

FAR/DFAR Supplemental Flow Down Terms

The following clauses from the Federal Acquisition Regulation ("FAR") and the Department of Defense FAR Supplement ("DFARS") are applicable to, and incorporated by reference into all Solicitations and purchase orders ("Order") issued by Firstmark, see FAR 2.101, in which the ultimate purchaser or end user is the United States Government or any instrumentality thereof. The following clauses shall have the same force and effect as if set forth below in full text. The dates of these clauses are the dates in effect as of the date of the Order issued by Firstmark. Supplier agrees to flow-down, as required, all applicable FAR and DFARS clauses as such are in effect as of the date of the Order. Supplier further agrees that all notifications and other communications required by these clauses shall be made through Firstmark's Purchasing Representative, unless the Order specifically provides otherwise.

Except as noted below, the following changes to the FAR and DFARS clauses are made for incorporation of these clauses into the Order in order to make the context of these clauses reflect the contractual relationship between Firstmark and Supplier: "Contractor" or "prime contractor" or "Offeror" shall mean "Supplier." "Government" shall mean "Firstmark." "Contracting Officer" shall mean "Firstmark's Purchasing Representative." "Contract" or "Schedule" shall mean the Order(s) issued by Firstmark to Supplier. Provided, however, that the terms "Government", and "Contracting Officer", do not change (1) when a right, act, authorization or obligation can be granted or performed only by the Government or its duly authorized representative; (2) when title to property is to be transferred directly to the Government; (3) with regard to FAR 52.203-6, 52.227-1, 52.227-2; and (4) where specifically modified as noted below:

Applicable to all Solicitations or Orders

52.202-1	Definitions
52.203-3	Gratuities
52.203-5	Covenant Against Contingent Fees
52.203-7	Anti-Kickback Procedures
52.203-8	Cancellation, Rescission, and Recovery of Funds for Illegal or Improper Activity
52.203-10	Price or Fee Adjustment for Illegal or Improper Activity
52.203-12	Limitation on Payments to Influence Certain Federal Transactions
52.203-13	Contractor Code of Business Ethics and Conduct
52.203-19	Prohibition on Requiring Certain Internal Confidentiality Agreements or Statements
52.204-9	Personal Identity Verification of Contractor Personnel
52.204-13	System for Award Management Maintenance
52.204-21	Basic Safeguarding of Covered Information Systems
52.204-23	Prohibition on Contracting for Hardware, Software, and Services Developed or Provided by Kaspersky Lab and Other Covered Entities
52.204-24	Representation Regarding Certain Telecommunications and Video Surveillance Services or Equipment
52.204-25	Prohibition on Contracting for Certain Telecommunications and Video Surveillance Services or Equipment
52.204-27	Prohibition on a ByteDance Covered Application
52.209-6	Protecting the Government's Interest When Subcontracting with Contractors Debarred, Suspended or Proposed for Debarment, or Voluntarily Excluded.
52.211-5	Material Requirements
52.211-15	Defense Priority and Allocation Requirements
52.212-5	Contract Terms and Conditions Required to Implement Statutes or Executive Orders - Commercial Products and Commercial Services

52.215-16	Facilities Capital Cost of Money
52.215-17	Waiver of Facilities Capital Cost of Money
52.215-19	Notification of Ownership Changes
52.219-8	Utilization of Small Business Concerns
52.222-1	Notice to the Government of Labor Disputes
52.222-19	Child Labor - Cooperation with Authorities and Remedies
52.222-35	Equal Opportunity for Veterans
52.222-36	Affirmative Action for Workers with Disabilities
52.222-37	Employment Reports on Veterans
52.222-40	Notification of Employee Rights Under the National Labor Relations Act
52.222-50	Combating Trafficking in Persons
52.222-54	Employment Eligibility Verification
52.222-55 (Except in states where a specific state court injunction applies-Texas, Louisiana, Mississippi)	Minimum Wages Under Executive Order 14026
52.222-90	Addressing DEI Discrimination by Federal Contractors, Executive Order 14398
52.223-3	Hazardous Material Identification and Material Safety Data
52.223-6	Drug-Free Workplace
52.223-7	Notice of Radioactive Materials
52.223-11	Ozone-Depleting Substances and High Global Warming Potential Hydrofluorocarbons
52.224-3	Privacy Training
52.225-1	Buy American-Supplies
52.225-3	Buy American-free Trade Agreements – Israeli Trade Act
52.225-5	Trade Agreements
52.225-8	Duty-Free Entry
52.225-13	Restrictions on Certain Foreign Purchases
52.225-20	Prohibition on Contracting with Entities Engaging in Certain Activities or Transactions Relating to Iran—Representation and Certifications
52.225-25	Prohibition on Conducting Restricted Business Operations in Sudan—Certification
52.227-3	Patent Indemnity
52.227-9	Refund of Royalties
52.227-11	Patent Rights – Ownership by the Contractor
52.227-14	Rights in Data – General
52.229-3	Federal, State and Local Taxes
52.229-6	Taxes- Foreign Fixed-Price Contracts
52.229-10	State of New Mexico Gross Receipts and Compensating Tax
52.230-2	Cost Accounting Standards
52.230-3	Disclosure and Consistency of Cost Accounting Practices
52.230-4	Disclosure and Consistency of Cost Accounting Practices – Foreign Concerns
52.230-6	Administration of Cost Accounting Standards
52.232-40	Providing Accelerated Payments to Small Business Subcontractors

