

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		
FAR Clause	Clause	Latest Update
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	Nov 2021
52.203-16	Preventing Personal Conflicts of Interest	Jun 2020
52.204-2	Security Requirements (Mar 2021)	Mar 2021
52.204-10	Reporting Executive Compensation and First-Tier Subcontract Awards	Jun 2020
52.204-21	Basic Safeguarding of Covered Contractor Information Systems	Nov 2021
52.204-23	Prohibition on Contracting for Hardware, Software, and Services Developed or Provided by Kaspersky Lab	Nov 2021
52.204-24	Representation Regarding Certain Telecommunications and Video Surveillance Service or Equipment	Nov 2021
52.204-25	Prohibition on Contracting for Certain Telecommunications and Video Surveillance Services or Equipment. Basic	Nov 2021
52.209-6	Protecting the Government's Interest When Subcontracting with Contractors Debarred, Suspended or Proposed for Debarment (Nov 2021)	Nov 2021
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	Nov 2021
52.215-21	TINA - Requirements for Certified Cost or Pricing Data Other Than Certified Cost or Pricing Data - Modifications	Nov 2021
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	Nov 2021
52.219-16	Liquidated Damages-Subcontracting Plan	Sep 2021
52.222-1	Notice to Government of Labor Disputes	Feb 1997
52.222-4	Contract Work Hours and Safety Standards Act-Overtime Compensation	May 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	Nov 2021
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	Nov 2021
52.225-2	Buy American Certificate	Nov 2021
52.225-8	Duty-Free Entry (if noted on Purchase Order)	Oct 2010
52.225-13	Restrictions on Certain Foreign Purchases	Feb 2021
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	Jan 2022
52.245-1	Government Property	Sep 2021
52.246-1	Contractor Inspection Requirements	Aug 1996
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	Jun 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:

DFARS Clause	Clause	Latest Update
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
252.209-7004	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
252.215-7004	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	Oct 2020
252.225-7008	Specialty Metals – Restriction on Acquisition of Specialty Metals	Mar 2013
252.225-7009	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	Subcontracts for Commercial Items and Commercial Components (DOD Contracts)	Jan 2021
252.244-7001	CPSR	May 2014
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

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.