



OFFICE OF
GENERAL COUNSEL

ONE JOHNSON & JOHNSON PLAZA
NEW BRUNSWICK, N.J. 08933-7002

AGREEMENT

This (“Agreement”) is entered into this 6th day of March 2017 (the “Effective Date”), by and between Janssen Biotech, Inc., formerly known as Centocor, Inc. (“Janssen”), a Pennsylvania company with its principal place of business at 800 Ridgeview Drive, Horsham, Pennsylvania 19044 (hereinafter “Janssen”) and Johnson & Johnson, a New Jersey corporation with its principal executive offices at One Johnson & Johnson Plaza, New Brunswick, New Jersey 08933 (hereinafter “J&J”), collectively referred to herein as “the Parties.”

RECITALS

WHEREAS Janssen is the sole assignee of United States Patent 7,598,083 (the “’083 patent”);

WHEREAS J&J is a holding company, which has more than 230 operating companies conducting business in virtually all countries of the world;

WHEREAS Janssen is a J&J operating company and a wholly owned subsidiary of J&J;

WHEREAS valid and enforceable intellectual property rights are one of the most valuable assets of J&J and Janssen and are critical to the operations of their businesses;

WHEREAS J&J’s subsidiaries, including Janssen, apply for and obtain patents on their intellectual property whenever possible;

WHEREAS it is the practice throughout the operating companies of J&J for patents to be owned by a single J&J operating company or subsidiary;

WHEREAS it is important for accounting and tax reasons that patents be owned by a single J&J operating company or subsidiary so that income and expenses be properly allocated;

WHEREAS it is likewise important for patent prosecution and enforcement that patents be owned by a single J&J operating company or subsidiary;

WHEREAS consistent with this practice the ‘083 patent was assigned to Centocor, Inc., now called Janssen;

WHEREAS the business records kept by J&J and Janssen in the regular course of their business reflect and have always reflected that Janssen is the assignee of the ‘083 patent;

WHEREAS J&J and Janssen have a mutual interest in the efficient enforcement of patents that Janssen owns;

WHEREAS Janssen is presently involved in litigation for infringement of the '083 patent in the cases captioned *Janssen Biotech, Inc. v. Celltrion Healthcare Co., Ltd.*, No. 15-10698 (D. Mass.) and *Janssen Biotech, Inc. v. Celltrion Healthcare Co., Ltd.*, No. 16-cv-11117 (D. Mass) pending in the United States District Court, District of Massachusetts; and *Janssen Biotech, Inc. v. HyClone Laboratories, Inc.*, No. 16-00071 (D. Utah) pending in the United States District Court, District of Utah;

WHEREAS in these litigations, Janssen has filed suit as the sole owner of the '083 patent to enforce its patent rights;

WHEREAS Celltrion Healthcare Co., Ltd., Celltrion, Inc., and Hospira, Inc. (collectively "Celltrion") have disputed Janssen's sole ownership of the '083 patent based on agreements signed by four co-inventors (collectively the "Employee Agreements"): an Employee Secrecy Agreement signed by David Epstein on April 10, 2001 (attached hereto as Exhibit A); an Employee Secrecy, Non-Competition and Non-Solicitation Agreement signed by co-inventor Chris Marsh on September 30, 2002 (attached hereto as Exhibit B); an Employee Secrecy, Non-Competition and Non-Solicitation Agreement signed by co-inventor Roger Monsell on July 2, 2001 (attached hereto as Exhibit C); and an Employee Secrecy, Non-Competition and Non-Solicitation Agreement signed by co-inventor Sadettin Ozturk on January 28, 2003 (attached hereto as Exhibit D);

WHEREAS Celltrion has argued that by signing the Employee Agreements, the co-inventors assigned their rights in the '083 patent simultaneously to "Centocor, and Johnson & Johnson and any of their successors or assigns, purchasers, acquirers, and any of their existing and future subsidiaries, divisions or affiliates";

WHEREAS neither J&J nor any of J&J's existing or future subsidiaries, divisions or affiliates other than Janssen itself owns, has ever owned, or has ever claimed ownership in, the '083 patent;

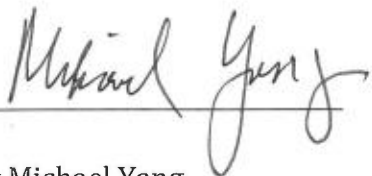
WHEREAS it is in not in the interest of either J&J or of Janssen for ownership of the '083 patent to be held by any J&J entity other than Janssen;

THEREFORE, for avoidance of doubt, the Parties wish to resolve these ownership issues once and for all times, and the Parties agree as follows:

1. Janssen is the sole owner of the '083 patent and there has never been any owner of the '083 patent other than Janssen.
2. J&J has never asserted any ownership rights to the '083 patent and agrees to forbear from asserting any such rights at any time in the future. J&J acknowledges that it has no rights and never has had any legal or equitable rights, including any shop rights, to the '083 patent. J&J represents that none of its successors, assigns, purchasers and acquirers and existing and future subsidiaries, divisions, and affiliates, other than Janssen:
 - a. has or will assert any ownership rights to the '083 patent; and
 - b. has had any rights and or any legal or equitable rights, including any shop rights, to the '083 patent.

JANSSEN BIOTECH, INC.

JOHNSON & JOHNSON

Handwritten signature of Michael Yang in black ink, written over a horizontal line.

By Michael Yang
President

Date:

3/6/2017

Handwritten signature of Dominic Caruso in blue ink, written over a horizontal line.

By Dominic Caruso
Chief Financial Officer

Date:

3/6/2017