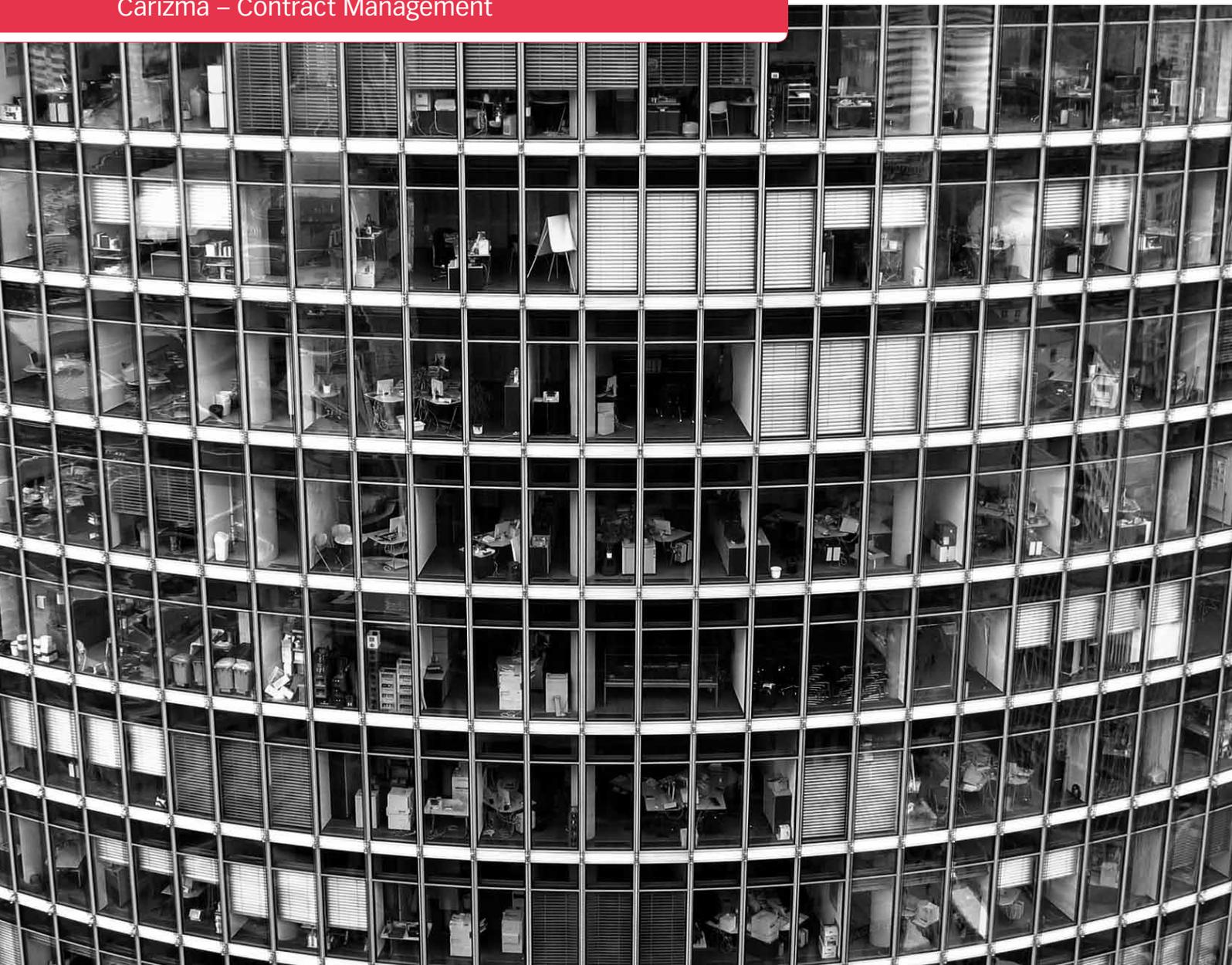


Carizma – Contract Management





For the kinds of things that have caused you problems in the past

- Difficulty obtaining consistent and current information on contracts and business dealings – especially just when you need it
- Information concerning contracts stored in various department-specific systems, and often outdated. The data is rarely complete and consistent.
- Contractual obligations, risks and deadlines are manually managed and not available in a structured format
- Contracts cannot be found after mergers, department re-organisation or department closure

... Carizma has the solution:

An easy to use, web-based system that supports users in all phases of the contracting process.

