

In addition to the ELCAN *General Terms and Conditions of Purchase*, and as further set out in Section 19(p) of the *General Terms and Conditions of Purchase*, certain Federal Acquisition Regulation (FAR) and Defense Federal Acquisition Supplement (DFARS) clauses shall apply to this Purchase Order as required by the terms of the Government prime contract, or by operation of law or regulation. If this Purchase Order was submitted as a purchase made in connection with a U.S. Government prime contract, these FAR and DFARS clauses will be applicable. If the recipient of this Purchase Order is unsure if it is a flowdown of a U.S. Government contract, please confirm with the buyer you are working with.

The effective version of each FAR and DFARS clause shall be the same version as which appears in the prime contract or higher-tier subcontract under which this Purchase Order is issued, and are incorporated herein by reference. The version number of the relevant FAR/DFARS clause shall be the most recent version available at the following links. Further information and full text about the individual FAR and DFARS clauses may be accessed at: <https://www.acquisition.gov/far> (for FAR clauses), and <https://www.acquisition.gov/dfars> (for DFARS clauses).

Whenever necessary to make the context of the Clauses applicable to the Purchase Order, the term "Contractor" or "Offeror" shall mean "Seller", "Subcontractor" shall mean "Seller's Subcontractor", the term "Contract" shall mean the "Purchase Order", and the term "Government", "Contracting Officer" and equivalent phrases shall mean "Buyer", except the terms "Government" and "Contracting Officer" do not change: (a) in the phrases, "Government Property", "Government-Furnished Property", and "Government-Owned Property", (b) in the patent Clauses incorporated herein, (c) when a right, act, authorization, or obligation can be granted or performed only by the Government or the Contracting Officer or a duly authorized representative, (d) when title to property is to be transferred directly to the Government, (e) when access to Proprietary Information is required, except as specifically otherwise provided herein, and (f) where specifically modified herein.

The FAR and DFARS clauses listed below are incorporated herein as if set forth in full text, in accordance with paragraph 2 above. If any of the following clauses do not apply to this Purchase Order, or to the Seller's business specifically, they are considered to be self-deleting. However, Seller shall incorporate into each lower tier contract issued in support of this Purchase Order the applicable FAR and DFARS clauses in accordance with the flow down requirements specified in such clauses.

The Seller is requested to further reference Section 19(p) of the *General Terms and Conditions of Purchase* for any additional clauses applicable to the Seller. Seller shall notify Buyer if it is unable to comply with any of these clauses.

CLAUSES INCORPORATED BY REFERENCE:

The following FAR and DFARS clauses apply to this Contract:

| Clause Number | Title | Applicability (Reference to 'Purchase Orders', 'Orders' or 'Contracts', includes the underlying Solicitations) |
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| 52.203-5 | Covenant Against Contingent Fees | Applicable to Orders over the Simplified Acquisition Threshold. |
| 52.203-13 | Contractor Code of Business Ethics and Conduct | Applicable to all Orders, including for commercial products or commercial services pursuant to 52.244-6, (i) that have a value more than \$6 million; and (ii) that have a performance period of more than 120 days. (In paragraph (b) (3) (i), the meaning of "agency office of the Inspector General" and "Contracting Officer" does not change, in paragraph (b) (3) (ii) the meaning of "Government" does not change, and in paragraphs (b) (3) (iii) and (c) (2) (ii) (F), the meaning of "OIG of the ordering agency", "IG of the agency", "agency OIG", and "Contracting Officer" do not change. |
| 52.204-2 | Security Requirements | Applicable to all Orders that involve access to classified information. Any reference to the Changes clause is excluded. |
| 52.211-5 | Material Requirements | Applicable to Orders for supplies that are not Commercial Items. |
| 52.215-14 | Integrity of Unit Prices | Applicable to Orders for supplies that exceed the micro-purchase threshold, as defined at FAR 2.101 in effect as of the date of the Prime Contract. |
| 52.219-9 | Small Business Subcontracting Plan | Applicable in solicitations and contracts that offer subcontracting possibilities, are expected to exceed \$750,000 (\$1.5 million for construction of any public facility), and are required to include the clause at 52.219-8, Utilization of Small Business Concerns, unless the acquisition is set aside or is to be accomplished under the 8(a) program. |
| 52.222-19 | Child Labor -- Cooperation with Authorities and Remedies | Applicable to Orders for supplies that exceed the micro-purchase threshold, as defined at FAR 2.101 in effect as of the date of the Prime Contract. |

