

## **FEDERAL ACQUISITION REGULATION (FAR) FLOW-DOWN PROVISIONS**

**1. INCORPORATION BY REFERENCE.** These Flow-Down provisions (“Provisions”) are incorporated in their entirety into any contract or terms and conditions of purchase between Company and Vendor (“Prime Contract”) where the U.S. Government (or any Federal agency) may be an ultimate user or purchaser of the Products (as defined in the Prime Contract). In the event of a conflict between these Provisions and the Prime Contract, these Provisions shall prevail.

**2. CERTIFICATIONS.** By accepting or performing under the Prime Contract, Vendor certifies that:

a. Neither Vendor nor any of its Principals are presently debarred, suspended, proposed for debarment, or declared ineligible for the award of contracts by any Federal agency. “Principal” means an officer, director, owner, partner, or a person having primary management or supervisory responsibilities within a business entity (*e.g.*, general manager; plant manager; head of a division or business segment; and similar positions).

b. Vendor has either developed and has on file, at each establishment, affirmative action programs required by the rules and regulations of the Secretary of Labor (41 CFR 60-1 and 60-2) or Vendor has not previously had contracts subject to the written affirmative action programs requirement of the rules and regulations of the Secretary of Labor.

c. If Vendor has participated in a previous contract or subcontract subject to the Equal Opportunity clause in FAR 52.222-26, Vendor has filed all required compliance reports.

d. Vendor complies with FAR 52.222-21 and does not maintain or provide for its employees any segregated facilities at any of its establishments, and that it does not and will not permit its employees to perform their services at any location under its control where segregated facilities are maintained.

e. To the best of its knowledge and belief that no Federal appropriated funds have been paid or will be paid to any person for influencing or attempting to influence an officer or employee of any agency, a Member of Congress, or an employee of a Member of Congress on its behalf in connection with the awarding of this Contract. If any registrants under the Lobbying Disclosure Act of 1995 have made a lobbying contact on behalf of Vendor with respect to this Contract, Vendor shall complete and submit, with its offer, OMB Standard Form LLL, Disclosure of Lobbying Activities, to provide the name of the registrants. Vendor need not report regularly employed officers or employees of Vendor to whom payments of reasonable compensation were made. Submission of this certification and disclosure is a prerequisite for making or entering into this Contract imposed by 31 U.S.C. 1352. Any person who makes an expenditure prohibited under this provision or who fails to file or amend the disclosure required to be filed or amended by this provision, shall be subject to a civil penalty of not less than \$10,000, and not more than \$100,000, for each such failure. As used in this Certification, “Lobbying contact” has the meaning provided at 2 U.S.C. 1602(8) and the remaining terms are defined in FAR clause 52.203-12, “Limitation on Payments to Influence Certain Federal Transactions.”

f. Vendor will not provide “covered telecommunications equipment or services,” as defined in FAR 52.204-25, Prohibition on Contracting for Certain Telecommunications and Video Surveillance Services or Equipment, to Buyer in the performance of this or any Contract.

**3. EQUAL EMPLOYMENT OPPORTUNITY.** Buyer and Vendor shall abide by the requirements of 41 CFR §§ 60-1.4(a), 60-300.5(a), 60-741.5(a) and 29 CFR Part 471, Appendix A to Subpart A. These regulations prohibit discrimination against qualified individuals based on their status as protected veterans or individuals with disabilities, and prohibit discrimination against all individuals based on their race, color, religion, sex, sexual orientation, gender identity or expression, or national origin. Moreover, these regulations require that covered prime contractors and subcontractors take affirmative action to employ and advance in employment individuals without regard to race, color, religion, sex, sexual orientation, gender identity or expression, national origin, protected veteran status or disability. Vendor shall include this Paragraph 3 in each lower-tier subcontract it issues.

#### 4. FAR/DFARS CLAUSES.

The following clauses set forth in the Federal Acquisition Regulation (“FAR” available at <https://www.acquisition.gov/browse/index/far>) and the Department of Defense FAR Supplement (“DFARS” available at <https://www.acquisition.gov/dfars>) in effect as of the date of the Prime Contract are incorporated herein by reference with the same force and effect as if they were given in full text. For purposes herein, the following clauses shall operate, impose the obligations and responsibilities of the parties, and be interpreted as if: “Contract” means the Prime Contract; “Contracting Officer” means an authorized representative of Buyer; “Contractor” means Vendor; “Government” means Buyer, and “Subcontractor” means Vendor’s lower-tier subcontractors and suppliers.

