



AUDITING GUIDE

Appendix A

Secrecy Agreement

between

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(hereinafter referred to as the 'Customer')

and

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(hereinafter referred to as the 'Auditee')

and

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(hereinafter referred to as the 'Lead Auditor')

and

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.....
(hereinafter referred to as the 'Co-Auditor')

and

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**API Compliance Institute
Rischerstr. 8
69123 Heidelberg**

(hereinafter referred to as "ACI")

§1

The purpose of disclosure of the information is to enable the auditors to conduct their audit in the facilities of the auditee with a view into the quality related procedures.

§2

The auditors herewith declare their independence and assure the auditee of not being employed or supported by a competing company of the customer(s) and/or of the Auditee for at least the last 5 years.

§3

The audit will be conducted in a way that is in accordance with the European Competition Law.

The auditee reserves the right to refuse to disclose requested confidential information by the auditor.

§4

The auditors agree not to make use of any confidential information provided during the Audit

The Auditors ensure that all confidential information made available during the audit is treated in the utmost and strictest confidence and assures that none of such confidential information is brought to the attention of Third Parties. Only the findings related to the audit observations shall be shared with the Third Parties and not confidential information.

Remark: In the APIC Audit Programme the following Third Parties are involved: The customer(s) and ACI.

§5

The auditors acknowledge that the information may possess a special, unique and extraordinary character and that, therefore, would not be adequately compensated by money. Accordingly the auditors agree that in the event of use of the information in breach of its obligation in addition to legal and equitable rights and remedies, the auditee shall have the right to obtain temporary or permanent injunctions against such prohibited disclosure or use.

§6

The auditors personally undertake to respect the terms of this Secrecy Agreement and will not disclose confidential information to any Third Party. The Involved Parties in the Audit Agreement - the auditors, the customer(s), the auditee and ACI - undertake to maintain strictest confidentiality about business matters and trade secrets.

§7

This Secrecy Agreement shall come into force at the date of signing by the Involved Parties. As different parties are involved into the signing process, the latest date of signing is the relevant one.

§8

The obligations of the auditors under the terms of this agreement shall remain in effect for fifteen (15) years from the date hereof.

§9

As the Third Party Audit is coordinated by the API Compliance Institute, this agreement shall be governed by German Law. The venue for any legal action shall be Heidelberg, Germany.

Date, Location, Signature of Lead Auditor

Date, Location, Signature of Co - Auditor

Date, Location, Signature of Customer

Date, Location, Signature of Auditee

Date, Location, Signature of API Compliance Institute

Confirmation of the Auditors

We, the undersigning

- Hereby declare that we are fully aware of the contents of the Secrecy Agreement signed in order to protect the confidentiality of the information to which we may have access during the performance of the audit.
- Personally undertake to respect the terms of such an agreement and not to disclose any information received during the audit to any third party.

We hereby accept the assignment to render the services stated in this agreement. We declare that we are independent, as we have not acted for the auditee to be audited within the last five years as an employee, in an advisory function or as consultant. We have neither a financial participation in the customer, the auditee nor are we related to the proprietors or the management.

Date, Location, Signature of Lead Auditor

Date, Location, Signature of Co - Auditor
