

APPENDIX A – INVOICING PROCESS

1. AstraZeneca (including Alexion)

a. Electronic Invoicing Policy

To manage the receipt, processing and approval of all legal invoices, AstraZeneca has partnered with LexisNexis® and the CounselLink™ web-based electronic billing program. Your firm's invoices must be submitted on a monthly basis directly to the CounselLink application and will be reviewed and processed electronically. Your firm is responsible for registering to use CounselLink and for providing required information about authorized timekeepers, rates and invoicing.

If your firm handles more than one matter for AstraZeneca, you are required to submit separate invoices for each matter.

Invoices must be submitted on a monthly basis. Monthly bills of less than \$500 may be aggregated and submitted on a quarterly basis.

In accordance with the CounselLink requirements, invoices must include the dates of service, an itemized account of all tasks performed, and the identity and hourly rate of the timekeeper performing the service. Please record and indicate time in tenths of an hour. **AstraZeneca does not accept block billing or time billed in quarter-hours.**

AstraZeneca views every invoice as a certification by the firm that legal services and disbursements reflected on the bill were necessary and reasonable for the matter involved. Unauthorized or unreasonable lawyer and paralegal time and disbursements must be deleted.

b. UTBMS Codes

All fees related to **LITIGATION, EDISCOVERY, CORPORATE, or IP (non-Litigation)** matters must include the UTBMS task codes outlined in Appendix A.

All expenses must be listed as separate charges and must include the corresponding UTBMS expense code.

c. Electronic Invoice Submission Guidance

Please submit separate invoices for each matter using CounselLink. Outside counsel should bill AstraZeneca every 30 days. **We will not accept invoices on closed matters or invoices with charges and/or expenses aged 120 days or older from the date on which the services were performed or the expense was incurred.**

To secure prompt and accurate payments to your firm, invoices in structured data format (LEDES) submitted via the web site www.counsellink.net are preferred. When absolutely necessary, CounselLink will accept invoices in other formats, including e-mailing a .PDF or ASCII invoice, mailing a diskette or mailing a paper invoice. Submission of invoices in this manner is strongly discouraged.

Submission of a Structured Data File to CounselLink

- Export the invoice to the LEDES (ASCII) structured data format
- Log into www.counsellink.net using your assigned login and password
- Click on the Upload Invoice link on the law firm home page
- Browse to the saved LEDES invoice, select it and click "Open"
- Complete any other necessary information on the Invoice Submission page and click "Submit File"

Creating an Invoice in CounselLink

- Log into www.counsellink.net using the assigned login and password
- Click on the Matter Search link on the law firm home page
- Search for the matter on which the invoice is to be submitted
- Select "Create Invoice" from the Action bar dropdown
- Enter information on the "Edit Invoice Screen" if applicable and click on Submit
- Enter fees and expenses from the invoice screen
- Submit invoice

Where Necessary: Alternative Forms of Submission

Email: A .PDF file or ASCII format copy of the invoice may be submitted via email to counsellinkinvoices@lexisnexis.com Submit only ONE INVOICE PER .PDF file, although multiple .PDF files may be attached to a single email.

Invoice Returns and Rejections

Invoices and the charges they reflect that in all respects conform to AstraZeneca's Billing and Expense Policy will be promptly processed for payment. Invoices or charges that do not conform to the Policy may be either rejected or returned to your firm, in whole or in part, for correction. Invoices may also be returned or rejected for the following reasons:

- Uploaded invoice is not in the LEDES format
- Invoice contains a math error
- Invoice contains block billed charges
- No invoice number
- Duplicate invoice number

- Invoice does not contain a date
- Invoice date is in the future
- Invoice is an exact duplicate of previous invoice
- Charges do not contain a date
- Time increments not in tenths of an hour
- Unknown or incorrect LF Matter ID
- At Client's discretion

d. Invoice Appeal Process

It is your firm's responsibility to regularly monitor the rejected invoice queue. If AstraZeneca rejects an invoice (in whole or in part) and your firm would like to appeal the rejection, please send an email outlining the reasons for your appeal and any supporting documentation to legal-operations-ebilling@astrazeneca.com within 60 days of the invoice rejection. We will respond to your appeal within 30 days receipt of the appeal. We will not accept appeals that are submitted more than 60 days after the invoice rejection.

