

THALES DEFENSE AND SECURITY INC STANDARD FLOW DOWN PROVISIONS

The text identified in FAR and DFARS Clauses are incorporated by this reference and are subject to the following modifications as indicated unless excluded by specific language in the clause or modified by language shown following the Clause title. All Clauses incorporated by this reference are those in effect on the date of the award of the prime contract.

"Contractor" means Seller.

"Subcontractor" means Seller's subcontractors.

"Contract" means this Agreement or any Order placed in conjunction with this Agreement.

"Government" or "Contracting Officer" means Buyer

The following Clauses are incorporated by reference with the same force and effect as if they were printed in full text.

Federal Acquisition Regulations (FAR) Clauses

52.202-1 Definitions (Jun 2020)

52.203-3 Gratuities (Apr 1984)

52.203-5 Covenant Against Contingent Fees (May 2014)

52.203-6 Restrictions on Subcontractor Sales To The Government (Jun 2020)

52.203-7 Anti-Kickback Procedures (excluding paragraph (c)(1) (Jun 2020)

52.203-10 Price or Fee Adjustment for Illegal or Improper Activity (May 2014)

52.203-12 Limitation on Payments to Influence Certain Federal Transactions (Jun 2020)

52.203-13 Contractor Code of Business Ethics and Conduct (Jun 2020)

52.203-16 Preventing Personal Conflicts of Interest (Jun 2020) Applicable in Subcontracts/Orders
=>Simplified Acquisition Threshold

52.204-2 Security Requirements (Aug 1996)

52.204-10 Reporting Executive Compensation and First-Tier Subcontract Awards (Jun 2020)

52.204-21 Basic Safeguarding of Covered Contractor Information Systems (June 2016)

52.204-23 Prohibition on Contracting for Hardware, Software, and Services Developed or Provided by
Kaspersky Lab (Jul 2018)

52.204-24 Representation Regarding Certain Telecommunications and Video Surveillance Service or
Equipment (Aug 2020)

52.204-25 Prohibition on Contracting for Certain Telecommunications and Video Surveillance Services or
Equipment. Basic (Aug 2020)

52.209-6 Protecting the Government's Interest When Subcontracting with Contractors Debarred, Suspended
or Proposed for Debarment (Jun 2020)

52.209-7 Information Regarding Responsibility Matters (Oct 2018)

52.211-5 Material Requirements (Aug 2000)

52.211-14 Notice of Priority Rating for National Defense, Emergency Preparedness, and Energy Program Use
(Apr 2008)

52.211-15 Defense Priority Allocation Requirements (Apr 2008)

52.215-2 Audit and Records Negotiation (Jun 2020)

52.215-9 Changes or Additions to Make or Buy Program (Oct 1997)

- 52.215-10 TINA - Price Reduction for Defective Certified Cost or Pricing Data (Aug 2011)
- 52.215-11 TINA - Price Reduction for Defective Cost or Pricing Data - Modifications (Jun 2020)
- 52.215-12 TINA - Subcontractor Certified Cost or Pricing Data (Jun 2020)
- 52.215-13 TINA - Subcontractor Certified Cost or Pricing Data-Modifications (Jun 2020)
- 52.215-20 TINA - Requirements for Certified Cost or Pricing Data and Other Than Certified Cost Pricing Data (Oct 2010)
- 52.215-21 TINA - Requirements for Certified Cost or Pricing Data Other Than Certified Cost or Pricing Data - Modifications (Jun 2020)
- 52.215-22 Excessive Pass –Through – Limitations on Pass Through Charges – Identification of Subcontract Effort (Oct 2009)
- 52.215-23 Limitations on Pass-Through Charges (Jun 2020)
- 52.219-8 Utilization of Small Business Concerns (Oct 2018)
- 52.219-9 Small Business Subcontracting Plan (Jun 2020)
- 52.219-16 Liquidated Damages-Subcontracting Plan (Jan 1999)
- 52.222-1 Notice to Government of Labor Disputes (Feb 1997)
- 52.222-4 Contract Work Hours and Safety Standards Act-Overtime Compensation (Mar 2018)
- 52.222-20 Contracts for Materials, Supplies, Articles, and Equipment (Jun 2020)
- 52.222-21 Prohibition of Segregated Facilities (Apr 2015)
- 52.222-26 Equal Opportunity (Sep 2016)
- 52.222-35 Equal Opportunity for Veterans (Jun 2020)
- 52.222-36 Affirmative Action for Workers with Disabilities (Jun 2020)
- 52.222-37 Employment Reports on Veterans (Jun 2020)
- 52.222-50 Combating Trafficking in Persons (Jan 2019)
- 52.223-6 Drug-Free Workplace (May 2001)
- 52.223-11 Ozone-Depleting Substances and High Global Warming Potential Hydrofluorocarbons (Jun 2016)
- 52.223-18 Encouraging Contractor Policies to Ban Text Messaging While Driving (Jun 2020)
- 52.225-1 Buy American - Supplies (May 2014)
- 52.225-2 Buy American Certificate (May 2014)
- 52.225-8 Duty-Free Entry (if noted on Purchase Order) (Oct 2010)
- 52.225-13 Restrictions on Certain Foreign Purchases (June 2008)
- 52.227-1 Authorization and Consent (Jun 2020)
- 52.227-2 Notice and Assistance Regarding Patent and Copyright Infringement (Jun 2020)
- 52.227-3 Patent Indemnity (Apr 1984)
- 52.227-10 Filing of Patent Applications - Classified Subject Matter (Dec 2007)
- 52.227-14 Rights in Data General (May 2014)
- 52.229-3 Federal, State and Local Taxes (Feb 2013)
- 52.230-1 CAS – Cost Accounting Standards Notices and Certifications (Jun 2020)
- 52.230-2 CAS Cost Accounting Standards (Jun 2020)
- 52.230-3 CAS Disclosure and Consistency of Cost Accounting Practices (Jun 2020)
- 52.230-4 CAS - Disclosure and Consistency of Cost Accounting Practices- Foreign Concerns (Jun 2020)
- 52.230-5 CAS – Cost Accounting Standards – Educational Institution (Jun 2020)
- 52.230-6 CAS – Administration of Cost Accounting Standards (Jun 2010)
- 52.230-7 CAS – Proposal Disclosure – Cost Accounting Practice Changes (Apr 2005)
- 52.232-11 Extras (Apr 1984)
- 52.242-13 Bankruptcy (Jul 1995)
- 52.242-15 Stop-Work Order (Aug 1989)