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| 52.222-26 | Equal Opportunity | Applicable to all Orders, including for Commercial Items pursuant to 52.244-6, that are not exempted by the rules, regulations, or orders of the Secretary of Labor issued under Executive Order 11246, as amended. Foreign Sellers: Applicable to Orders except to the extent that work under the Order will be performed outside the United States or by employees that are not recruited within the United States to work on the Order. "United States", as used in this parenthetical, means the 50 States, the District of Columbia, Puerto Rico, the Northern Mariana Islands, American Samoa, Guam, the U.S. Virgin Islands, and Wake Island. |
| 52.223-5 | Pollution Prevention and Right-to-Know Information | Applicable to all Orders without regard to contract value. |
| 52.223-6 | Drug-Free Workplace | Applicable to Orders except when (i) the value of the acquisition is at or below the simplified acquisition threshold, however, the requirements shall apply to contracts of any value awarded to an individual; (ii) the Order is for the acquisition of commercial items; or (iii) performance or partial performance will be outside the United States and its outlying areas. |
| 52.223-7 | Notice of Radioactive Materials | Applicable to all Orders without regard to contract value. |
| 52.225-5 | Trade Agreements | Applicable to all Orders without regard to contract value. |
| 52.225-8 | Duty-Free Entry | Applicable to all Orders without regard to contract value. |
| 52.225-13 | Restrictions on Certain Foreign Purchases | Applicable to all Orders. |
| 52.229-3 | Federal, State and Local Taxes | Applicable to all Orders without regard to contract value. |
| 52.232-39 | Unenforceability of Unauthorized Obligations | Applicable to all Orders involving EULA, TOS, or similar software agreement. |
| 52.234-1 | Industrial Resources Developed Under Title III, Defense Production Act | Applicable to all Orders. |
| 52.245-1 | Government Property | Applicable to all Orders where: (i) All cost-reimbursement and time-and-material type solicitations and contracts, and labor-hour solicitations when property is expected to be furnished for the labor-hour contracts. (ii) Fixed-price solicitations and contracts when the Government will provide Government property. (iii) Contracts or modifications awarded under FAR part 12 procedures where Government property that exceeds the simplified acquisition threshold, as defined in FAR |

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| | | <p>2.101, is furnished or where the contractor is directed to acquire property for use under the contract that is titled in the Government.</p> <p>When FAR 52.245-1 is applicable, the supplier shall ensure:</p> <ul style="list-style-type: none"> • Use of the property is only for the accountable subcontract/sales order. • All incidents of loss, damage or destruction will be promptly reported to Customer with pertinent facts as requested • The supplier is liable for loss, damage or destruction of property. • The supplier shall perform physical inventories of all United States Government/Customer Property as requested and will provide the written results of those inventories to Customer. • Suppliers will allow US Government personnel or their designated agents reasonable access to their facilities and the US Government property. • Upon completion of the contract, Supply Chain may require the return of customer owned property to Customer for inspection and audit purposes. If the contract exceeds 1 year in duration the Manager Product Quality, through his delegate, will confirm that the property is in the possession of the subcontractor and in good condition. |
| 52.245-9 | Use And Charges | Applicable to all Orders when Government property is acquired or furnished (see PT-001). |
| 52.246-11 | Higher Level Contract Quality Requirement | Applicable to all Orders without regard to contract value. |

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| 52.246-26 | Reporting Nonconforming Items. | Except as provided in paragraph (g) (2) of the clause, this clause is applicable to Orders for (i) items subject to higher-level quality standards in accordance with the clause at FAR 52.246-11, Higher- Level Contract Quality Requirement; (ii) items that Buyer determines to be critical items for which use of the clause is appropriate; (iii) electronic parts or end items, components, parts, or materials containing electronic parts, whether or not covered in paragraph (g) (1) (i) or (ii) of the clause, if the Order exceeds the Simplified Acquisition Threshold and this Order is under a Department of Defense contract (as required by paragraph (c) (4) of section 818 of the National Defense Authorization Act for Fiscal Year 2012 (Pub. L. 112-81)); or (iv) for the acquisition of services, if Seller will furnish, as part of the service, any items that meet the criteria specified in paragraphs (g) (1) (i) through (g) (1) (iii) of the clause. Seller shall not submit a report as required by (b) (4) of the clause if Seller is a foreign corporation or partnership that does not have an office, place of business, or fiscal paying agent in the United States. |
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| 252.203-7005 | Representation Relating to Compensation of Former DoD Officials | Applicable to all Orders for the acquisition of commercial products and commercial services and solicitations for task orders and delivery orders. |
| 252.204-7008 | Compliance with Safeguarding Covered Defense Information Controls | Applicable in all solicitations, including solicitations using FAR part 12 procedures for the acquisition of commercial products and commercial services, except for solicitations solely for the acquisition of commercially available off-the-shelf (COTS) items. |
| 252.204-7012 | Safeguarding Covered Defense Information and Cyber Incident Reporting | Applicable to all Orders for operationally critical support, or for which Order performance will involve covered defense information. |
| 252.204-7018 | Prohibition on the Acquisition of Covered Defense Telecommunications Equipment or Services | Applicable to all Orders including those for the acquisition of Commercial Items. |
| 252.204-7020 | NIST SP 800-171 DoD Assessment Requirements | Applicable to all Orders, including those using FAR part 12 procedures for the acquisition of commercial products and commercial services, except for those that are solely for the acquisition of COTS items. |
| 252.204-9505 | System Authorization Access Request Navy - Requirements for Information Technology | Applicable to all relevant Orders. |