- Simple recording of contract relevant information
 - Cross-departmental collaboration, e.g. legal department, purchasing and requesting department
 - Monitoring of contractual obligations, risks and deadlines
 - Integrated document management system with approval workflow and MS-Office integration
 - Template management and automated creation of documents
 - Reporting and search function: relevant, consistent information is instantly available
 - Integration of data from other systems such as SAP on a standard XML or SONIC interface
 - EXCEL interface for loading data from legacy systems
 - Follow-up management
- Carizma offers further functionality:**
- Several contracts can be grouped together, e.g. the request for proposal, the secrecy agreement and then the signed project contract
 - Recording of contract relevant documents, e.g. request for information, project description, e-mails, etc.
 - Management of the pre-contract phase – from the first contact to contract completion or termination



Recording Basic Information

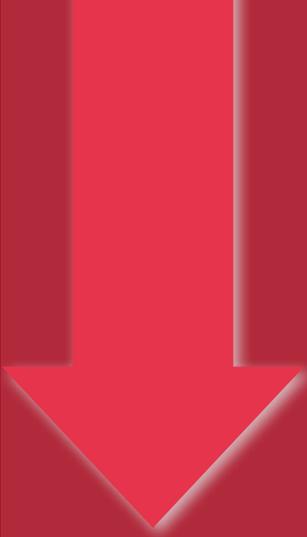
Recording basic information is the first stage of efficiently managing a contract and is the basis for an overview of existing contracts and contractual relationships. Depending on the complexity of a contract, additional functions can be added such as contract approval and monitoring.

The user can enter all basic contract information on to just **one** screen. This information typically includes:

- The contract manager
- The department requesting the contract
- The contract title
- The contract partner
- The type(s) of contract
- Where the original document is archived
- Comments

Which entry fields are displayed as well as those which are mandatory to complete before saving, can be individually defined and adjusted by the administrator.

1252: Out - Geheimhaltungsabkommen über AXI-002	
Agreement Profile	
Manager	Bernd Kottke (Head Office)
External Partners	Hande-On GmbH (Berlin)
Internal Partners	Genesys AG (Frankfurt)
Subject	AXI-002
Effective Date	09-May-2011
Status	02-May-2011 In Progress - Sent For Signature External
Agreement - General Info	
Manager	Kottke, Bernd (Head Office)
Department (Requester)	Clinical Operations
Title	Geheimhaltungsabkommen über AXI-002
Direction	Out
External Partners	Hande-On GmbH
Internal Partners	Genesys AG
Date of last Signature	07-May-2011
Effective Date	09-May-2011
Expiration Date	Effective Date + 5 Years (09-May-2016)
Agreement type	COA
Physical location	Berlin - Legal
Non-Standard Terms	None
Non-Standard Terms Remark	Bestandteil des Framework des Betrages
Comment	Verhandlung bzgl. AXI-002
Business Area	Clinical Operations, Diagnostics
Applicable Law	German



Recording additional data

Depending on the complexity of a contract and the level of detail required, additional data can be entered under the following headings:

Contract dates

- Date of last signature
- Contract termination
- Expiration of secrecy agreement
- Date of possible termination
- Date of automatic renewal

Dates can either be entered as they are (e.g. 18 May 2011) or with specifications such as:

- Termination of secrecy agreement: expiry date of contract PLUS 10 years
- Right to terminate contract: expiry date of contract MINUS 6 weeks

Review/Follow-up

Contracts should be reviewed regularly and/or at specific times in order to avoid, for example, an unwanted contract renewal. Such events can be defined in carizma either by date or other criteria. Carizma then automatically reminds the user in advance by e-mail.

Subject of Contract

The subject of the contract defines what the contract is about. Typical subjects are:

- Product groups
- Active ingredients/substances
- Inventions/patents

Where necessary, further details can be added:

- Applicable country/countries
- Country specific patents
- Product details, e.g. price per unit

Partner

Apart from standard information about contract partners, carizma also records information on:

- Company structure and hierarchy
- Trade names
- Previous company names (e.g. Ciba for Novartis)
- External contacts

Addresses

Multiple addresses can be entered for a contract partner, e.g.

- Mail address
- Delivery address
- Post box address

Contacts

Drafting a contract involves many people from various departments. All parties involved can be assigned in carizma as contacts. There are three types of contact:

- Team contacts
Contributors directly involved in the contract process, e.g. the product manager who has requested the contract, the contract manager and the legal advisor.
- Internal contacts
Internal contacts are contributors from the internal company who have no direct involvement with the contract process but have an advisory role. They do not have access rights to carizma.
- External contacts
External contacts are those contributors from the external company.

Departments

Carizma offers the possibility to allocate a contract to a department. Typically this would be the department responsible for the budget, the legal department as well as Controlling. This information serves as reporting, as well controlling access rights, e.g. granting access to the department head for all contracts in his/her department.

