

**FIRST AMENDMENT TO THE DISTRIBUTION AGREEMENT
DATED 10 DECEMBER 2015**

On 01 February 2017 (the "First Amendment Effective Date")

BY AND BETWEEN

ON THE ONE PART, LABORATORIOS GRIFOLS, S.A., a company duly incorporated and existing under the laws of Spain, having its registered address at Polígono Levante, Calle Can Guasch, s/n, 08150-Parets del Vallès, Barcelona (Spain) ("Laboratorios Grifols"); **DIAGNOSTIC GRIFOLS, S.A.**, a company duly incorporated and existing under the laws of Spain, having its registered address at Polígono Levante, Calle Can Guasch, s/n, 08150-Parets del Vallès, Barcelona (Spain) ("Diagnostic Grifols"); **MEDION GRIFOLS DIAGNOSTICS AG**, a company duly incorporated and existing under the laws of Switzerland, having its registered address at Bonnstrasse 9, CH-3186 Düringen (Switzerland) ("Medion"); and **GRIFOLS INTERNATIONAL, S.A.**, a company duly incorporated and existing under the laws of Spain, having its registered address at Polígono Levante, Calle Can Guasch, s/n, 08150-Parets del Vallès, Barcelona (Spain) ("Grifols International") collectively with Laboratorios Grifols, Diagnostic Grifols and Medion, "Grifols"; and

ON THE OTHER PART, DIAMEDICA OÜ, a company duly incorporated and existing under the laws of Estonia, having its registered address at Akadeemia tee Str. 21D, 12618, Tallin (Estonia) ("Diamedica OÜ"); **DIAMEDICA SIA**, a company duly incorporated and existing under the laws of Latvia, having its registered address at A. Deglavas street, n° 66, LV-1035, Riga (Latvia) ("Diamedica SIA"); and **UAB DIAMEDICA**, a company duly incorporated and existing under the laws of Lithuania, having its registered address at Buivydiškių str. 10, Vilnius, LT-07194, (Lithuania) ("UAB Diamedica") collectively with Diamedica OÜ and Diamedica SIA, "Distributor").

All terms not defined herein shall have the meaning set forth in the Agreement (as defined below).

WHEREAS

- I. Grifols and Diamedica OÜ entered into a distribution agreement dated 10 December 2015 (the "Agreement").
- II. The Parties wish to amend the Agreement by including (i) Diamedica SIA and UAB Diamedica, both Affiliates of Diamedica OÜ, as new Parties to the Agreement since, from the First Amendment Effective Date onwards, each Grifols' manufacturing company, depending on the Product, will invoice directly to these new Parties the Products destined to their respective countries within the Territory; and (ii) Laboratorios Grifols, Diagnostic Grifols and Medion's quality agreements.
- III. Consequently, the Parties enter into this First Amendment to the Agreement (the "First Amendment") in accordance with the following

CLAUSES

1. **New Parties to the Agreement**
 - 1.1. Grifols and Diamedica OÜ agree to include Diamedica SIA and UAB Diamedica as new Parties to the Agreement, who also accept.

DIAGNOSTIC DIVISION

In witness whereof, the Parties, in the representation they hold, sign this First Amendment on the date and place specified below.

.....
LABORATORIOS GRIFOLS
Name: J
Title: Managing Director
Place: Parets del Vallès, Barcelona (Spain)
Date: 23-3-2017

.....
DIAMEDICA OÜ
Name: JU
Title: JU
Place: Tallinn Estonia
Date: 30-3-2017

C
.....
DIAGNOSTIC GRIFOLS
Name: Carsten Schroeder
Title: Proxy
Place: Emeryville, California (USA)
Date: 02/03/2017

.....
DIAMEDICA SIA
Name: Arnis Vajcs
Title: Member of the Board
Place: Riga, Latvia
Date: 05.04.2014

.....
MEDION
Name: Peter Schwind
Title: Managing Director
Place: Düringen (Switzerland)
Date: 14/03/2017

.....
UAB DIAMEDICA
Name: A
Title: General director
Place: Vilnius, Lithuania
Date: 21.04.2017

.....
GRIFOLS INTERNATIONAL
Name: Carsten Schroeder
Title: Proxy
Place: Emeryville, California (USA)
Date: 02/03/2017