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| 252.205-7000 | Provision of Information to Cooperative Agreement Holders | Applies to all solicitations and contracts, including solicitations and contracts using FAR part 12 procedures for the acquisition of commercial products and commercial services, except for solicitations and contracts solely for the acquisition of commercially available off-the-shelf items, that are expected to exceed \$1.5 million. |
| 252.209-7004 | Subcontracting With Firms That Are Owned or Controlled By The Government of a Country that is a State Sponsor of Terrorism | Applicable to Orders over \$35,000. |
| 252.211-9510 | Contractor Employees | In all situations where contractor personnel status is not obvious, all contractor personnel are required to identify themselves to avoid creating an impression to the public, agency officials, or Congress that such contractor personnel are Government officials. |
| 252.215-7002 | Cost Estimating System Requirements | Applies to all solicitations and contracts to be awarded on the basis of certified cost or pricing data. |
| 252.215-7014 | Exception from Certified Cost or Pricing Data Requirements for Foreign Military Sales Indirect Offers | Applicable to all Orders that contain the provision at 252.215- 7010, Requirements for Certified Cost or Pricing Data and Data Other Than Certified Cost or Pricing Data, when it is reasonably certain that (i) The contract is expected to include costs associated with an indirect offset; and (ii) The submission of certified cost or pricing data or data other than certified cost or pricing data will be required. |
| 252.217-7026 | Identification of Sources of Supply | Applies to all solicitations for supplies when the acquisition is being conducted under other than full and open competition. |
| 252.219-7004 | Small Business Subcontracting Plan (Test Program) | Applicable to all Orders to Sellers that participate in the Test Program described in DFARS 219.702-70, if the subcontract offers further subcontracting opportunities and is expected to exceed the applicable threshold specified in FAR 19.702(a) on the date of subcontract/Order award. |
| 252.222-7000 | Restrictions on Employment of Personnel | Applicable to all Orders without regard to contract value. |
| 252.223-7004 | Drug Free Work Force | Applicable to Orders except when (i) performance or partial performance will be outside the United States and its outlying areas. (ii) the value of the acquisition is at or below the simplified acquisition threshold, or (iii) the Order is for Commercial Items. |
| 252.223-7006 | Prohibition On Storage, Treatment, and Disposal of Toxic or Hazardous Materials | Applicable to all Orders that require, may require, or permit a Seller or its lower tier subcontractors access to a DoD installation. |

