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| CR NO.:  CM/EMI/10/5238 | TITLE:  Agreement for the reservation of manufacturing capacity and production and supply of vaccine during a pandemic dated 1 June 2012 | TYPE OF CHANGE:  Variation |
| ACTION: | NAME:  Gareth Thomas | DATE:  21/07/2022 |
| RAISED BY:  Variation requested by The Authority | | |
| AREA(S) IMPACTED:  Interpretation (Clause 1) and Term (Clause 15) | | |
| ASSIGNED FOR IMPACT ASSESSMENT BY:  The Authority | | |
| ASSIGNED FOR IMPACT ASSESSMENT TO:  James Smith, Seqirus UK Limited & Seqirus Vaccines Limited | | |
| SUPPLIER REFERENCE NO.:  CM/EMI/10/5238 | | |
| FULL DESCRIPTION OF REQUESTED CONTRACT CHANGE:  As a result of previous extensions agreed between the Parties, the Agreement currently expires on 31 May 2023.   1. The Authority wishes, subject to the Parties agreeing a variation, to extend the Term for an additional period of three (3) months’ beginning on 1 June 2023 and expiring on 31 August 2023. 2. Consequently, and subject to the Parties agreeing to extend the Term for an additional period of three (3) months, the Authority also wishes to:  * revise its entitlement to extend the Term from increments of no less than twelve (12) months to increments of no less than three (3) months; * extend the maximum Term of the Agreement by an additional three (3) months from eleven (11) years in total to eleven (11) years and three (3) months in total; and * revise the definition for Pandemic Readiness Fee.   Except as set out in paragraphs A and B above, the Agreement shall continue in full force and effect. | | |
| DETAILS OF ANY PROPOSED ALTERNATIVE SCENARIOS:  N/A | | |
| REASONS FOR AND BENEFITS AND DISADVANTAGES OF REQUESTED CONTRACT CHANGE:  To change the Term of the contract to reflect an extension to 31 August 2023.  The reason for this extension is to provide additional time for the procurement of a new agreement to replace the agreement under reference following a delay in the commencement of the procurement. | | |
| SIGNATURE OF REQUESTING CHANGE OWNER: | | |
| DATE OF REQUEST: 21/07/2022 | | |

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| CR NO.: | TITLE:  Agreement for the reservation of manufacturing capacity and production and supply of vaccine during a pandemic | DATE RAISED: |
| DETAILED DESCRIPTION OF CONTRACT CHANGE FOR WHICH IMPACT ASSESSMENT IS BEING PREPARED AND DETAILS OF ANY RELATED CONTRACT CHANGES:  No impact assessment required. | | |
| PROPOSED ADJUSTMENT TO THE CHARGES RESULTING FROM THE CONTRACT CHANGE:  No change to charges. | | |
| DETAILS OF PROPOSED ONE-OFF ADDITIONAL CHARGES AND MEANS FOR DETERMINING THESE:  This extension period of 3 months will be contracted at the same rates as the previous extension period (1 June 2021 – 31 May 2023).  Pandemic Readiness Fee for the 3 month extension period: Redacted Under FOIA Section 43(2), Commercial Interests  Fees for supply of Product:  Range Fee per Dose exc. VAT  (in million doses)  Redacted Under FOIA Section 43(2), Commercial Interests | | |
| DETAILS OF ANY PROPOSED CONTRACT AMENDMENTS:  End date to be revised to 31 August 2023 | | |
| DETAILED RISK ASSESSMENT:  N/A | | |
| RECOMMENDATIONS: | | |

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| CR NO.:  CM/EMI/10/5238 | TITLE:   |  | | --- | | Agreement for the reservation of manufacturing capacity and production and supply of vaccine during a pandemic | | | DATE RAISED:  21/07/2022 |
| DETAILED DESCRIPTION OF CONTRACT CHANGE FOR WHICH IMPACT ASSESSMENT IS BEING PREPARED AND DETAILS OF ANY RELATED CONTRACT CHANGES:  **Changes to the Term of Contract**   1. This Change Authorisation Note varies the agreement for the reservation of manufacturing capacity and production and supply of vaccine during a pandemic dated 1 June 2012, including all subsequent extensions and variations as agreed by the Parties (the Agreement). 2. The Parties have agreed to extend the Term of the Agreement for a period of three (3) months from 1 June 2023 to 31 August 2023 (the “Extension Period”), subject to the terms of this Change Authorisation Note. 3. Once signed by the Parties, this Change Authorisation Note shall first serve to vary the Agreement as set out below, and then extend the Term by three (3) months as stated above. 4. Insofar as the context permits, any terms used in this Change Authorisation Note that are defined in the Agreement shall have the same meaning ascribed to them as in the Agreement. 5. The Parties agree as follows with effect from 1 June 2023: 6. The definition of “Pandemic Readiness Fee” in clause 1.1 (Interpretation) shall be amended to read as follows:   *Means:*   1. *an annual fee due from the Authority to the Supplier as set out in Schedule 3; and/or* 2. *where the Term is extended for a period of less than 12 months, the fee due from the Authority to the Supplier for the period of the extension as set out in the Change Authorisation Note relating to the extension in question;* 3. Clause 15.2 (Term) shall be amended to read as follows:   *“15.2 The Authority shall be entitled to extend the Term with the consent of the Supplier, such consent not to be unreasonably withheld, in increments of no less than three (3) months by giving the Supplier written notice of no less than twelve (12) months prior to the date on which this Agreement would otherwise have expired or terminated and thereafter nine (9) months before the expiry of any extension period, provided that the Term of this Agreement shall not exceed eleven (11) years and three (3) months in total. The Supplier confirms and agrees that if the Supplier has not received a notice of extension fifteen (15) months before any expiry date of this Agreement or any extension period, the Supplier will notify the Authority in writing seeking confirmation of whether the Authority intends to so extend this Agreement.”*   1. Schedule 3 of the Agreement shall be replaced with a new Schedule 3 in the form attached as Appendix 1 to this Change Authorisation Note. 2. Save as varied by this Change Authorisation Note, all the terms and conditions of the Agreement shall remain fully effective. | | | |
| PROPOSED ADJUSTMENT TO THE CHARGES RESULTING FROM THE CONTRACT CHANGE:  None | | | |
| DETAILS OF PROPOSED ONE-OFF ADDITIONAL CHARGES AND MEANS FOR DETERMINING THESE:  None | | | | |
| **SIGNED ON BEHALF OF THE AUTHORITY:** | | **SIGNED ON BEHALF OF THE SUPPLIER:** | | |
| Signature: | | Signature: | | |
| Name: | | Name: | | |
| Position: | | Position: | | |
| Date: | | Date: | | |