- 52.243-1 Changes-Fixed Price (Aug 1987)
- 52.243-7 Notification of Changes (Jan 2017)
- 52.244-2 Subcontracts (Jun 2020)
- 52.244-2 Alt I Consent Notification (Jun 2020)
- 52.244-5 Competition in Subcontracting (Dec 1996)
- 52.244-6 Subcontracts for Commercial Items (Aug 2020)
- 52.245-1 Government Property (Jan 2017)
- 52.246-1 Contractor Inspection Requirements (Apr 1984)
- 52.246-2 Inspection of Supplies-Fixed Price (Aug 1996)
- 52.246-3 Inspection of Supplies – Cost Reimbursement (May 2001)
- 52.246-4 Inspection of Services - Fixed Price (Aug 1996)
- 52.246-5 Inspection of Services – Cost Reimbursement (Apr 1984)
- 52.246-6 Inspection Time and Material and Labor Hours (May 2001)
- 52.246-7 Inspection of Research and Development – Fixed Price (Aug 1996)
- 52.246-8 Inspection of Research and Development – Cost Reimbursement (May 2001)
- 52.246-9 Inspection of Research and Development – (Short Form) (Apr 1984)
- 52.246-11 Higher Level Contract Quality Requirement (Dec 2014)
- 52.246-16 Responsibility for Supplies (Apr 1984)
- 52.247-34 F.O.B. Destination (Nov 1991)
- 52.247-63 Preference for U.S. Flag Air Carriers (June 2003)
- 52.249-2 Termination for Convenience of the Government (Fixed Price) (Apr 2012)
- 52.249-8 Default (Fixed Price Supply and Service) (Apr 1984)
- 52.251-1 Government Supply Sources (Apr 2012)

Defense Federal Acquisition Regulation Supplement (DFARS) Clauses

If this order is issued pursuant to a Department of Defense Prime Contract, the following clauses also are incorporated by reference:

- 252.203-7001 Prohibition on Persons Convicted of Fraud or Other Defense-Contract-Related Felonies (Dec 2008)
- 252.203-7002 Requirements to Inform Employees of Whistleblower Rights (Sep 2013)
- 252.204-7000 Disclosure of Information (Oct 2016)
- 252.204-7012 Safeguarding Covered Defense Information and Cyber Incident Reporting (Dec 2019)
- 252.209-7001 Reserved
- 252.209-7004 Subcontracting with Firms that are Owned or Controlled by the Government of a Country that is a State Sponsor of Terrorism (May 2019)
- 252.211-7003 Item Identification and Valuation (March 2016)
- 252.215-7000 Reserved
- 252.215-7004 Requirement for Submission of Data Other Than Certified Cost or Pricing Data – Modifications – Canadian Commercial Corporation (Oct 2013)
- 252.219-7003 Small Business Subcontracting Plan (DOD Contracts) (Dec 2019)
- 252.223-7004 Drug-Free Work Force (Sep 1988)
- 252.225-7000 Buy American Balance of Payments Program Certificate (Nov 2014)
- 252.225-7001 Buy American Act and Balance of Payments Program (Dec 2017)
- 252.225-7002 Qualifying Country Sources as Subcontractors (Dec 2017)
- 252.225-7004 Report Outside US/Canada (May 2019)
- 252.225-7008 Specialty Metals – Restriction on Acquisition of Specialty Metals (Mar 2013)
- 252.225-7009 Specialty Metals – Restriction on Acquisition of Certain Articles Containing Specialty Metals (Dec 2019)

252.225-7012 Preference for Certain Domestic Commodities (Dec 2017)

252.242-7005 Contractor Business Systems (Feb 2012)

252.244-7000 Commercial Items and Components (Jun 2013)

252-244-7001 CPSR (May 2014)

252.246-7000 Reserved

252.246-7007 Counterfeit Parts - Contractor Counterfeit Electronic Part Detection and Avoidance System (Aug 2016)

252.246-7008 Sources of Electronic Parts (May 2018)

252.247-7023 Transportation of Supplies by Sea (Feb 2019)

252.247-7024 Reserved

General

Mercury Free: The material supplied under this contract/purchase order shall contain no metallic mercury and shall be free from mercury contamination. Mercury contamination of the material will be cause for rejection.

Disputes: Any dispute which is not disposed of by agreement of the parties shall be decided by a court of competent jurisdiction under the laws of the State of Maryland. Venue for any suit arising from this Order shall be in the State of Maryland. Seller shall proceed diligently with performance of this Subcontract during the pendency of any dispute.