

**To:** [redacted] 5.1.2e @hoyngrokh.com [redacted] 5.1.2e @hoyngrokh.com  
**Cc:** [redacted] 5.1.2e [redacted] 5.1.2e @minvws.nl; [redacted] 5.1.2e [redacted] 5.1.2e @minvws.nl; [redacted] 5.1.2e [redacted] 5.1.2e [redacted] 5.1.2e @minbuza.nl  
**From:** [redacted] 5.1.2e [redacted] 5.1.2e )  
**Sent:** Mon 11/23/2020 4:01:51 PM  
**Subject:** FW: Moderna - APA Draft Contract  
**Received:** Mon 11/23/2020 4:01:52 PM  
[Annex 8 - APA GENERAL DRAFT CONTRACT REV \(GP 11.19.20\) \(2\).DOCX](#)

Beste [redacted] 5.1.2e

Bijgaand - zoals vanochtend al telefonisch aangekondigd - het volgende vaccin contract; dit concept betreft Moderna en is van 19 november jl.

Kan je hierbij wederom kijken naar de juridische bepalingen op "red flags" zoals onverwachte en ongebruikelijke bepalingen die naar jouw mening een risico zouden kunnen vormen voor Nederland, die het voordeel van het contract, het beschikbaar krijgen van een goedgekeurd vaccin, te boven gaan ?

Straks zal ik je ook het laatste concept van het contract met Biontech Phizer sturen voor jouw beoordeling.

Alvast bedankt.

Met vriendelijke groet,

[redacted] 5.1.2e [redacted] 5.1.2e

**Ministerie van Volksgezondheid, Welzijn & Sport**  
**Directie Wetgeving en Juridische zaken**  
 Parnassusplein 5 | 2511 VX | Den Haag  
 Postbus 20350 | 2500 EJ | Den Haag  
 T [redacted] 5.1.2e  
 E-mail : [redacted] 5.1.2e @minvws.nl

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**Van:** [redacted] 5.1.2e <[redacted] 5.1.2e @minbuza.nl>

**Verzonden:** zondag 22 november 2020 10:52

**Aan:** [redacted] 5.1.2e <[redacted] 5.1.2e @minvws.nl>; [redacted] 5.1.2e <[redacted] 5.1.2e @minvws.nl>

**CC:** [redacted] 5.1.2e <[redacted] 5.1.2e @minvws.nl>

**Onderwerp:** FW: Moderna - APA Draft Contract

Beste [redacted] 5.1.2e

Zie bijgevoegd de laatste versie die wij hebben van het Moderna contract. Zouden jullie vast mee kunnen kijken en als er dingen opvallen dit meegegeven? We gaan richting de eindfase van dit contract.

Groeten,

[redacted] 5.1.2e

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**Van:** [redacted] 5.1.2e @ec.europa.eu <[redacted] 5.1.2e @ec.europa.eu>

**Verzonden:** vrijdag 20 november 2020 12:54

**Aan:** [redacted] 5.1.2e @ec.europa.eu; [redacted] 5.1.2e @ec.europa.eu; [redacted] 5.1.2e @ec.europa.eu; [redacted] 5.1.2e @ec.europa.eu; [redacted] 5.1.2e @ec.europa.eu; [redacted] 5.1.2e @pm.gouv.fr; [redacted] 5.1.2e @sanita.it; [redacted] 5.1.2e @aemps.es; [redacted] 5.1.2e @bmg.bund.de; [redacted] 5.1.2e @regeringskansliet.se; [redacted] 5.1.2e @pzh.gov.pl; [redacted] 5.1.2e @igf.finances.gouv.fr; [redacted] 5.1.2e <[redacted] 5.1.2e @minvws.nl>; [redacted] 5.1.2e @ec.europa.eu; [redacted] 5.1.2e @ec.europa.eu; [redacted] 5.1.2e @bmg.bund.de; [redacted] 5.1.2e @bmg.bund.de

CC: 5.1.2e <@ec.europa.eu>; 5.1.2e <@ec.europa.eu>; 5.1.2e <@ec.europa.eu>;  
 5.1.2e <@ec.europa.eu>; 5.1.2e <@ec.europa.eu>; 5.1.2e <@ec.europa.eu>; 5.1.2e <@ec.europa.eu>;  
 5.1.2e <@ec.europa.eu>; 5.1.2e <@ec.europa.eu>; 5.1.2e <@ec.europa.eu>; 5.1.2e <@ec.europa.eu>

**Onderwerp:** Moderna - APA Draft Contract

Dear Members of the Evaluation Committee,

Please find attached a revised version of the draft contract submitted by Moderna for your consideration.

Please note that we are enquiring with Moderna about its availability to discuss the draft contract with the Evaluation Committee this afternoon at 16h.