II. AstraZeneca Billing Contacts

- All invoices must be sent to counselinkinvoices@lexisnexis.com (this is only for manual invoices not LEDES files)
- Invoice payment enquiries are to be directed to Customer.Enablement@astrazeneca.com
- CounselLink data/invoice and process enquiries: legal-operations-ebilling@astrazeneca.com
- Use of CounselLink: ask@lexisnexis.com 800-600-2282; press 2; +1-916-679-3899; Fax +1-916-921-4310

UTBMS CODES BY MATTER TYPE

LITIGATION AND EDISCOVERY MATTERS – 7883 Global Litigation Detailed Hourly Fee Structure

L110 Fact Development All actions to investigate and understand the facts of a matter. Covers interviews of client personnel and potential witnesses, review of documents to learn the facts of the case (but not for document production, L320), work with an investigator, and all related communications and correspondence.

L120 Analysis/Strategy The thinking, strategizing, and planning for a case, including discussions, writing, and meetings on case strategy. Also includes initial legal research for case assessment purposes and legal research for developing a basic case strategy. Most legal research will be under the primary task for which the research is conducted, such as research for a summary judgment motion (L240). Once concrete trial preparation begins, use L440 for trial strategy and planning.

L160 Settlement All activities directed specifically to settlement. Encompasses planning for and participating in settlement discussions, conferences, and hearings and implementing a settlement. Covers pursuing and participating in mediation and other non-binding Alternative Dispute Resolution (ADR) procedures. Also includes pre-litigation demand letters and ensuing discussions.

L270 Motion Practice Developing, responding to, and arguing all motions, pleadings, and discovery.

L310 Written Discovery Developing, responding to, objecting to, and negotiating interrogatories, document requests, and requests to admit. Includes meet-and-confer sessions. Also covers mandatory written disclosures as under Rule 26(a).

L330 Depositions All work concerning depositions, including determining the deponents and the timing and sequence of depositions, preparing deposition notices and subpoenas, communicating with opposing or other party's counsel on scheduling and logistics, planning for and preparing to take the depositions, discussing deposition strategy, preparing witnesses, reviewing documents for deposition preparation, attending depositions, and drafting any deposition summaries.

L340 Expert Witness Discovery All work concerting expert witnesses.

L440 Other Trial Preparation and Support All other time spent in preparing for and supporting a trial, including developing overall trial strategy, preparing opening and closing arguments, establishing an off-site support office, identifying documents for use at trial, preparing demonstrative materials, etc.

L510 Appellate Motions and Submissions Developing, responding to and arguing motions and other filings before a reviewing body, such as motions and other filings for stay pending appeal.

L610 Identification/Preservation Determining which systems/people should be put under legal hold, drafting legal hold notices, data preservation investigation, analysis and reporting, motion practice relating to identification/preservation, technical application of legal holds, managing legal hold technology and Exterro updates (for forensic vendors), ESI content map maintenance

- *eDRT/collection vendors*, this includes
 - Data preservation investigation and analysis
 - Apply technical legal holds
 - Update Exterro
 - Reporting related to identification or preservation
 - Maintain ESI Content Map
 - Exterro
 - Legal hold technology management
 - Reporting related to identification or preservation

L620 Collections

- *Outside Counsel*
 - Discuss and analyze collection requirements
 - Negotiate custodians and data sources
 - Draft and negotiate ESI Agreement/Protective Order
 - Analyzing reporting related to collections
- *eDRT*
 - Assess data to be collected
 - Gain access/necessary permissions to data to be collected
 - Perform collections
 - Quality Control of collections
 - Coordinate with Business regarding performing collections
 - Discuss and analyze collection requirements
 - Transfer collected data (if processing performed by Technology Service Provider)

