilead") and Medicines Patent Pool, a non-profit foundation registered under the laws of Switzerland having a principal place of business at Rue de Varembé 7, 1202 Geneva, Switzerland ("MPP"). Gilead and MPP are each referred to individually herein as a "Party" and collectively as the "Parties."

WHEREAS, Gilead and MPP entered into that certain Second Amended and Restated License Agreement effective as of June 10, 2015 (as subsequently amended, the "Agreement"), pursuant to which Gilead granted MPP certain licenses with respect to its proprietary pharmaceutical agents tenofovir alafenamide, tenofovir disoproxil fumarate, elvitegravir, cobicistat, and bictegravir for treatment of HIV and HBV in developing world countries;

WHEREAS, Gilead and MPP wish to amend the Agreement to add Azerbaijan to the TDF-TAF Territory, COBI Territory, and BIC Territory (as such terms are defined in the Agreement), in accordance with the terms and conditions of this Second Amendment, all as more fully described below.

NOW, THEREFORE, Gilead and MPP agree as follows:

1. Addition of Azerbaijan. Appendices 1, 4, and 7 of the Agreement are hereby deleted and replaced with the new Appendices 1, 4, and 7 on Schedule 1 of this Second Amendment, respectively.

2. Azerbaijan Sublicense Amendments.

a. The following language is hereby added to the Agreement as Section 2.1(g):

"MPP shall have the right to execute an amendment to a Sublicense Agreement with a Sublicensee, pursuant to which MPP shall add Azerbaijan to the TDF-TAF Territory, COBI Territory, and, if applicable, BIC Territory, according to the terms of the form amendment attached hereto as Appendix 9 (the "Form Azerbaijan Sublicense Amendment", and once fully executed, an "Azerbaijan Sublicense Amendment"). The form amendment attached hereto as Appendix 9 correspond to the Form Sublicense Agreements attached hereto as Appendix 6-A, Appendix 6-B, Appendix 6-C, and Appendix 6-D. Gilead will be a party to each Azerbaijan Sublicense Amendment. For clarity, unless and until a particular Sublicensee enters into an Azerbaijan Sublicense Amendment corresponding to such Sublicensee's Sublicense Agreement, such Sublicensee will have no rights or licenses with respect to Azerbaijan in the TDF-TAF Territory, COBI Territory, or, if applicable, BIC Territory. MPP will not modify the terms and conditions of such form amendments or Azerbaijan Sublicense Amendments without Gilead's written consent, and Gilead will have no obligation to enter into any Azerbaijan Sublicense Amendment that varies from the applicable form amendment. Gilead will have the right to provide copies of any Azerbaijan Sublicense Amendment to Japan Tobacco. All conditions and restrictions set forth in each Azerbaijan Sublicense Amendment

shall apply to the license rights granted to MPP hereunder as if fully set forth herein, except as expressly provided for otherwise in this Agreement."

- b. Appendix 9 on Schedule 2 of this Second Amendment is hereby added to the Agreement as Appendix 9.
- 3. <u>Miscellaneous</u>. This Second Amendment embodies the entire understanding of the Parties with respect to the subject matter hereof and supersedes all previous communications, representations or understandings, and agreements, whether oral or written, between the Parties relating to the subject matter hereof. Except as expressly amended by this Second Amendment, the terms and conditions of the Agreement will remain in full force and effect. This Second Amendment shall be effective as of the Second Amendment Effective Date, and may not be modified except by written agreement between the Parties. This Second Amendment will be governed by and construed under the laws of England, without regard to its choice of law principles, and any dispute that arises hereunder shall be resolved by binding arbitration as set forth in Section 8.6 of the Agreement.

[signatures appear on the following page]

IN WITNESS WHEREOF, the Parties have executed this Second Amendment by their duly authorized representatives as of the Second Amendment Effective Date.

GILEAD SCIENCES, INC.