52.233-3	Protest after Award
52.242-15	Stop-Work Order
52.243-6	Change Order Accounting
52.244-5	Competition in Subcontracting
52.244-6	Subcontracts for Commercial Products and Commercial Services
52.245-1	Government Property
52.245-9	Use and Charges
52.246-1	Contractor Inspection Requirements
52.246-2	Inspection of Supplies – Fixed Price
52.246-4	Inspection of Services – Fixed Price
52.246-16	Responsibility for Supplies
52.246-26	Reporting Nonconforming Items
52.247-63	Preference for U.S. Flag Air Carriers
52.247-64	Preference for Privately Owned U.S. Flag Commercial Vessels
52.248-1	Value Engineering (Solicitations/Awards over \$100,000)
52.249-1	Termination for Convenience of the Government (Fixed-Price) (Short Form)
52.249-2	Termination for Convenience of the Government (Fixed-Price)
52.249-8	Default (Fixed-Price Supply and Service)
252.203-7000	Representation Relating to Compensation of Former DoD Officials
252.203-7002	Requirement to Inform Employees of Whistleblower Rights
252.203-7003	Agency Office of the Inspector General
252.204-7000	Disclosure of Information
252.204-7003	Control of Government Personnel Work Product
252.204-7004	System for Award Management (SAM) (Alt A)
252.204-7008	Compliance with Safeguarding Covered Defense Information Controls
252.204-7009	Limitations on the Use or Disclosure of Third Party Contractor Reported Cyber Incident Information
252.204-7012	Safeguarding of Unclassified Controlled Technical Information
252.204-7014	Limitations on the Use or Disclosure of Information by Litigation Support Contractors
252.204-7015	Disclosure of Information to Litigation Support Contractors
252.204-7016	Covered Defense Telecommunications Equipment or Service-Representation
252.204-7017	Prohibition on the Acquisition of Covered Defense Telecommunications Equipment or Services – Representation
252.204-7018	Prohibition on the Acquisition of Covered Defense Telecommunications Equipment or Services
252.204-7019	Notice of NIST SP 800-171 DoD Assessment Requirements
252.204-7020	NIST SP 800-171 DoD Assessment Requirements
252.204-7021	Contractor Compliance with the Cybersecurity Maturity Model Certification Level Requirements
252.208-7000	Intent to Furnish Precious Metals as Government Furnished Material
252.211-7003	Item Unique Identification and Valuation
252.211-7008	Use of Government Assigned Serial Numbers
252.215-7010	Requirements for Certified Cost or Pricing Data and Data Other Than Certified Cost or Pricing Data
252.223-7001	Hazard Warning Labels
252.222-7007	Representation Regarding Combating Trafficking in Persons
252.223-7008	Prohibition of Hexavalent Chromium