- Reporting related to collections

L630 Processing and Loading

- *eDRT*
 - Perform processing
 - Process data for OCR
 - Coordinate and perform Exception Handling
 - Load processed data in to review platform
 - Processing investigation and analysis
 - Load NCDS data
 - Coordinate archiving of data
 - Reporting related to processing and loading
- *Technology Service Provider*
 - Perform processing
 - Process data for OCR
 - Coordinate and perform Exception Handling
 - Load processed data in to review platform
 - Processing investigation and analysis
 - Manage handling of 3rd party data
 - Coordinate archiving of data
 - Reporting related to processing and loading
 - Machine translation

L650 Review

- *Outside Counsel*
 - Direct review requirements
 - Coordinate with Managed Review Vendor re: review staffing
 - Draft and finalize review protocol
 - Hold review training
 - Quality Control of vendor work product
 - Provide substantive review feedback
 - Direct privilege review and Privilege Log requirements
 - Review and revise Privilege Log
 - Analyzing reporting related to review
- *Managed Review Vendor*
 - Perform review & redactions
 - Review team management
 - Review team staffing
 - Coordinate and Manage review platform access/permissions
 - Quality Control of reviewer work product
 - Manage review workflows
 - Review related communication with Outside Counsel
 - Validation of technology assisted review
 - Collaborate with Outside Counsel on review protocol and review set up
 - Substantive review training
 - Perform privilege review and privilege logging

- Create substantive searches for Outside Counsel
- Reporting related to review
- *Technology Service Provider*
 - Coordinate and Manage review platform access/permissions
 - Perform OCR
 - Review set up
 - Investigate documents flagged by counsel
 - Create substantive searches for Outside Counsel
 - Manage technology assisted review
 - Reporting related to review

L651 Hosting/Licensing

- *Technology Licensing*
 - Exclusive to cost of license or subscription for technology
- *Hosting Vendor*
 - Exclusive to cost to host data

SL660 eDiscovery Search and Analysis

- *Outside Counsel*
 - Direct search requirements
 - Analyze search results
 - Request searches (privilege, responsiveness etc.)
 - Negotiate search terms
 - Direct requirements surrounding Early Case Assessment
 - Sample search results
 - Analyzing reporting related to search and analysis
 - Assess burden and proportionality
- *Managed Review Provider*
 - Coordinate Early Case Assessment set up
 - Perform Early Case Assessment review & analysis
 - Advise on Early Case Assessment strategy
 - Report Early Case Assessment results
 - Research data for reuse
 - Run data reuse workflows
 - Reporting related to search and analysis
 - Assess burden and proportionality
- *Technology Service Provider*
 - Coordinate Early Case Assessment set up
 - Coordinate with Outside Counsel regarding searches
 - Perform searches
 - Report search results
 - Research data for reuse
 - Run data reuse workflows
 - Reporting related to search and analysis
 - Assess burden and proportionality

L670 Production

- *Outside Counsel*
 - Request productions
 - Oversee production and determine production requirements
 - Approve production population
 - Quality Control of production for accuracy
 - Communications with opposing or other parties re: production
 - Maintain production tracker
 - Provide productions to opposing or other parties
 - Handling inbound productions
 - Analyzing reporting related to production
- *Managed Review Vendor*
 - Communications regarding productions
 - Identify production population
 - Conflict/Production prep searches
 - Resolve coding conflicts
 - Reporting related to production
- *Technology Service Provider*
 - Identify production population
 - Conflict/Production prep searches
 - Run production
 - Quality Control of productions
 - Analyze production specifications
 - Communications regarding productions
 - Deliver production
 - Resolve production exceptions
 - Generate overlays
 - Image Documents
 - Track productions
 - Reporting related to production

CORPORATE MATTERS – 4258 Global Corporate Detailed Hourly Fee Structure

MA00 Preliminary Matters: Work on Preliminary Matters (Letter of Intent, Confidentiality Agreements, Exclusivity, Inducement, Break Fee Information Memorandum, Auction Process, Service Provider engagement agreements).

MB00 Purchase/Merger Agreements Time related to drafting, negotiating and amending agreement and ancillary documents; soliciting input/guidance from specialists on terms and provisions

MC00 Due Diligence and Disclosure Schedules Time reviewing documents, attending management presentations, preparing due diligence questionnaire, setting up data room, negotiating due diligence reliance letters, and conducting other due diligence searches (e.g., liens, litigation, background checks, etc.). Also, time related to drafting, reviewing and negotiating disclosure schedules.