Financial Information

Carizma is able to import contract specific financial transactions from SAP. This data is instantly available to the carizma user and can be used for further reports and analyses. Furthermore, quarterly budgets can be defined for a contract.

Groups

Several carizma users can be grouped together, e.g. all users who are involved with diabetes research. Setting up groups and their access rights is done by the administrator. Contracts can be allocated to groups.

Contractual obligations

Financial and non-financial obligations can be recorded in Carizma and monitored. This includes for example payment schedules, milestone payments, periodic license fees or preparation of information for a particular point in time.

Contract link

Contract terms are often spread among master and sub contracts, e.g. a master contract where the accretion of discount is defined and several sub contracts which refer to the master contract.

In carizma such links can be created and the overall ordered amount of goods can be reported. Furthermore, contract amendments, as well as their respective documents, can be stored.

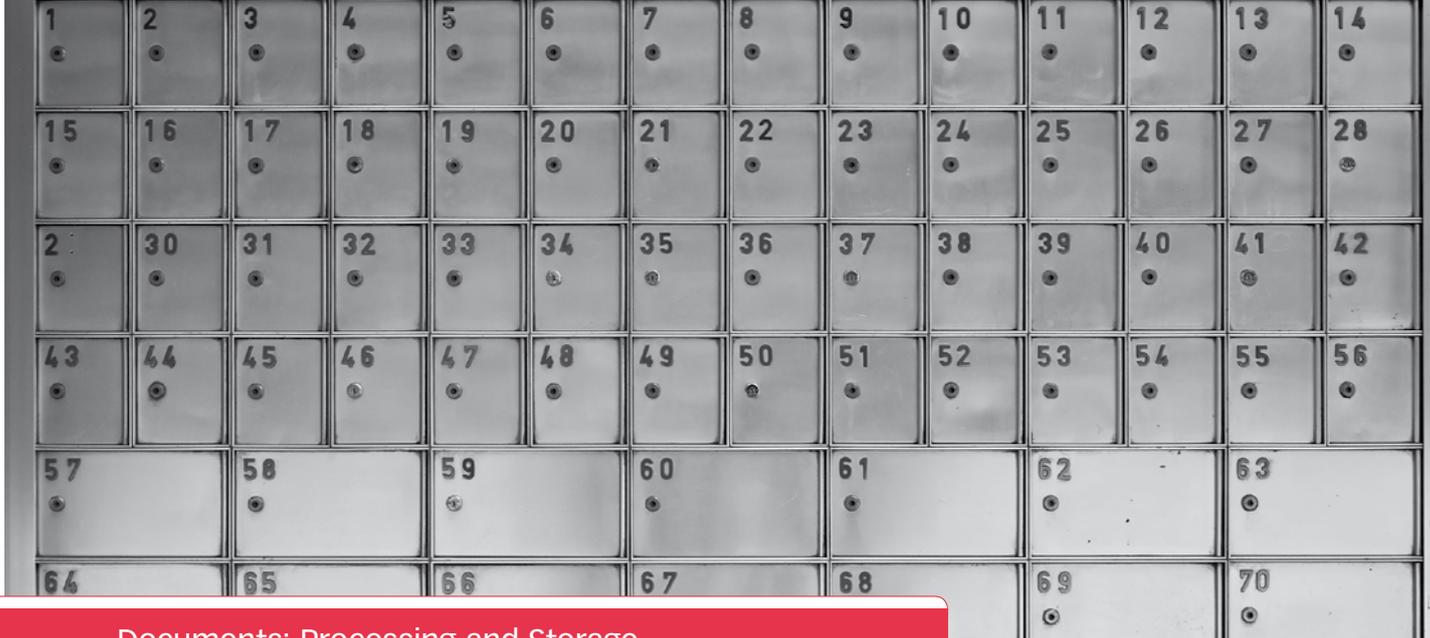
Contract type specific data, country specific data

In addition to data concerning a type of contract, further contract type specific data can be recorded. These data can be defined by the administrator.

Typical contract type specific data are:

- Number of patients (Investigator agreement)
- Event venue (speaker agreement)

In a global operation involving various countries and legal systems, data can be entered in the local language, e.g. Japanese or Cyrillic



Documents: Processing and Storage

Carizma's document management systems allows:

- Generation of documents on a template basis
- The controlled revision of documents by several people
- Versioning of documents
- Comparison of several versions of the same document
- The approval of documents
- Conversion of scanned documents to Pdfs
- Documents not generated in carizma, or e-mails, can be moved in with a Drag and Drop function
- The automated generation of folder structures based on templates
- Copying, moving and renaming of documents

Check-In/Check-Out

This function ensures that only one person can make changes to a document at one particular time. This can be done directly in MS-Word.