Kind regards,

5.1.2e

**From:** 5.1.2e <5.1.2e@goodwinlaw.com>

**Sent:** Friday, November 20, 2020 5:44 AM

**To:** 5.1.2e (SJ) <5.1.2e@ec.europa.eu>; 5.1.2e <@modernatx.com>

**Cc:** 5.1.2e <@modernatx.com>; 5.1.2e <@modernatx.com>; 5.1.2e <@modernatx.com>;

5.1.2e <@modernatx.com>; 5.1.2e <@modernatx.com>; 5.1.2e (SANTE)

<5.1.2e@ec.europa.eu>; 5.1.2e <@modernatx.com>; Ford, Jennifer L <5.1.2e@goodwinlaw.com>;

<5.1.2e@aemps.es>; 5.1.2e <@igf.finances.gouv.fr>; 5.1.2e (SANTE)

<5.1.2e@ec.europa.eu>; (SG-RECOVER) <5.1.2e@ec.europa.eu>; 5.1.2e

5.1.2e (SJ) <5.1.2e@ec.europa.eu>; 5.1.2e (SJ) <5.1.2e@ec.europa.eu>;

5.1.2e <@regeringskansliet.se>; 5.1.2e (SG) <5.1.2e@ec.europa.eu>; 5.1.2e (SANTE)

<5.1.2e@ec.europa.eu>

**Subject:** RE: Moderna - APA Draft Contract

All:

Thank you once again for the collaborative conversation on Thursday. On behalf of Moderna, please find attached a revised draft of the Advance Purchase Agreement. Please note that, in the interest of time, I am circulating the revised draft to all parties simultaneously, and thus the draft remains subject to Moderna's further review and comments.

Also, we confirm receipt of 5.1.2e email with the template for the annex on the utilisation of the Down Payment. Thank you for providing the template to us. Moderna's finance team is currently reviewing and will prepare a revised draft of the annex, which will be provided to you under separate cover.

We look forward to working with you to finalize the Advance Purchase Agreement.

Kind regards,

5.1.2e

**From:** 5.1.2e <@ec.europa.eu> <5.1.2e@ec.europa.eu>

**Sent:** Thursday, November 19, 2020 12:36 PM

**To:** 5.1.2e <5.1.2e@goodwinlaw.com>; 5.1.2e <@modernatx.com>

**Cc:** 5.1.2e <@modernatx.com>; 5.1.2e <@modernatx.com>; 5.1.2e <@modernatx.com>;

5.1.2e <@modernatx.com>; 5.1.2e <@modernatx.com>; 5.1.2e <@ec.europa.eu>;

5.1.2e <@modernatx.com>; Ford, Jennifer L <5.1.2e@goodwinlaw.com>; 5.1.2e <@aemps.es>;

5.1.2e <@igf.finances.gouv.fr>; 5.1.2e <@ec.europa.eu>; 5.1.2e <@ec.europa.eu>;

5.1.2e <@ec.europa.eu>; 5.1.2e <@ec.europa.eu>; 5.1.2e <@regeringskansliet.se>;

5.1.2e <@ec.europa.eu>; 5.1.2e <@ec.europa.eu>

**Subject:** RE: Moderna - APA Draft Contract

\*\*\*EXTERNAL\*\*\*

Dear colleagues,

Following the constructive meeting a moment ago, please find enclosed a template for the annex on the utilisation of the Down payment. Please go as far in detail as you consider reasonably possible.

Best regards [REDACTED]

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**From:** [REDACTED] <[REDACTED]@goodwinlaw.com>  
**Sent:** Wednesday, November 18, 2020 4:01 PM  
**To:** [REDACTED] (SJ) <[REDACTED]@ec.europa.eu>; [REDACTED]@modernatx.com  
**Cc:** [REDACTED]@modernatx.com; [REDACTED]@modernatx.com; [REDACTED]@modernatx.com;  
 [REDACTED]@modernatx.com; [REDACTED]@modernatx.com; [REDACTED] (SANTE)  
 <[REDACTED]@ec.europa.eu>; [REDACTED]@modernatx.com; Ford, Jennifer L <[REDACTED]@goodwinlaw.com>;  
 [REDACTED]@aemps.es; [REDACTED]@igf.finances.gouv.fr; [REDACTED] (SANTE)  
 <[REDACTED]@ec.europa.eu>; [REDACTED] (SG-RECOVER) <[REDACTED]@ec.europa.eu>;  
 [REDACTED] (SJ) <[REDACTED]@ec.europa.eu>; [REDACTED] (SJ)  
 <[REDACTED]@ec.europa.eu>; [REDACTED]@regeringskansliet.se; [REDACTED] (SG)  
 <[REDACTED]@ec.europa.eu>

**Subject:** RE: Moderna - APA Draft Contract

All:

Further to my earlier email, we would like to provide you with a list of the investment categories for costs and expenses incurred by Moderna to date for the establishment and acceleration of the manufacturing and supply of mRNA-1273 for the Commission and the Member States:

- Lonza Facility Investment
- CMO: Lonza suite fees/headcount/acceleration costs
- CMO: Fill finish including tech transfers
- CMO: Fill finish ROVI milestones
- Long lead items: Small molecule lipids
- Long Lead items: Glass vial and stoppers
- Pharmacovigilance: IQVIA support
- Regulatory/Medical Affairs
- Shipping/warehousing

We look forward to speaking with you today.