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| 252.223-9502 | Hazardous Material | Applicable to all Orders. |
| 252.225-7004 | Report of Intended Performance Outside the United States and Canada-- Submission after Award | Applicable to all Orders having a value of greater than \$750,000 and the work could be performed inside the United States or Canada. Seller agrees to immediately inform Buyer if there are any changes to the information submitted with its offer. |
| 252.225-7007 | Prohibition on Acquisition of Certain Items from Communist Chinese Military Companies | Applicable to all Orders for the acquisition of items covered by the United States Munitions List of the International Traffic in Arms Regulation or the 600 series of the Commerce Control List. |
| 252.225-7008 | Restriction on Acquisition of Specialty Metals | Applicable to all Orders without regard to contract value. |
| 252.225-7009 | Restriction on Acquisition of Certain Articles Containing Specialty Metals | Applicable to all Orders, excluding paragraph (d) and (e)(1) which are deleted from this clause, for items containing specialty metals to ensure compliance of the end products that Buyer will deliver to the Government. |
| 252.225-7013 | Duty-Free Entry | "Duty-Free Entry" (Applicable to all Orders for "qualifying country components" or "nonqualifying country components" for which the Supplier estimates that duty will exceed \$200 per unit. The information required by paragraph (j)(3) of this clause is available upon request.) |
| 252.225-7015 | Restriction on Acquisition of Hand Or Measuring Tools | Applicable to all Orders for Hand or measuring tools. |
| 252.225-7021 | Trade Agreements | Applicable to all Orders without regard to contract value. |
| 252.225-7025 | Restriction on Acquisition of Forgings | Applicable to all Orders without regard to contract value. |
| 252.225-7030 | Restriction on Acquisition of Carbon, Alloy, and Armor Steel Plate. | Applicable to all Orders without regard to contract value. |
| 252.225-7043 | Antiterrorism/Force Protection Policy for Defense Contractors Outside the United States | Applicable to all Orders that require performance or travel outside the U.S., except subcontractors who are a foreign government, a representative of a foreign government, or a foreign corporation wholly owned by a foreign government. |
| 252.225-7048 | Export-Controlled Items | Applicable to all Orders. |
| 252.225-7051 | Prohibition on Acquisition of Certain Foreign Commercial Satellite Services | Applicable in solicitations and contracts for the acquisition of commercial satellite services, including solicitations and contracts using FAR part 12 procedures for the acquisition of commercial products and commercial services. |

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| 252.225-7052 | Restriction on the Acquisition of Certain Magnets, Tantalum, and Tungsten | Applicable to all Orders for the delivery of goods that are for items containing a covered material, that exceed the simplified acquisition threshold, unless an exception at paragraph (c) of the clause applies. |
| 252.225-7053 | Representation Regarding Prohibition on Use of Certain Energy Sourced from Inside the Russian Federation | Applicable to all Orders. |
| 252.225-7054 | Representation on Use of Certain Energy Sourced from Inside the Russian Federation | Applicable to all Orders at or below the simplified acquisition threshold, that are for the acquisition of furnished energy for a covered military installation. |
| 252.225-7056 | Prohibition Regarding Business Operations with the Maduro Regime | Applicable to all Orders. |
| 252.225-7057 | Pre-award Disclosure of Employment of Individual's who work in the People's Republic of China | Applicable to all solicitations and Orders supporting DoD with a value in excess of \$5 million, not including solicitations for commercial products and services. |
| 252.225-7060 | Prohibition on Certain Procurements from the Xinjiang Uyghur Autonomous Region | Applicable to all Orders without regard to contract value. |
| 252.225-7061 | Restriction on the Acquisition of Personal Protective Equipment and Certain Other Items from Non-Allied Foreign Nations | Applicable to Orders valued above \$150,000 that are for the acquisition of covered items, including subcontracts for commercial products, including commercially available off-the-shelf items, and commercial |
| 252.225-7972 | Prohibition on the Procurement of Foreign-Made Unmanned Aircraft Systems | Applicable to all Orders without regard to contract value. |
| 252.225-7967 | Prohibition Regarding Russian Fossil Fuel Business Operations DEVIATION 2024-00006 | Applicable to all Orders. |
| 252.227-7039 | Patents--Reporting Of Subject Inventions | Applicable to all Orders for experimental, developmental, or research work to be performed by a small business concern or nonprofit organization |
| 252.227-9511 | Disclosure, Use and Protection of Proprietary Information | Applicable to all Orders. |
| 252.234-7004 | Cost and Software Data Reporting System--Basic | Applicable to Orders that exceed \$50 million. |
| 252.239-7000 | Protection Against Compromising Emanations | Applicable to all Orders involving information technology that requires protection against compromising emanations. |
| 252.239-7001 | Information Assurance Contractor Training and Certification | Applicable to all Orders involving Seller performance of information assurance functions as described in DoD 8570.01-M. |
| 252.239-7009 | Representation of Use of Cloud Computing | Applicable to all Orders without regard to contract value. |

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| 252.239-7010 | Cloud Computing Services | Applicable to all Orders without regard to contract value. |
| 252.239-7018 | Supply Chain Risk | Applicable in all solicitations and contracts, including solicitations and contracts using FAR part 12 procedures for the acquisition of commercial products and commercial services, for information technology, whether acquired as a service or as a supply, that is a covered system, is a part of a covered system, or is in support of a covered system, as defined at 239.7301. |
| 252.242-7005 | Contractor Business Systems | Applicable to all orders when anticipating and using a fixed price type contract. |
| 252.246-7008 | Sources of Electronic Parts | Applicable to all Orders for electronic parts or assemblies containing electronic parts, unless Seller is the original manufacturer. |