MEDICINES PATENT POOL

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Name: JOSON OKOZOKI Name: Charles Gore
Title: Senjor Vice President Title: Executive Director

Rue de Varainité 7

SCHEDULE 1

ACCOUNTS A TOP OF THE CONTROL OF THE

APPENDIX 1 Countries in the TDF-TAF Territory

1 461 1		0.1 DI 'II'
1. Afghanistan	41. Georgia	81. Phillipines
2. Angola	42. Ghana	82. Rwanda
3. Anguilla	43. Grenada	83. Saint Kitts and Nevis
 Antigua and Barbuda 	44. Guatemala	84. Saint Lucia
5. Armenia	45. Guinea	85. Saint Vincent & the
6. Aruba	46. Guinea-Bissau	Grenadines
Azerbaijan	47. Guyana	86. Samoa
8. Bahamas	48. Haiti	87. São Tomé and Príncipe
Bangladesh	49. Honduras	88. Senegal
Barbados	50. India	89. Seychelles
11. Belarus	51. Indonesia	90. Sierra Leone
12. Belize	52. Jamaica	91. Solomon Islands
13. Benin	53. Kazakhstan	92. Somalia
14. Bhutan	54. Kenya	93. South Africa
15. Bolivia	55. Kiribati	94. South Sudan
Botswana	56. Kyrgyzstan	95. Sri Lanka
17. British Virgin Islands	57. Lao, People's Dem. Rep.	96. Sudan
18. Burkina Faso	58. Lesotho	97. Surinam
19. Burundi	59, Liberia	98. Swaziland
20. Cambodia	60. Madagascar	99. Syrian Arab Republic
21. Cameroon	61. Malawi	100. Tajikistan
22. Cape Verde	62. Malaysia	101. Tanzania, U. Rep. of
23. Central African Republic	63. Maldives	102. Thailand
24. Chad	64. Mali	103. Timor-Leste
25. Comoros	65. Mauritania	104. Togo
26. Congo, Rep	66. Mauritius	105. Tonga
27. Congo, Dem. Rep. of the	67. Moldova, Rep. of	106. Trinidad and Tobago
28. Côte d'Ivoire	68. Mongolia	107. Turkmenistan
29. Cuba	69. Montserrat	108. Turks and Caicos
30. Djibouti	70. Mozambique	109. Tuvalu
31. Dominica	71. Myanmar	110. Uganda
32. Dominican Republic	72. Namibia	111. Ukraine
33. Ecuador	73. Nauru	112. Uzbekistan
34. El Salvador	74. Nepal	113. Vanuatu
35. Equatorial Guinea	75. Nicaragua	114. Vietnam
36. Eritrea	76. Niger	115. Yemen
37. Ethiopia	77. Nigeria	116. Zambia
38. Fiji Islands	78. Pakistan	117. Zimbabwe
39. Gabon	79. Palau	
40. Gambia	80. Papua New Guinea	

APPENDIX 4 Countries in the COBI Territory

	101	4.1	G	0.1	DI III
1.	Afghanistan		Georgia		Philippines
2.	Angola		Ghana		Rwanda
3.	Anguilla		Grenada		Saint Kitts and Nevis
4.	Antigua and Barbuda		Guatemala		Saint Lucia
5.	Armenia		Guinea	85.	Saint Vincent & the
	Aruba		Guinea-Bissau		Grenadines
	Azerbaijan		Guyana		Samoa
	Bahamas	DOMESTIC .	Haiti		São Tomé and Príncipe
9.	Bangladesh	2000	Honduras		Senegal
	Barbados	CO. C. C.	India		Seychelles
	Belarus		Indonesia		Sierra Leone
	Belize		Jamaica		Solomon Islands
13.	Benin	53.	Kazakhstan		Somalia
14.	Bhutan	54.	Kenya	93.	South Africa
15.	Bolivia	55.	Kiribati	94.	South Sudan
16.	Botswana	56.	Kyrgyzstan	95.	Sri Lanka
17.	British Virgin Islands	57.	Lao, People's Dem. Rep.	96.	Sudan
10.	Durkina Faso	58.	Lesotho	97.	Surinam
19.	Burundi	59.	Liberia	98.	Swaziland
20.	Cambodia	60.	Madagascar	99.	Syrian Arab Republic
21.	Cameroon	61.	Malawi		. Tajikistan
22.	Cape Verde	62.	Malaysia		. Tanzania, U. Rep. of
23.	Central African Republic	63.	Maldives		Thailand
24.	Chad	64.	Mali	103	. Timor-Leste
25.	Comoros	65.	Mauritania		. Togo
26.	Congo, Rep	66.	Mauritius		. Tonga
	Congo, Dem. Rep. of the	67.	Moldova, Rep. of		. Trinidad and Tobago
	Côte d'Ivoire		Mongolia		. Turkmenistan
29.	Cuba		Montserrat	108	. Turks and Caicos
30.	Djibouti	70.	Mozambique		. Tuvalu
	Dominica		Myanmar	110	. Uganda
32.	Dominican Republic		Namibia		. Ukraine
	Ecuador	73.	Nauru		. Uzbekistan
34.	El Salvador	74.	Nepal		. Vanuatu
	Equatorial Guinea		Nicaragua		. Vietnam
	Eritrea		Niger		. Yemen
	Ethiopia		Nigeria		. Zambia
	Fiji Islands		Pakistan		. Zimbabwe
	Gabon		Palau	'	
	Gambia		Papua New Guinea		
	THE STATE OF THE				