Kind regards,

[REDACTED]

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**From:** [REDACTED] <[REDACTED]@goodwinlaw.com>  
**Sent:** Wednesday, November 18, 2020 7:49 AM  
**To:** [REDACTED]@ec.europa.eu; [REDACTED]@modernatx.com  
**Cc:** [REDACTED]@modernatx.com; [REDACTED]@modernatx.com; [REDACTED]@modernatx.com;  
 [REDACTED]@modernatx.com; [REDACTED]@modernatx.com; [REDACTED]@ec.europa.eu;  
 [REDACTED]@modernatx.com; Ford, Jennifer L <[REDACTED]@goodwinlaw.com>; [REDACTED]@aemps.es;  
 [REDACTED]@igf.finances.gouv.fr; [REDACTED]@ec.europa.eu; [REDACTED]@ec.europa.eu;  
 [REDACTED]@ec.europa.eu; [REDACTED]@ec.europa.eu

**Subject:** RE: Moderna - APA Draft Contract

Hi all:

Please find attached high-level issues list for our discussion today. Please note that this list is focused on the most substantive business issues, and we will propose additional revisions in writing in our next draft.

We look forward to speaking with you.

Kind regards,



5.1.2e

**From:** 5.1.2e <5.1.2e@ec.europa.eu> <5.1.2e@ec.europa.eu>  
**Sent:** Monday, November 16, 2020 12:41 PM  
**To:** 5.1.2e <5.1.2e@goodwinlaw.com>; 5.1.2e @modernatx.com  
**Cc:** 5.1.2e @modernatx.com; 5.1.2e @modernatx.com; 5.1.2e @modernatx.com; 5.1.2e @ec.europa.eu; 5.1.2e @modernatx.com; 5.1.2e @modernatx.com; 5.1.2e @ec.europa.eu; 5.1.2e @igf.finances.gouv.fr; Ford, Jennifer L <5.1.2e@goodwinlaw.com>; 5.1.2e @aemps.es; 5.1.2e @ec.europa.eu; 5.1.2e @ec.europa.eu; 5.1.2e @ec.europa.eu  
**Subject:** RE: Moderna - APA Draft Contract

\*\*\*EXTERNAL\*\*\*

Dear all,

Please find enclosed our TCs and comments on your latest draft. Because of structural changes and the number of comments, we have not had the time to adjust any cross references, which would need to be done only once the draft is more stable. However, from now on it would be fundamental for the process if we can work on a joint word document where agreement on a given text is clearly indicated in the comments or comments are provided on comments. We could then clean the draft during or on the basis of a call. Any structural changes should be as limited as possible simply to keep track on each other's positions. Once the draft is more stable, we can consider whether further structural changes are necessary. In the current home office conditions it is very challenging if there is a need to go back and forth between a TC pdf and a clean word document.

Please note that this is work in progress on our side too so I cannot exclude that we need to still revisit some more detailed issues as we have not managed to double check everything. But this can be done quickly once the draft is more advanced.

Looking forward to discussing over a call.

Best, 5.1.2e

**From:** 5.1.2e <5.1.2e@goodwinlaw.com>  
**Sent:** Thursday, November 12, 2020 7:08 PM  
**To:** 5.1.2e (SJ) <5.1.2e@ec.europa.eu>; 5.1.2e (SJ) <5.1.2e@ec.europa.eu>; 5.1.2e (COMP) <5.1.2e@ec.europa.eu>; 5.1.2e (SANTE) <5.1.2e@ec.europa.eu>; 5.1.2e @igf.finances.gouv.fr; 5.1.2e @aemps.es; 5.1.2e (SANTE) <5.1.2e@ec.europa.eu>  
**Cc:** 5.1.2e <5.1.2e@modernatx.com>; 5.1.2e <5.1.2e@modernatx.com>; 5.1.2e <5.1.2e@modernatx.com>; 5.1.2e <5.1.2e@modernatx.com>; 5.1.2e <5.1.2e@modernatx.com>; 5.1.2e <5.1.2e@goodwinlaw.com>  
**Subject:** Moderna - APA Draft Contract

All:

On behalf of Moderna, please find attached a revised draft of the Advance Purchase Agreement in clean and redline comparison formats. The redline comparison is marked to reflect changes from the draft that 5.1.2e circulated on 9 November. As you will note, we have included annotated footnotes in the revised draft, which include areas where we would appreciate the opportunity to discuss with your team prior to providing draft language for your review. Also, please note that, in the interest of time, I am circulating the

revised draft to all parties simultaneously, and thus the draft remains subject to Moderna's further review and comments.

We would appreciate the opportunity to schedule a time to discuss the revised draft with your team. We are available tomorrow during your afternoon and over the weekend.

We look forward to speaking with you.

Kind regards,

5.1.2e

5.1.2e



Goodwin Procter LLP  
3 Embarcadero Center  
San Francisco, CA 94111

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