MF00 Regulatory and Specialty Matters When the time relates to work done by a subject matter expert without overall responsibility for the transaction, the time should be billed to the specialist codes. The following codes relate to consultation regarding particular areas of expertise. Even if the work might be posted to another code (e.g., Due Diligence and Disclosure Schedules and Purchase/Merger Agreements), the work of a subject matter expert should be reflected in the specialty code. This includes obtaining regulatory clearances if the work is done by the subject matter expert.

MF10 Antitrust/Competition Time relating to:

- analyzing filing requirements and possible antitrust overlaps;
- preparing competition law filings;
- responding to information requests from regulators;
- meetings and negotiations with regulators;
- implementing any regulatory required actions (e.g., hold separate commitments, asset dispositions);
- FDI assessments, advice and/or filings.

MF20 Data Security/Privacy/Data Protection/Cyber Security Time related to data security, privacy, and cybersecurity due diligence, including assessment of risks and maturity of security systems; tactical and strategic fixes to improve security and their related costs; potential or actual data breaches; system vulnerabilities; overall security posture; potential liabilities; and impact on valuations.

MF30 Employment, Labor and Employee Benefits Time relating to:

- analyzing human resource issues in an acquisition (e.g., WARN Act requirements, relative pay scales and practices, title mapping, etc.);
- employee benefit issues (e.g., 401(k) mergers, health and welfare plan analysis and harmonization, leave policy issues);
- trade union and works council matters (e.g., notices or consultations, renegotiation of union contracts, etc.);
- immigration matters.
- any other employment law or employee equity plan and/or benefits matters

MF50 Intellectual Property and Technology Time relating to:

- intellectual property and technology due diligence;
- drafting, negotiating and amending licenses of intellectual property and technology assets

MF60 Real Property Time relating to:

- real property due diligence;
- drafting, negotiating and amending real property transfer documents;
- assigning leases;
- landlord consents;
- land use regulations.

MI00 Integration Matters Time spent on post-closing integration matters, including restructuring of subsidiaries and post-closing transfer of assets and liabilities within a party's corporate structure.

MK00 Deal Management Time that cannot be coded anywhere else and that relates to project management activities not clerical in nature, i.e., time spent overseeing the management of the matter based on assuring that scope, time and cost are evaluated, monitored and communicated.

MZ01 General Commercial Contracting Time related to drafting, negotiating and amending commercial agreements, including master services agreements and outsourcing agreements

MZ02 Construction Work Time related to drafting, negotiating and amending construction and engineering agreements

INTELLECTUAL PROPERTY / (Non-Litigation) PATENT MATTERS – 4615 Global IP Detailed Hourly Fee Structure

PA110 Fact Investigation and Development: All actions to investigate and understand the facts of a matter that are not included under another patent task code below. Covers interviews of personnel and potential witnesses, review of documents to learn the facts of a potential case, work with an investigator, and all related communications and correspondence.

PA120 Analysis/Strategy: The thinking, strategizing, and planning for a case that is not included under other patent task codes below. Includes discussions, writing, and meetings on case strategy. Also includes initial legal research for case assessment purposes and legal research for developing a basic case strategy.

PA210 State-of-the-Art Investigation (aka “collection”): All actions associated with determining the state of the art in a particular area of technology, including definition of the scope and field of the search, searching, analysis of search results, and reporting of results.

PA220 Patentability Investigation (aka “novelty” or “prior art” search

All actions associated with determining the approximate scope of patent protection available for an invention, including definition of the scope and field of the search, searching, analysis of search results, and reporting of results. Work of outside vendors associated with below activities should be an expense under E100

PA230 Clearance Investigation

All actions associated with determining whether a proposed product or process might be covered by the claims of patents and/or published patent applications, including definition of the scope and field of the search, searching, search field integrity checking, analysis of search results, and reporting of results. Work of outside vendors associated with below activities should be an expense under E100.