252.225-7001	Buy American Act and Balance of Payments Program
252.225-7002	Qualifying Country Sources as Subcontractors
252.225-7007	Prohibition on Acquisition of Certain Items from Communist Chinese Military Companies
252.225-7008	Restriction on Acquisition of Specialty Metals
252.225-7009	Restriction on Acquisition of Certain Articles Containing Specialty Metals
252.225-7010	Commercial Derivative Military Article – Specialty Metals Compliance Certificate
252.225-7012	Preference for Certain Domestic Commodities
252.225-7013	Duty Free Entry
252.225-7014	Rights in Noncommercial Computer Software and Noncommercial Computer Software Documentation
252.225-7015	Restriction on Acquisition of Hand or Measuring Tools
252.225-7016	Restriction on Acquisition of Ball and Roller Bearings
252.225-7021	Trade Agreements
252.225-7022	Restrictions on Acquisition of Forgings
252.225-7030	Restriction on Acquisition of Carbon, Alloy, and Armor Steel Plate
252.225-7033	Waiver of United Kingdom Levies
252.225-7036	Buy American Act – Free Trade Agreement Balance of Payments Program
252.225-7043	Antiterrorism/force protection policy for defense contractors outside the United States (applicable if Supplier will be performing or traveling outside the United States under this Order)
252.225-7048	Export-Controlled Items
252.225-7052	Restriction on the Acquisition of Certain Magnets, Tantalum, and Tungsten
252.225-7058	Post Award Disclosure of Employment of Individuals Who Work in the People's Republic of China
252.225-7972	Prohibition on the Procurement of Foreign-Made Unmanned Aircraft Systems
252.226-7001	Utilization of Indian Organizations, Indian Owned Economic Enterprises and Native Hawaiian Small Business Concerns
252.227-7015	Technical Data – Commercial Items
252.227-7016	Rights in Bid or Proposal Information
252.227-7017	Identification and Assertion of Use, Release, or Disclosure Restrictions
252.227-7019	Validation of Asserted Restrictions – Computer Software
252.227-7025	Limitations on the use or Disclosure of Government Furnished Information Marked with Restrictive Legends
252.227-7026	Deferred Delivery of Technical Data or Computer Software
252.227-7027	Deferred Ordering of Technical Data or Computer Software
252.227-7028	Technical Data or Computer Software Previously Delivered to the Government
252.227-7030	Technical Data – Withholding of Payment
252.227-7037	Validation of Restrictive Markings on Technical Data
252.227-7038	Patent Rights – Ownership by Contractor (Large Business)
252.227-7039	Patents – Reporting of Subject Inventions
252.228-7001	Ground and Flight Risk
252.228-7005	Mishap Reporting and Investigation Involving Aircraft, Missiles, and Space Launch Vehicles

252.231-7000	Supplemental Cost Principles
252.232-7017	Accelerating Payments to Small Business Subcontractors – Prohibition on Fees and Consideration
252.235-7003	Frequency Authorization
252.239-7018	Supply Chain Risk
252.244-7000	Subcontracts for Commercial Items
252.245-7001	Tagging, Labeling, and Marking of Government Furnished Property
252.245-7002	Reporting Loss of Government Property
252.245-7003	Contractor Property Management Team Administration
252.246-7001	Warranty of Data
252.246-7003	Notification of Potential Safety Issues
252.246-7007	Contractor Counterfeit Electronic Part Detection and Avoidance System
252.246-7008	Sources of Electronic Parts
252.247-7022	Representation of Extent of Transportation by Sea
252.247-7023	Transportation of Supplies by Sea
252.247-7024	Notification of Transportation of Supplies by Sea

Applicable to all Solicitations or Orders Over the Micro-Purchase Threshold as defined at FAR 2.101 (\$10,000) also include (if not already included):

52.204-7	System for Award Management
52.222-40	Notification of Employee Rights Under the National Labor Relations Act
52.222-3	Convict Labor
52.223-18	Encouraging Contractor Policies to Ban Text Messaging While Driving
52.222-36	Affirmative Action for Workers with Disabilities

Applicable to all Solicitations or Orders \$30,000 also include (if not already included):

52.204-10	Reporting Executive Compensation and First-Tier Subcontract Awards
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Applicable to all Solicitations or Orders \$35,000 also include (if not already included):

52.209-6	Protecting the Government's Interest When Subcontracting with Contractors Debarred, Suspended, or Proposed for Debarment
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Applicable to all Solicitations or Orders \$150,000 also include (if not already included):

52.203-7	Anti-Kickback Procedures
52.203-11	Certification and Disclosure Regarding Payments to Influence Certain Federal Transactions
52.203-12	Limitation on Payments to Influence Certain Federal Transactions
52.222-4	Contract Work Hours and Safety Standards – Overtime Compensation
52.222-35	Equal Opportunity for Veterans
52.222-37	Employment Reports on Veterans

252.209-7004	Subcontracting with Firms that are Owned or Controlled by the Government of a Country that is a State Sponsor of Terrorism
252.249-7002	Notification of Anticipated Contract Termination or Reduction excludes paragraph (c)

Applicable to all Solicitations or Orders over the Simplified Acquisition Threshold as defined at FAR 2.101 (\$250,000) also include (if not already included):

