SCHEDULE A
CLAUSES INCORPORATED BY REFERENCE FOR ORDERS UNDER U.S. GOVERNMENT CONTRACTS

GKN incorporates by reference into each issued purchase order ("Order") the following clauses from the Federal Acquisition Regulation ("FAR") and the Department of Defense FAR Supplement ("DFARS") where the ultimate purchaser or end user of the supply or service procured under the Order is the United States Government or any instrumentality thereof. It is the Supplier's sole responsibility to ensure compliance with the FAR and DFARS. The clauses in this Schedule A shall have the same force and effect as if fully set forth below in full text. The dates of these clauses are the dates in effect as of the effective date of the Order. Supplier will flow-down applicable FAR and DFARS clauses to its subcontractors. Supplier further agrees that all notifications and other communications required by these clauses will be through GKN's Purchasing Representative, unless the Order specifically provides otherwise.

Except as noted below, GKN incorporates the following changes to the FAR and DFARS clauses in order to make the context of these clauses reflect the contractual relationship between GKN and Supplier: "Contractor" or "prime contractor" or "Offeror" shall mean "Supplier." "Government" shall mean "GKN." "Contracting Officer" shall mean "GKN's Purchasing Representative." "Contract" or "Schedule" shall mean each Order issued by GKN to Supplier. 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. The term "SAT" means simplified acquisition threshold and the Supplier is required to see FAR 2.101 for the SAT in effect at the time of issuance of the Order.

**Commercial Items:** Clauses with "(NOTE 1)" following the clause citation shall not apply to any Order for commercial items, provided 1) the Supplier's proposal identifies and represents with supporting rationale and documentation that the item or service being procured is a Commercial Item under FAR 2.101, and 2) GKN's Purchasing Representative agrees and identifies the Order as a Commercial Item.

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<td>52.204-10</td>
<td>Reporting executive compensation and first tier subcontract awards (This clause as modified herein applies if FAR 52.204-10 is included in GKN's contract with its customer and this Order exceeds $30,000. Replace the FAR clause with the following: &quot;Supplier shall support GKN’s compliance to FAR 52.204-10 as follows: (a) Supplier is notified and agrees that information about the Supplier shall be reported in accordance with this clause, (b) Supplier agrees to provide information to GKN as necessary to ensure GKN’s compliance to this clause, and (c) Supplier agrees to input information to <a href="http://www.CCR.gov">www.CCR.gov</a> and update it annually to provide the information as required by FAR 52.204-10(c)(3) related to executive compensation.&quot;))</td>
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subject to FAR Part 31)

52.215-16 Facilities Capital Cost of Money (Applicable if Order subject to FAR subpart 31.2)

52.215-17 Waiver of Facilities Capital Cost of Money

52.215-18 Reversion or Adjustment of Plans for Post-Retirement Benefits (PRB) Other Than Pensions (applicable if cost or pricing data required, or preaward or postaward cost determination subject to FAR Subpart 31.2)

52.215-19 Notification of Ownership Changes (applicable if cost or pricing data required, or preaward or postaward cost determination subject to FAR Subpart 31.2)

52.215-20 Requirements for cost or pricing data or information other than cost or pricing data (applicable for Commercial Items)

52.215-21 Requirements for cost or pricing data or information other than cost or pricing data - MODS (applicable for Commercial Items)

52.215-22 Limitations on pass-through charges – identification of subcontractor effort (Applicable when 52.215-23 applies) (NOTE 1)

52.215-23 Limitations on pass-through charges (applicable as specified in FAR 15.408 (n)(1)) (NOTE 1)

52.216-7 Allowable Cost and Payment

52.217-7 Option for Increased Quantity (“Schedule” means Order; written notice within reasonable time determined by GKN)

52.218-9 Utilization of Small Business Concerns (applicable if Order exceeds SAT unless all work performed outside U.S., including subcontracted work)

52.219-9 Small Business Subcontracting Plan (applicable if Supplier is other than a small business or Order is more than $700,000)

52.222-1 Notice to the Government of Labor Disputes

52.222-2 Convict labor (applicable only if work performed in U.S.)

52.222-4 Contract Work Hours and Safety Standards Act—Overtime Compensation (applicable only if Order exceeds SAT; not applicable to work performed outside U.S.)

52.222-18 Certification Regarding Knowledge of Child Labor for Listed End Products

52.222-19 Child Labor – Cooperation with Authorities and Remedies (not applicable to end products manufactured or produced in certain countries where the value of the acquisition exceeds specified thresholds)

52.222-20 Contracts for Materials, Supplies, Articles, and Equipment Exceeding $15,000

52.222-21 Certification of Nonsegregated Facilities

52.222-22 Previous contracts and compliance reports

52.222-24 Pre-award On-Site Equal Opportunity Compliance Evaluation

52.222-25 Affirmative action compliance

52.222-26 Equal Opportunity (omit (d))

52.222-29 Notification of visa denial (applicable only for work performed outside U.S.)

52.222-35 Affirmative Action for Special Disabled Veterans, Veterans of the Vietnam Era, and Other Eligible Veterans (applicable if Order exceeds $150,000, unless work under Order performed outside the U.S. and employees recruited outside the U.S.)

52.222-36 Affirmative Action for Workers with Disabilities (applicable if Order exceeds $15,000, unless work performed outside the U.S. and employees recruited outside the U.S.)