PA240 Validity Investigation

All actions associated with determining whether a patent claim is invalid including definition of the scope and field of search, searching, analysis of search results, and reporting of results. Work of outside vendors associated with below activities should be an expense under E100.

PA250 Publication Watches

All actions associated with planning, completing, and reporting the results of periodic searches for new publications in connection with a specific assignee, area of technology, patent application, or issued patent. May include watching the file history of published applications for new Official Communications, responses, and/or publication for opposition. Work of outside vendors associated with below activities should be an expense under E100.

PA260 Infringement Investigation

All actions associated with determining which of a client's patent claims may cover a non-client's products or processes, including collecting patent and/or product information, obtaining any product samples, comparing the products to the client's patent claims, and reporting of results. Work of outside vendors associated with below activities should be an expense under E100.

PA270 Status Investigation

All actions associated with determining the status of a published or unpublished patent application, or issued patent, including application and/or database review and forwarding report of results. Includes annuity and/or maintenance fee status investigations. Work of outside vendors associated with below activities should be an expense under E100

PA310 Provisional Application Preparation – Domestic Patents

All actions associated with completing a provisional patent application that is to be filed in the ("domestic") home country or region of the applicant, including review of invention disclosure materials and prior art, interviews with the inventors, drafting and revision of application, preparation and execution of formal documentation such as assignments, transmittals, and biological deposits, filing of application, and reporting. All associated government fees must be billed under the appropriate patent expense code.

PA510 Provisional Application Preparation – International Patents

All actions described above for a provisional patent application that is to be filed outside the home country or region of the applicant. All associated government fees must be billed under the appropriate patent expense code.

PA320 Non-Provisional Application Preparation – Domestic Patents

All actions associated with completing a non-provisional utility or utility model patent application that is to be filed in the home country or region of the applicant, including review of invention disclosure materials and prior art, interviews with the inventors, drafting and revision of application, preparation and execution of formal documents (such as assignments, declarations, information disclosure statements, transmittals, and biological deposits) filing of application, and reporting. Includes preparation of PCT, European and other regional applications when filed in the home country of the applicant. All associated government fees must be billed under the appropriate patent expense code.

PA520 Non-Provisional Application Preparation – International Patents

All actions described in PA320, but related to a patent application that is to be filed outside the

home country or region of the applicant, including PCT International Applications filed outside the home country of the applicant. All associated government fees must be billed under the appropriate patent expense code.

PA330 Design Application Preparation – Domestic Patents

All actions associated with completing a design patent application that is to be filed in the home country or region of the applicant, including review of invention disclosure materials and prior art, interviews with the inventors, drafting and revision of application, preparation and execution of formal documents, assignments, declarations, information disclosure statements, and transmittals, filing of application, and reporting. All associated government fees must be billed under the appropriate patent expense code.

PA530 Design Application Preparation – International Patents

All actions described in PA330, but related to a design patent application that is to be filed outside the home country or region of the applicant. All associated government fees must be billed under the appropriate patent expense code.

PA350 Continuing Application Preparation – Domestic Patents

All actions associated with completing a continuing patent application that is to be filed in the home country or region of the applicant, including review of parent application, drafting and execution of any formal documents, transmittals and information disclosure statements, filing of application, and reporting. Includes Divisional and Reissue Applications, and Reexamination Requests. Also includes PCT National Phase entry where the parent PCT International Application was previously filed in the same country. All associated government fees must be billed under the appropriate patent expense code.

PA550 Continuing Application Preparation – International Patents

All actions described in PA350, but related to a continuing patent application that is to be filed outside the home country or region of the applicant, including PCT National Phase continuation applications where the parent PCT International Application was previously filed outside the home country. All associated government fees must be billed under the appropriate patent expense code.

PA360 Validation Patent Application Preparation – Domestic Patents

All actions associated with the preparation and filing of applications for validation of an issued regional patent in the home country of the applicant. All associated government fees must be billed under the appropriate patent expense code.

PA560 Validation Patent Application Preparation – International Patents

All actions described in PA360, but related to the validation of an issued regional patent outside the home country or region of the applicant. All associated government fees must be billed under the appropriate patent expense code.