52.203-6	Restrictions on Subcontractor Sales to the Government
52.203-17	Contractor Employee Whistleblower Rights and Requirement to inform Employees of Whistleblower Rights
52.204-8	Annual Representations and Certifications (Applies to Small Business Concerns)
52.209-5	Certification Regarding Responsibility Matters
52.215-2	Audit and Records – Negotiation
52.215-14	Integrity of Unit Prices, and Alt1
52.215-20	Requirements for cost or pricing data or information other than cost or pricing data
52.215-21	Requirements for cost or pricing data or information other than cost or pricing data - MODS
52.219-8	Utilization of Small Business Concerns
52.227-1	Authorization and Consent
52.227-2	Notice and Assistance Regarding Patent and Copyright Infringement
52.242-13	Bankruptcy
252.203-7001	Prohibition on Persons Convicted of Fraud or Other Defense-Contract-Related Felonies

Applicable to all Solicitations or Orders over \$550,000 also include (if not already included):

52.209-7	Information Regarding Responsibility Matters
52.209-9	Updates of Publicly Available Information Regarding Responsibility Matters
52.222-50	Combating Trafficking in Persons
52.222-56	Certification Regarding Trafficking in Persons Compliance Plan
252.203-7001	Prohibition on Persons Convicted of Fraud or Other Defense Contract Related Felonies
252.226-7001	Utilization of Indian Organizations, Indian-Owned Economic Enterprises, and Native Hawaiian Small Business Concerns
252.215-7010	Requirements for Certified Cost or Pricing Data and Data Other than Certified Cost or Pricing Data

Applicable to all Solicitations or Orders over \$750,000 also include (if not already included):

52.214-26	Audit and Records – Sealed Bidding
52.214-27	Price Reduction for Defective Cost or Pricing Data – Modifications-Seal Bidding
52.214-28	Subcontractor Cost or Pricing Data – Modifications – Sealed Bidding

52.215-10	Price Reduction for Defective Cost or Pricing Data
52.215-11	Price Reduction for Defective Cost or Pricing Data - Modifications
52.215-12	Subcontractor Cost or Pricing Data
52.215-13	Subcontractor Cost or Pricing Data - Modifications
52.215-18	Reversion or Adjustment of Plans for Post-Retirement Benefits (PRB) Other Than Pensions
52.215-19	Notification of Ownership Changes
52.215-22	Limitations on Pass-Through Charges—Identification of Subcontract Effort
52.215-23	Limitations on pass-through charges
52.219-9	Small Business Subcontracting Plan (Not applicable if the work is performed by a small Business concern)
52.230-1	Cost Accounting Standards Notices and Certification
52.230-2	Cost Accounting
52.230-3	Disclosure and Consistency of Cost Accounting Practices
52.230-6	Administration of Cost Accounting Standards
52.230-7	Proposal Disclosure—Cost Accounting Practice Changes
52.232-17	Interest
252.215-7000	Pricing Adjustments
252.215-7002	Cost Estimating System Requirements
252.219-7003	Small Business Subcontracting Plan
252.231-7000	Supplemental Cost Principles
252.243-7001	Pricing of Contract Modifications

Applicable to all Solicitations or Orders over \$1,000,000 also include (if not already included):

252.222-7006	Restrictions on the Use of Mandatory Arbitration Agreements
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Applicable to all Solicitations or Orders Where Cost or Pricing Data is Required (\$2.5M as of Mar26 - \$10M as of Jun26) also include (if not already included):

52.214-26	Audit and Records – Sealed Bidding
52.214-27	Price Reduction for Defective Cost or Pricing Data – Modifications – Sealed Bidding
52.214-28	Subcontractor Cost or Pricing Data – Modifications Sealed Bidding
52.215-11	Price Reduction for Defective Certified Cost or Pricing Data
52.215-12	Subcontractor Certified Cost or Pricing Data
52.215-13	Subcontractor Certified Cost or Pricing Data – Modifications
52.215-15	Pension Adjustments and Asset Reversions
52.215-18	Reversion or Adjustment of Plans for Post-Retirement Benefits (PRB) Other Than Pensions
52.215-20	Requirements for Certified Cost or Pricing or Pricing Data and Data Other than Certified Cost or Pricing
52.215-21	Requirements for Certified Cost or Pricing or Pricing Data and Data Other than Certified Cost or Pricing – Modifications
52.215-23	Limitations on Pass-Through Charges

252.215-7010	Requirements for Certified Cost or Pricing Data and Data Other than Certified Cost or Pricing Data
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Applicable to all Solicitations or Orders Over \$6,000,000 also include (if not already included):

52.203-13	Contractor Code of Business Ethics and Conduct
52.203-14	Display of Hotline Poster(s)
252.203-7004	Display of Hotline Posters

To the extent that any clause is inapplicable to the performance of the Contract, the Parties shall consider such clauses to be self-deleting, and they shall not impose any obligations on the Parties. The date of the clauses incorporated by reference (as applicable) are the same as the dates of the corresponding clauses in BUYER's contract with the U.S. Government or higher-tier contractor.