Versioning/Revision

Carizma automatically gives a document a version number after changes are made, while saving the previous version. This enables tracking of document versions as well as the ability to revert to older versions. The user can decide if it is a major or minor change and can comment on each version. Versions from an external partner can be marked separately.

Template Management

Templates can be managed and approved centrally in carizma. Templates can be attributed and a choice of the contract type, department and country given to the user. A Word document can be generated from a chosen template.

Approval

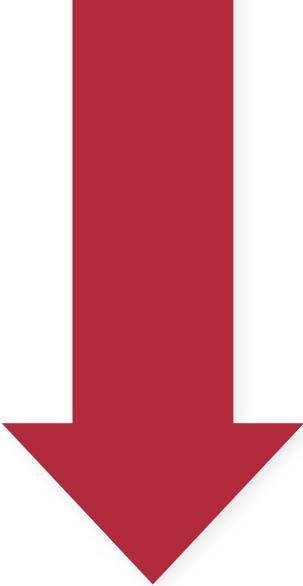
Users can approve and disapprove documents. The approval process (sequential or parallel) can be defined in Workflows.

Integration with MS Outlook

Depending on access rights, e-mails can be copied straight from Outlook to the appropriate contract.

Retention Policies, Compliance

Documents can be archived directly into a DMS system (e.g. Documentum) according to defined retention periods. The documents are deleted after a given period (for example, deletion of confidential information after expiration of a confidentiality agreement).



Monitoring contractual obligations and risks

The monitoring of contractual obligations (one's own and those of the contract partner) as well as potential risks is one of the main tasks of contract management.

Carizma supports the user with this by defining financial and non-financial obligations with due dates (individual or periodic) and by tracking their status.

The definition of a due date can be specific (e.g. 16 May 2011) or dependant on a particular event, e.g.

- 3 months before a possible termination (consider if a contract should be terminated)
- Every 3 months with start date 3 months after contract signing (risk assessment)
- 30 days after project approval (milestone payment)
- days after contract expires (consultancy agreement, return of laptop used for project)
- 20 days after recruitment of 50 patients (milestone payment)

Contract expiration, start date and project approval are events that determine due dates. Events can be defined by contract specifications, e.g. start date or contract expiration, or freely defined by the user, e.g. project approval. Those appointed responsibility for these due dates will be reminded of them by Carizma via e-mail.

For each milestone, the status can be recorded, such as

- Done
- Payment not made, reminder sent

Risks and general tasks are defined and monitored according to obligations.



Contract status, follow up

Carizma has the option of allocating each contract a status, e.g.

- Contract sent to partner
- Contract received by partner
- Invoice received
- Fee paid

Each status can be given a date and comments.

A spreadsheet (similar to EXCEL) lists those contracts to be processed and is updated with dates and comments.

Indicators can be made for individual contracts that, for example, are nearing their start date but have yet to be signed by the contract partner, or those where the fee has not yet been paid.

Summarizing several contracts in one step

Carizma allows the user to process several contracts in one step – in the following example, the confidentiality agreement and the contract for conducting a clinical trial.

The screenshot displays the Carizma web application interface. At the top, it shows the user is logged in as Bernd Kottke. The main heading is '1295: In - Clinical Study axi-001'. Below this, there is a 'Case Profile' section with the following details:

- Case Manager: Bernd Kottke (Head Office)
- External Partners: Hands-On A/S (København K)
- Internal Partners: axicos ltd. (Basel), axicos (Tokyo 141-6017)
- Subject: AXI-001, CS-Hyper
- Status: 10-Feb-2011 Completed
- Next Step: 10-Feb-2011 Completed

Below the case profile is an 'Agreements' section with a table listing agreements:

Agreement Number	Name	Status	Date Created	Action
1217	In - Clinical Study CS-Hyper in hypertension - Clinical Study	In Progress	27-Apr-2010	Edit
1257	In - Clinical Study axi-001 - CDA	In Progress	10-Feb-2011	Edit

The interface also includes a search bar, a sidebar with navigation options like 'Excel Case & Agreements', 'General Info', 'Agreements', 'Documents', 'Additional Info', 'Subjects', 'Details', 'Tracking', 'Partners', 'Contacts', 'Departments', and 'Groups', and a 'link up' button next to the 'add' button in the 'Agreements' section.

Technical data

- architecture based on ASP.NET V3 and C#
- supports: SQL Server 2005 and higher
- multiple language support. Current version available in:
 - German
 - English
 - Japanese
- document management:
 - Documentum® V. 5.3 and higher
- reporting uses Microsoft Reporting Services
- active directory integration, single password log on

axicos

carizma is a software product from Axicos

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