52.222-37 Employment Reports on Special Disabled Veterans, Veterans of the Vietnam Era, and Other Eligible Veterans (applicable if Order exceeds $150,000, unless work under Order performed outside the U.S. and employees recruited outside the U.S.)

52.222-38 Compliance with Veterans’ Employment Reporting Requirements (Applicable only if Order exceeds SAT)

52.222-40 Notification of Employee Rights Under the National Labor Relations Act (Applicable only if Order exceeds SAT unless work performed outside the U.S.)

52.222-41 Service Contract Labor Standards

52.222-50 Combating trafficking in persons (Applies to all Orders)

52.222-51 Exemption from Application of the Services Contract Act to Contracts Maintenance, Calibration, or Repair of Certain Equipment Requirements

52.222-53 Exemptions from Application of the Services Contract Act to Contracts for Certain Services Requirements

52.222-54 Employment Eligibility Verification (applicable only if Order exceeds SAT and work performed in U.S.) (Note 1)

52.222-55 Minimum Wages under Executive Order 13688 (applicable if this Contract is subject to the Service Contract Labor Standards statute or the Wage Rate Requirements Construction statute, and is to be performed in whole or in part in the United States. “Contracting Officer” means “GKN”)

52.222-56 Certification Regarding Trafficking in Persons Compliance Plan (applicable if Order exceeds $500,000) (Note 1)

52.222-60 Paycheck Transparency (Executive Order 13673) (applicable if this Contract exceeds $500,000) (Note 1)

52.223-3 Hazardous Material Identification and Material Safety Data

52.223-4 Drug-Free Workplace

52.223-7 Notice of Radioactive Materials (insert 90 days)

52.223-11 Ozone-Depleting Substances

52.223-18 Contractor policy to ban text messaging while driving

52.225-1 Buy American Act—Supplies ("domestic end products" to include items ordered hereunder, whether or not end products themselves)

52.225-2 Buy American Act—Free Trade Agreement--Israel Trade Act

52.225-5 Trade Agreements (applicable only if Order does not exceed $180,000)

52.225-7 Waiver of Buy American Statute for Civil Aircraft and Related Articles (applicable only to Orders that exceed $180,000)

52.225-8 Duty-Free Entry (in (c)(1) change “20 calendar days” to “30 calendar days”; in (c)(2) change “10 calendar days” to “20 calendar days”; in (d) “Government” means the U.S. Government)

52.225-13 Restrictions on Certain Foreign Purchases

52.227-1 Authorization and Consent (not applicable if both work and delivery are outside U.S.)

52.227-2 Notice and Assistance Regarding Patent and Copyright Infringement (not applicable if work and delivery are outside U.S.)

52.227-3 Patent Indemnity

52.227-9 Refund of Royalties

52.227-10 Filing of Patent Applications--Classified Subject Matter

52.227-11 Patent Rights--Ownership by the Contractor

52.227-13 Patent Rights—Ownership by the Government

52.227-14 Rights in Data—General (in (b) “Government” means the U.S. Government; in (c)(1) and (e) “contracting officer” means the Government’s Contracting Officer)

52.228-5 Insurance – work on a government installation

52.229-3 Federal, State, and Local Taxes (only applies to work performed in whole, or part, in the U.S.)

52.229-6 Taxes – Foreign Fixed-Price Contracts (only applies to work performed in whole, or in part, in a foreign country)

52.229-10 State of New Mexico Gross Receipts and Compensating Tax

52.230-2 Cost Accounting Standards (Applicable if Order exceeds the threshold in FAR 15.403-4(a)(1) and Supplier not exempt from CAS under 48 CFR 9903.201-1; omit (b))

52.230-3 Disclosure and Consistency of Cost Accounting Practices (applicable if Order exceeds the threshold in FAR 15.403-4(a)(1) and Supplier not exempt from CAS under 48 CFR 9903.201-1; omit (b))

52.230-4 Disclosure and Consistency of Cost Accounting Practices – Foreign Concerns

52.230-5 Cost Accounting Standards – Educational Institution

52.230-6 Administration of Cost Accounting Standards (Applicable if Order exceeds the threshold in FAR 15.403-4(a)(1) and Supplier not exempt from CAS under 48 CFR 9903.201-1; CFAO means GKN’s Purchasing Representative)

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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 (NOTE 1)
252.227-7019  Validation of asserted restrictions–comp. software (NOTE 1)
252.227-7025  Limitations on use or disclosure of government-furnished information marked with restrictive legends (NOTE 1)
252.227-7028  Technical data or computer software previously delivered to the government (NOTE 1)
252.227-7030  Technical data - withholding of payment (NOTE 1)
252.227-7037  Validation of restrictive markings on technical data (NOTE 1)
252.227-7038  Patent rights – ownership by the contractor (LARGE BUSINESS) (NOTE 1)
252.227-7039  Patents - reporting of subject inventions (NOTE 1)
252.228-7005  Accident Reporting and Investigation Involving Aircraft, Missiles, and Space Launch Vehicles
252.231-7000  Supplemental cost principles (NOTE 1)
252.243-7001  Pricing of Contract Modifications (only applies to fixed price contracts)
252.244-7000  Subcontracts for Commercial Items and Commercial Components (DOD Contracts)
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
252.247-7023  Transportation of Supplies by Sea (applicable if Order exceeds simplified acquisition threshold)
252.247-7024  Notification of Transportation of Supplies by Sea
252.249-7002  Notification of Anticipated Contract Termination or Reduction (applicable if Order exceeds $100,000; omit (d)(1) and the first five words of (d)(2))