Buyer may modify this list of clauses to add any clauses that are reflected in an applicable Prime Contract or in subsequent modifications to an applicable Prime Contract. Accordingly, Vendor agrees that upon the request of Buyer, Vendor will negotiate in good faith with Buyer relative to modifications to this Contract to incorporate additional provisions herein or to change provisions hereof, as Buyer may reasonably deem necessary in order to comply with the provisions of an applicable Prime Contract, or with the provisions of modifications to an applicable Prime Contract.

Vendor shall include these clauses in each lower-tier subcontract it issues, as applicable.

**1. The following FAR clauses apply to all Contracts with the parenthetical conditions outlined below.**

Clauses		Limitations on Applicability (if blank, the clause applies to all Contracts)
52.202-1	Definitions	
52.203-6	Restrictions on Subcontractor Sales to the Government, Alt. I	Applies if the Contract value exceeds \$250,000
52.203-12	Limitation on Payments to Influence Certain Federal Transactions	Applies if the Contract value exceeds \$150,000
52.203-13	Contractor Code of Business Ethics and Conduct	Applies if the Contract value exceeds \$6 Million and has a period of performance of more than 120 days. All disclosures of violations of the civil False Claims Act or of Federal criminal law shall be directed to the agency Office of the Inspector General, with a copy to the Contracting Officer
52.203-17	Contractor Employee Whistleblower Rights and Requirement to Inform Employees of Whistleblower Rights	
52.203-19	Prohibition on Requiring Certain Internal Confidentiality Agreements or Statements	
52.204-23	Prohibition on Contracting for Hardware, Software, Services Developed or Provided by Kaspersky Lab and other Covered Entities	
52.204-25	Prohibition on Contracting for Certain Telecommunications and Video Surveillance Services or Equipment	Excluding paragraph (b)(2)
52.204-27	Prohibition on a ByteDance Covered Application	
52.204-30	Federal Acquisition Supply Chain Security Act Orders - Prohibition	Excluding paragraph (c)(1)
52.211-15	Defense Priority and Allocation Requirements	Applies to rated Contracts
52.219-8	Utilization of Small Business Concerns	
52.222-21	Prohibition of Segregated Facilities	Applies if FAR 52.222-26 applies
52.222-26	Equal Opportunity	
52.222-35	Equal Opportunity for Veterans	Applies if the Contract has a value of \$150,000 or more

Clauses		Limitations on Applicability (if blank, the clause applies to all Contracts)
52.222-36	Equal Opportunity for Workers with Disabilities	Applies if the Contract value exceeds \$15,000
52.222-37	Employment Reports on Veterans	Applies if the Contract has a value of \$150,000 or more
52.222-40	Notification of Employee Rights Under the National Labor Relations Act	Applies if the Contract value exceeds \$10,000 and will be performed wholly or partially in the U.S.
52.222-50	Combating Trafficking in Persons	Paragraph (h) only applies if any portion of the Contract is for supplies, other than COTS items, acquired outside the United States or services to be performed outside the United States that has an estimated value exceeding \$550,000. If paragraph (h) applies to the Contract, Vendor shall submit to Buyer the certification required by this clause prior to award of the Contract and annually thereafter
52.223-18	Encouraging Contractor Policies to Ban Text Messaging while Driving	
52.225-13	Restrictions on Certain Foreign Purchases	
52.244-6	Subcontracts for Commercial Items	

2. *The following DFARS clauses apply to all Contracts issued in support of Prime Contracts with the U.S. Department of Defense in accordance with the parenthetical conditions outlined below.*

Clauses		Limitations on Applicability (if blank, the clause applies to all Contracts)
252.203-7002	Requirement to Inform Employees of Whistleblower Rights	
252.203-7003	Agency Office of the Inspector General	Applies if FAR 52.203-13 applies
252.204-7000	Disclosure of Information	Vendor shall submit requests for authorization to release to Buyer for submission to the Government
252.204-7015	Notice of Authorized Disclosure of Information for Litigation Support	
252.204-7018	Prohibition on the Acquisition of Covered Defense Telecommunications Equipment or Services	
252.223-7008	Prohibition of Hexavalent Chromium	Applies if the Contract is for supplies, maintenance and repair services, or construction materials
252.225-7012	Preference for Certain Domestic Commodities	
252.244-7000	Subcontracts for Commercial Products or Commercial Services	