APPENDIX 7 Countries in the BIC Territory

1. Afghanistan	39. Gabon		Palau
Angola	40. Gambia	80.	Papua New Guinea
Anguilla	41. Georgia	81.	Philippines
4. Antigua and Ba	rbuda 42. Ghana	82.	Rwanda
Armenia	43. Grenada	83.	Saint Kitts and Nevis
6. Aruba	44. Guatemal	a 84.	Saint Lucia
7. Azerbaijan	45. Guinea	85.	Saint Vincent & the
8. Bahamas	46. Guinea-B	issau	Grenadines
9. Bangladesh	47. Guyana	86.	Samoa
Barbados	48. Haiti	87.	São Tomé and Príncipe
11. Belarus	49. Honduras		Senegal
Belize	50. India	89.	Sevchelles
13. Benin	Indonesia	90.	Sierra Leone
Bhutan	52. Jamaica	91.	Solomon Islands
15. Bolivia	53. Kazakhsta	an 92.	Somalia
Botswana	54. Kenya	93.	South Africa
17. British Virgin Is		94.	South Sudan
18. Burkina Faso	Kyrgyzsta	an 95.	Sri Lanka
19. Burundi			Sudan
20. Cambodia	58. Lesotho	97.	Surinam
21. Cameroon	59. Liberia	98.	Swaziland
22. Cape Verde	60. Madagaso	ar 99.	Syrian Arab Republic
23. Central African	61. Malawi		. Tajikistan
Republic	62. Malaysia	101	. Tanzania, U. Rep. of
24. Chad	63. Maldives	102	. Thailand
25. Comoros	64, Mali	103	. Timor-Leste
26. Congo, Rep	65. Mauritani	a 104	. Togo
27. Congo, Dem. Re	ep. of 66. Mauritius	105	. Tonga
the	67. Moldova,	Rep. of 106	. Trinidad and Tobago
28. Côte d'Ivoire	68. Mongolia		. Turkmenistan
29. Cuba	69. Montserra	it 108	. Turks and Caicos
30. Djibouti	70. Mozambie	que 109	. Tuvalu
31. Dominica	71. Myanmar	110	. Uganda
32. Dominican Repu	iblic 72. Namibia	111	. Ukraine
33. Ecuador	73. Nauru	112	. Uzbekistan
34. El Salvador	74. Nepal	113	. Vanuatu
35. Equatorial Guine		114	Vietnam
36. Eritrea	76. Niger		Yemen
37. Ethiopia	77. Nigeria		Zambia
38. Fiji Islands	78. Pakistan	117	Zimbabwe
•			

SCHEDULE 2

Form Azerbaijan Sublicense Amendment to Form Sublicense Agreements attached hereto as Appendices 6-A, 6-B, 6-C, and 6-D