DIAGNOSTIKOS PADALINYS

**PIRMASIS PRIEDAS PRIE 2015 M. GRUODŽIO 10 D.
PLATINIMO SUTARTIES**

2017 m. vasario 1 d. („Pirmojo priedo įsigaliojimo data“)

TARP

VIENOS ŠALIES, LABORATORIOS GRIFOLS, S.A., tinkamai įsteigtos ir pagal Ispanijos įstatymus veikiančios kompanijos, kurios registracijos adresas yra Poligono Levante, Calle Can Guash, s/n, 08150-Parets del Valles, Barselona (Ispanija) („Laboratorios Grifols“); **DIAGNOSTIC GRIFOLS, S.A.**, tinkamai įsteigtos ir pagal Ispanijos įstatymus veikiančios kompanijos, kurios registracijos adresas yra Poligono Levante, Calle Can Guash, s/n, 08150-Parets del Valles, Barselona (Ispanija) („Diagnostic Grifols“); **MEDION GRIFOLS DIAGNOSTICS AG**, tinkamai įsteigtos ir pagal Šveicarijos įstatymus veikiančios kompanijos, kurios registracijos adresas yra Bonnstrasse 9, CH-3186 Dudingenas (Šveicarija) („Medion“) ir **GRIFOLS INTERNATIONAL, S.A.**, tinkamai įsteigtos ir pagal Ispanijos įstatymus veikiančios kompanijos, kurios registracijos adresas yra Poligono Levante, Calle Can Guash, s/n, 08150-Parets del Valles, Barselona (Ispanija) („Grifols International“) kartu su Laboratorios Grifols, Diagnostic Grifols ir Medion - „Grifols“); ir

KITOS ŠALIES, DIAMEDICA OU, tinkamai įsteigtos ir pagal Estijos įstatymus veikiančios kompanijos, kurios registracijos adresas yra Akadeemia tee Str. 21D, 12618, Talinas (Estija) („Diamedica OU“); **DIAMEDICA SIA**, tinkamai įsteigtos ir pagal Latvijos įstatymus veikiančios kompanijos, kurios registracijos adresas yra A. Deglava street, nr. 66, LV-1035, Ryga (Latvija) („Diamedica SIA“) ir **UAB DIAMEDICA**, tinkamai įsteigtos ir pagal Lietuvos įstatymus veikiančios kompanijos, kurios registracijos adresas yra Buivydiškių g. 10, Vilnius, LT-07194, (Lietuva) („UAB Diamedica“) kartu su Diamedica OU ir Diamedica SIA - „Platintojas“).

Visi čia neaprašomi terminai turi anksčiau pasirašytoje Sutartyje numatomą reikšmę (kaip nurodyta žemiau).

KADANGI

- I. 2015 m. gruodžio 10 d. Grifols ir Diamedica OU pasirašė platinimo sutartį („Sutartis“).
- II. Šalys nori papildyti Sutartį, įtraukiant (i) Diamedica SIA ir UAB Diamedica, abu Diamedica OU filialus, kaip naujas Sutarties Šalis, nuo pirmosios priedo įsigaliojimo datos, visos Grifols gaminančios kompanijos, priklausomai nuo Produkto, sąskaitas teiks tiesiogiai šioms naujoms Šalims, atitinkamai pagal Produktų pristatymo šalį Teritorijoje bei (ii) Laboratorios Grifols, Diagnostics ir Medion kokybės susitarimus.
- III. Todėl, Šalys yra įtraukiamos į šį Pirmą Priedą prie Sutarties („Pirmas Priedas“), pagal žemiau pateikiamas sąlygas

SĄLYGOS

- I. Į Sutartį įtraukiamos naujos Šalys
 - 1.1. Grifols ir Diamedica OU sutinka įtraukti Diamedica SIA ir UAB Diamedica, kurios taip pat sutinka, kaip naujas Šalis į Sutartį.

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DIAGNOSTIKOS PADALINYS

Tai patvirtindamos, Šalys, atstovaudamos save, pasirašo šį Pirmą Priedą. Data ir vieta yra nurodomos žemiau.

