			
EMVO_0321_D_A - Acquirer OBP Side Letter (Wholesale Transactions)			
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From:

Acquirer OBP Name & Address

To:

European Medicines Verification Organization
 Head of Commercial and Partner Management
 Mr. Tobias Beer
 Rue de la Loi 28, box 21
 1040 Brussels, Belgium

Re: (Insert OBP's name) Participation Agreement

Dear Tobias,


Reference is made to the Agreement for Participation of Onboarding Partners in the European Medicines Verification System ('Participation Agreement') between **(Insert Acquirer OBP's name)** and its affiliated MAHs (via adhesion) on one hand and the European Medicines Verification Organization ('EMVO') on the other with Effective Date **Month Day, Year**.

Please note the following:

- **Insert Company Name** ('Acquirer') belonging to the same group of companies as **(Insert Acquirer OBP's name)** with **CP###** has entered into a definitive agreement to acquire a set of products ('Products') from **Insert Company Name** ('Transferor') belonging to the same group of companies as **(Insert Transferor OBP's name)** with **CP###**.
- According to the specifications with which every On-boarding Partner ('OBP') needs to comply as per the Participation Agreement with EMVO, each product code is unique in the European Medicines Verification System.
- Section 5.9 of the Participation Agreement stipulates that in case the OBP and/or (one of) the OBP Affiliate(s)¹ have a wholesaler license, the OBP will only perform respective wholesaler transactions of packs (including, but not limited to, verify packs, export packs from the EU) through the EU Hub for its own marketing authorisations and/or the marketing authorisations of its Affiliates.
- Subject to an agreement between the Acquirer and the Transferor regarding the Distribution Switch², EMVO is requested to exceptionally allow the Acquirer to perform wholesaler transactions regarding the Products, although they are covered by the Transferor's marketing authorizations, until the completion of the implementation of the transfer of the respective marketing authorisations to the Acquirer, such wholesaler transactions being performed

¹ Affiliate means, in relation to a Party, any other entity Controlling, Controlled or under common Control with the Party. "Control" and its derivatives mean either the holding, directly or indirectly, of 50 % or more than 50% ownership interest or the statutory or de facto authority to exercise a decisive influence on the appointment of the majority of directors or managers or the orientation of policy provided it is, at EMVO's own absolute discretion, sufficiently proven.

² 'Distribution Switch' means the change in the supply chain setup where the distribution of the divested/acquired products is transferred to the distribution channels of the Acquirer. Such distribution change might take place prior to the transfer of the marketing authorization to the Acquirer.

			
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always in accordance with the conditions set out in the Participation Agreement, the EU Directive on Falsified Medicines and the Delegated Regulation.

- The above-described wholesaler transactions to be performed by the Acquirer will not be deemed a breach of the Participation Agreement provided they are performed in accordance with the conditions described hereunder.
- The Acquirer requests that EMVO countersigns this letter for its acknowledgement and agreement. The Acquirer may share a copy of the letter countersigned by EMVO with the Transferor.

Name/Title:
For Acquirer

Name/Title:
For Acquirer (second sign if required)

Acknowledged and agreed as above

Name/Title:
For EMVO