[FIRST/SECOND] AMENDMENT TO [FIRST/SECOND/THIRD] AMENDED AND RESTATED LICENSE AGREEMENT

This [FIRST/SECO	ND] AMENDMENT TO [F	IRST/SECOND/THIR	D] AMENDED A	ND RESTATED
LICENSE AGREEMENT (t)	nis "Amendment") is	made as of [Inser	rt Date] (the '	*Amendment
Effective Date") by and a	mong Gilead Sciences,	, Inc. a Delaware co	rporation havin	g its principal
place of business at 333	Lakeside Drive, Foste	r City, California 9	94404, USA ("	Gilead"), the
Medicines Patent Pool,	a non-profit foundation	n registered under t	he laws of Swi	itzerland, and
having a principal place of	f business at Rue de V	'arembé 7, 1202 Ge	eneva, Switzerla	and ("MPP"),
and	a company re	gistered under the	laws of India,	and having a
registered office at				, India
("Licensee").		, , , , , , , , , , , , , , , , , , , ,		100

RECITALS

WHEREAS, Gilead, MPP, and Licensee wish to amend the Agreement to add Azerbaijan to the TDF-TAF Territory, COBI Territory, and BIC Territory (as such terms are defined in the Agreement), in accordance with the terms and conditions of this Amendment, all as more fully described below.

NOW, THEREFORE, Gilead. MPP, and Licensee agree as follows:

- 1. Appendices. Appendices I, [and]5[, and 7] of the Agreement are hereby deleted and replaced with new Appendices I, [and]5[, and 7] attached to this Amendment, respectively.
- 2. Miscellaneous This Amendment embodies the entire understanding of the Parties with respect to the subject matter hereof and supersedes all previous communications, representations or understandings, and agreements, whether oral or written, between the Parties relating to the subject matter hereof. Except as expressly amended by this Amendment, the tenns and conditions of the Agreement will remain in full force and effect. This Amendment shall be effective as of the Amendment Effective Date, and may not be modified except by written agreement between the Parties. This Amendment will be governed by and construed under the laws of England, without regard to its choice of law principles, and any dispute that arises hereunder shall be resolved by binding arbitration as set forth in Section 12.7 of the Agreement.

[signatures appear on the following page]

IN WITNESS WHEREOF, the parties hereto have executed this Amendment as of the Amendment Effective Date.

Title:

Countries in the TDF-TAF Territory

1.	Afghanistan
	Angola
	Anguilla
	Antigua and Barbuda
5.	Armenia
6.	Aruba
7.	Azerbaijan
8.	Bahamas
9.	Bangladesh
	Barbados
11.	Belarus
12.	Belize
13.	Benin
14.	Bhutan
15.	Bolivia
	Botswana
17.	British Virgin Islands
18.	Burkina Faso
19.	Burundi
20.	Cambodia
21.	Cameroon
22	Cape Verde

18. Burkina Faso
19. Burundi
20. Cambodia
21. Cameroon
22. Cape Verde
23. Central African Republic
24. Chad
25. Comoros
26. Congo, Rep
27. Congo, Dem. Rep. of the
28. Côte d'Ivoire
29. Cuba
30. Djibouti
31. Dominica
32. Dominican Republic
33. Ecuador
34. El Salvador
35. Equatorial Guinea
36. Eritrea

35,	Equatorial (
36.	Eritrea
37.	Ethiopia
38.	Fiji Islands
39.	Gabon
40.	Gambia

41. Georgia
42. Ghana
43. Grenada
44. Guatemala
45. Guinea
46. Guinea-Bissau
47. Guyana
48. Haiti
49. Honduras
50. India
51. Indonesia
52. Jamaica
53. Kazakhstan
54. Kenya
55, Kiribati
56. Kyrgyzstan
57. Lao, People's I

57.	Lao, People's
58.	Lesotho
59.	Liberia
60.	Madagascar
61.	Malawi
62.	Malaysia
63.	Maldives
64.	Mali
65.	Mauritania
66	Mauritius

68. Mongolia 69. Montserrat 70. Mozambique 71. Myanmar 72. Namibia 73. Nauru 74. Nepal 75. Nicaragua 76. Niger 77. Nigeria 78. Pakistan 79. Palau 80. Papua New Guinea