/parašas/

LABORATORIOS GRIFOLS

Pavardė: Jose Antonio Garcia Garcia

Pareigos: Generalinis direktorius

Vieta: Parets del Valles, Barselona
(Ispanija)

Data: 2017-03-23

/parašas/

DIAGNOSTIC GRIFOLS

Pavardė: Carsten Schroeder

Pareigos: Įgaliotinis

Vieta: Emeryville, Kalifornija (JAV)

Data: 2017-03-02

/parašas/

MEDION

Pavardė: Peter Schwind

Pareigos: Generalinis direktorius

Vieta: Dudungenas (Šveicarija)

Data: 2017-03-14

/parašas/

DIAGNOSTIC INTERNATIONAL

Pavardė: Carsten Schroeder

Pareigos: Įgaliotinis

Vieta: Emeryville, Kalifornija (JAV)

Data: 2017-03-02

/parašas/

DIAMEDICA OU

Pavardė: Jaan Saluvere

Pareigos: Generalinis direktorius

Vieta: Talinas, Estija

Data: 2017-03-30

/parašas/

DIAMEDICA SIA

Pavardė: Arnis Ozols

Pareigos: Valdybos narys

Vieta: Ryga, Latvija

Data: 2017-04-05

/parašas/

UAB DIAMEDICA

Pavardė: Stasys Križanauskas

Pareigos: Generalinis direktorius

Vieta: Vilnius, Lietuva

Data: 2017-04-21

Tikslus dokumento vertimas į lietuvių kalbą

Vertėja Akvilė Gegelevičienė

Data 2017-05

UAB Diamedica

Molėtų pl. 73, Vilnius

Tel. 8 5 279 0080

**CERTIFICATE OF DISTRIBUTION
2025**

BY AND BETWEEN THE UNDERSIGNED:

(1) The DIAGAST Company, a French Simplified Joint-Stock Company (Société par Actions Simplifiée), whose registered address is at 251 avenue Eugène Avinée Eurasanté Parc, 59120 LOOS (FRANCE), registered with the Trade and Companies Register of LILLE under the number 343 445 375, represented by its legal representative, duly authorized for the purpose hereof,

Hereinafter referred to as "DIAGAST",
Of the first part,

AND

(2) UAB DIAMEDICA, whose registered address is Vanagines pl. 37A, Didzioji Riese, Vilniaus r. LT-14261 Lithuania, represented by Mr. Križanauskas authorized for the purpose hereof,

Hereinafter referred to as "DISTRIBUTOR",
Of the second part,

DIAGAST and the DISTRIBUTOR are hereinafter referred to individually as the "**Party**" and together as the "**Parties**".

The present CERTIFICATE OF DISTRIBUTION does not appoint DISTRIBUTOR as a sales representative of DIAGAST. Accordingly, DISTRIBUTOR is a seller on their own right entitled to distribute DIAGAST's products.

ARTICLE 8 – OTHER TERMS AND CONDITIONS

The other terms and conditions specified in the FRAMEWORK AGREEMENT OF DISTRIBUTION that are not specified in the present CERTIFICATE OF DISTRIBUTION and are non-contradictory to the present CERTIFICATE OF DISTRIBUTION remain valid and applicable to the Parties' contractual relationship.

The DIAGAST sales general conditions can be found on its website.

ON WITNESS WHEREOF, the parties have caused this CERTIFICATE OF DISTRIBUTION to be executed on the day and the year first written below.

ARTICLE 9 - EXHIBITS

The present CERTIFICATE OF DISTRIBUTION contains three exhibits:

- **EXHIBIT 1 : QUALITY FRAMEWORK AGREEMENT OF CE marked IVD MD**
- **EXHIBIT 2 : AFTER SALES SERVICES, SUPPLY TERMS AND WARRANTY, including:**
 - Appendix A : Spare Part after sales flow chart
 - Appendix B : Diagast Engineer Services Price quotation
 - Appendix C : Preventive Maintenance Checklist
 - Appendix D : Spare parts price list

The EXHIBIT 2 is only applicable to the installation and servicing of the QWALYS® IVD MD instrument.

- **EXHIBIT 3 : DIAGAST Red Blood Cells Deliveries**

Signed and issued in two (2) original copies, one of which was delivered to each party.

For DIAGAST	For DISTRIBUTOR
Name: Mr Olivier BROLLI Title : Chief Executive Officer Place : Loos, France Date: 27/11/2024 Signature : 	Name: Ste Title : Director general Place : Vanagines str. 37a, Didzioji Riese, Date: Vilnius r Lithuania 20 Signature 