PA410 Information Disclosure Statement – Domestic Patents

All actions associated with bringing prior art, or other information, to the attention of an Examiner in the home country of the applicant in connection with an application that was previously filed under PA300. Note that Information Disclosure Statements that are filed with the application are included under PA300. All associated government fees must be billed under the appropriate patent expense code.

PA610 Information Disclosure Statement – International Patents

All actions described in PA410, but related to an application filed outside the home country or region of the applicant. All associated government fees must be billed under the appropriate patent expense code.

PA420 Preliminary Amendment – Domestic Patents

All actions associated with revising an application prior to the examination of the application on its merits in the home country of the applicant for a previously filed application, including preparation of amendments and revised drawings. All associated government fees must be billed under the appropriate patent expense code.

PA620 Preliminary Amendment – International Patents

All actions described in PA420, but related to a patent application filed outside the home country or region of the applicant. All associated government fees must be billed under the appropriate patent expense code.

PA430 Official Communication – Domestic Patents

All actions associated with processing an Official Communication from a Patent Office in the home country of an application, including initial review and any calendaring/docketing of deadlines, reporting with proposed response, review of instructions and comments, preparation of amendments and/or arguments, examiner interviews, and reporting of all of the above. Includes actions in connection with filing receipts, restriction/election requirements, annuity/maintenance fee payments, petitions to reinstate an abandoned application, appeals, oppositions, interferences, and other quasi-judicial proceedings. All associated government fees must be billed under the appropriate patent expense code.

PA630 Official Communication – International Patents

All actions described in PA430, but related to an Official Communication from a Patent Office outside the home country of an application or region of the applicant. All associated government fees must be billed under the appropriate patent expense code.

PA440 Quasi-Judicial Administrative Proceedings – Domestic Patents

All actions associated with completing a quasi-judicial proceeding before an administrative tribunal associated with the Patent Office of the home country, including appeals, oppositions, interferences, and other ex-parte and inter-partes proceedings. Includes collecting evidence, preparing and filing motions, briefs, responses, replies, surreplies, and other documents, attending conferences, depositions, hearings, and other proceedings. All associated government fees must be billed under the appropriate patent expense code.

PA640 Quasi-Judicial Administrative Proceedings – International Patents

All actions described in PA440, but related to patent application filed outside the home country or region of the applicant. All associated government fees must be billed under the appropriate patent expense code.

PA450 Post-Issuance Remedial Action – Domestic Patents

All actions associated with completing activities in connection with any necessary action after issuance of a patent in the home country of the applicant, such as the filing of a Certificate of Correction, and correction to patent term. All associated government fees must be billed under the appropriate patent expense code.

PA650 Post-Issuance Remedial Action – International Patents

All actions described in PA450, but related to a patent issued outside the home country or region of the applicant. All associated government fees must be billed under the appropriate patent expense code.

PA710 Opinion Preparation

All actions associated with the completing formal legal opinions on the validity, enforceability, infringement, and/or non-infringement of a patent claim. Includes opinions on infringement of a client's patent by a non-client infringer.

PA720 Portfolio Analysis and Management

All actions associated with reviewing, analyzing, documenting, and managing a portfolio of patents. Includes patent "due diligence" during transactional analysis.

PA730 Assignments and Security Interests

All actions associated with negotiating and preparing assignment (i.e. previously registered or filed application) or security interest, including review of file history, checking status and meeting with client. Work of outside vendors in conducting searches or otherwise assisting investigation should be an expense under E100.

Patent-related Expense Codes

- E125 Translation
- E126 Drawings (e.g., prep by draftsman)
- E127 Patent and Trademark Records (e.g., certified priority documents, file histories)
- E128 Searching and Monitoring
- E129 Official Fees, excluding post-issuance patent maintenance and late fees (e.g., patent office official fees and fees paid to government offices/embassies for legalization of documents)
- E130 Post-issuance Patent Maintenance and Trademark Renewal Fees (annuities/maintenance fees)
- E131 Late Fees (including extension of time fees and IDS submission surcharges)