Dem, Rep. 67. Moldova, Rep. of

81. Phillipines 82. Rwanda 83. Saint Kitts and Nevis 84. Saint Lucia 85. Saint Vincent & the Grenadines 86. Samoa

87. São Tomé and Príncipe 88. Senegal 89. Seychelles 90. Sierra Leone 91. Solomon Islands 92. Somalia 93. South Africa 94. South Sudan 95. Sri Lanka

96. Sudan 97. Surinam 98. Swaziland 99. Syrian Arab Republic 100. Tajikistan

101, Tanzania, U. Rep. of 102. Thailand 103. Timor-Leste 104. Togo 105. Tonga 106. Trinidad and Tobago

108. Turks and Caicos 109. Tuvalu 110. Uganda 111. Ukraine 112. Uzbekistan 113. Vanuatu 114. Vietnam 115. Yemen 116. Zambia 117. Zimbabwe

107. Turkmenistan

Countries in the COBI Territory

1. Afghanistan	41. Georgia	81. Philippines
2. Angola	42. Ghana	82. Rwanda
3. Anguilla	43. Grenada	83. Saint Kitts and Nevis
Antigua and Barbuda	44. Guatemala	84. Saint Lucia
5. Armenia	45. Guinea	85. Saint Vincent & the
6. Aruba	46. Guinea-Bissau	Grenadines
7. Azerbaijan	47. Guyana	86. Samoa
8. Bahamas	48. Haiti	87. São Tomé and Principe
9. Bangladesh	49. Honduras	88. Senegal
10. Barbados	50. India	89. Seychelles
11. Belarus	51. Indonesia	90. Sierra Leone
12. Belize	52. Jamaica	91. Solomon Islands
13. Benin	53. Kazakhstan	92. Somalia
14. Bhutan	54. Kenya	93. South Africa
15. Bolivia	55. Kiribati	94. South Sudan
16. Botswana	56. Kyrgyzstan	95. Sri Lanka
17. British Virgin Islands	57. Lao, People's Dem. Rep.	96. Sudan
18. Burkina Faso	58. Lesotho	97. Surinam
19. Burundi	59. Liberia	98. Swaziland
20. Cambodia	60. Madagascar	99. Syrian Arab Republic
21. Cameroon	61. Malawi	100. Tajikistan
22. Cape Verde	62. Malaysia	101. Tanzania, U. Rep. of
23. Central African Republic	63. Maldives	102. Thailand
24. Chad	64. Mali	103. Timor-Leste
25. Comoros	65. Mauritania	104. Togo
26. Congo, Rep	66. Mauritius	105. Tonga
27. Congo, Dem. Rep. of the	67. Moldova, Rep. of	106. Trinidad and Tobago
28. Côte d'Ivoire	68, Mongolia	107. Turkmenistan
29. Cuba	69. Montserrat	108. Turks and Caicos
30. Djibouti	70. Mozambique	109. Tuvalu
31. Dominica	70. Myanmar	110. Uganda
32. Dominican Republic	72. Namibia	111. Ukraine
33. Ecuador	73. Nauru	112. Uzbekistan
34. El Salvador	74. Nepal	113. Vanuatu
35. Equatorial Guinea	75. Nicaragua	114. Vietnam
36. Eritrea	76. Niger	115. Yemen
	77. Nigeria	116. Zambia
37. Ethiopia	78. Pakistan	117. Zimbabwe
38. Fiji Islands 39. Gabon	78. Pakistan 79. Palau	117. Zimodowę
40. Gambia	80. Papua New Guinea	
40. Gaulola	ov, rapua new Cumea	

Countries in the BIC Territory

1.	Afghanistan
	Angola
3.	Anguilla
	Antigua and Barbuda
5.	Armenia
	Aruba
	Azerbaijan
8.	Bahamas
	Bangladesh
	Barbados
11.	Belarus
12.	Belize
13.	Benin
14.	Bhutan
15.	Bolivia
16.	Botswana
17.	British Virgin Islands
18.	Burkina Faso
19.	Burundi
20,	Cambodia
21.	Cameroon
22.	Cape Verde

21.	Cameroon
22.	Cape Verde
23.	Central African Republic
24.	Chad
25.	Comoros
26.	Congo, Rep
27.	Congo, Dem. Rep. of the
28.	Côte d'Ivoire
29,	Cuba
30.	Djibouti
31.	Dominica

32.	Dominican Republic
33.	Ecuador
34.	El Salvador
35,	Equatorial Guinea
36.	Eritrea
37.	Ethiopia
38.	Fiji Islands
39.	Gabon
40.	Gambia

41. Georgia
42. Ghana 43. Grenada
43. Grenada
44. Guatemala
45. Guinea
46. Guinea-Bissau
47. Guyana
48. Haiti
49. Honduras
50. India
51. Indonesia
52. Jamaica
53. Kazakhstan
54. Kenya
55. Kiribati
Kyrgyzstan
57. Lao, People's Dem. 58. Lesotho 59. Liberia
58. Lesotho
59. Liberia
60. Madagascar
61. Malawi
62. Malaysia
63. Maldives
64. Mali
65. Mauritania 66. Mauritius
66. Mauritius
67. Moldova, Rep. of
68. Mongolia
69. Montserrat
70. Mozambique
71. Myanınar
71. Myanınar 72. Namibia 73. Nauru
73. Nauru
74. Nepal

41. Ocolgia	or, rumppines
42. Ghana	82. Rwanda
43. Grenada	83. Saint Kitts a
44. Guatemala	84. Saint Lucia
45. Guinea	85. Saint Vincer
46. Guinea-Bissau	Grenadines
47. Guyana	86. Samoa
48. Haiti	87. São Tomé a
49. Honduras	88. Senegal
50. India	89. Seychelles
51. Indonesia	90. Sierra Leone
52. Jamaica	91. Solomon Isla
53. Kazakhstan	92. Somalia
54. Kenya	93. South Africa
55. Kiribati	94. South Sudan
56. Kyrgyzstan	95. Sri Lanka
57. Lao, People's Dem. Rep.	96. Sudan
58. Lesotho	97. Surinam
59. Liberia	98. Swaziland
60. Madagascar	99. Syrian Arab
61. Malawi	100. Tajikistan
62. Malaysia	101. Tanzania, U 102. Thailand
63. Maldives	102. Thailand
64. Mali	103. Timor-Lest
65. Mauritania	104. Togo
66. Mauritius	105. Tonga
67. Moldova, Rep. of	106. Trinidad an
68. Mongolia	107. Turkmenist
69. Montserrat	108. Turks and C
70. Mozambique	109. Tuvalu
71. Myanınar	110. Uganda
72. Namibia	111. Ukraine
73. Nauru	112. Uzbekistan
74. Nepal	113. Vanuatu
75. Nicaragua	114. Vietnam
76. Niger	115. Yemen
77. Nigeria	116. Zambia
78. Pakistan	117. Zimbabwe
79. Palau	
80. Papua New Guinea	

81. Philippines	
82. Rwanda	
81. Philippines82. Rwanda83. Saint Kitts and Nevis	
84. Saint Lucia	
85. Saint Vincent & the	
Grenadines	
86. Samoa	
87. São Tomé and Príncipe	
88. Senegal 89. Seychelles 90. Sierra Leone	
89. Seychelles	
90. Sierra Leone	
91. Solomon Islands	
92. Somalia	
93. South Africa	
94. South Sudan	
95. Sri Lanka	
96. Sudan	
97. Surinam	
98. Swaziland	
99. Syrian Arab Republic	
100. Tajikistan	
101. Tanzania, U. Rep. of	
102. Thailand	
103. Timor-Leste	
104. Togo	
105. Tonga	
106. Trinidad and Tobago	
107. Turkmenistan	
107. Turkmenistan 108. Turks and Caicos 109. Tuvalu	
109. Tuvalu	
110. Uganda	
111. Ukraine	
112. Uzbekistan	
113. Vanuatu	
114. Vietnam	
115. Yemen	
116. Zambia	