

**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.

<u>FAR</u>	<u>TITLE</u>
52.202-1	Definitions
52.203-3	Gratuities (applicable only if Order exceeds SAT)
52.203-5	Covenant Against Contingent Fees (NOTE 1) (applicable only if Order exceeds SAT)
52.203-6	Restrictions on Subcontractor Sales to the Government (applicable only if Order exceeds SAT)
52.203-7	Anti-Kickback Procedures (NOTE 1) (applicable only if Order exceeds SAT)
52.203-8	Cancellation, Rescission and Recovery of Funds for Illegal or Improper Activity (NOTE 1) (applicable only if Order exceeds SAT)
52.203-10	Price or Fee Adjustment for Illegal or Improper Activity (in (c) "prime contractor" means Supplier) (NOTE 1) (applicable only if Order exceeds SAT)
52.203-11	Certification and Disclosure Regarding Payments to Influence Certain Federal Transactions (applicable only if Order exceeds \$150,000)
52.203-12	Limitation on Payments to Influence Certain Federal Transactions (applicable only if Order exceeds \$150,000)
52.203-13	Code of Business Ethics and Conduct (applicable if Order exceeds \$5.5 million and performance period exceeds 120 days)
52.203-14	Display of Hotline Poster(s) (applicable if Order exceeds \$5.5 million and performance period exceeds 120 days)
52.203-15	Whistleblower Protections Under American Recovery and Reinvestment Act
52.203-17	Contractor Employee Whistleblower Rights and Requirement To Inform Employees of Whistleblower Rights (applicable only if Order exceeds SAT)
52.204-2	Security Requirements (omit (c))
52.204-9	Personal identity verification of contractor personnel
52.204-10	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: "Supplier shall support GKN's compliance to FAR 52.204-10 as follows: (a) Supplier is notified and agrees that information about the Supplier will 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 www.CCR.gov and update it annually to provide the information as required by FAR 52.204-10(c)(3) related to executive compensation.")
52.204-21	Basic Safeguarding of Covered Contractor Information Systems (applicable unless Supplier is furnishing commercially available off-the-shelf items)
52.204-23	Prohibition on Contracting for Hardware, Software, and Services Developed or Provided by Kaspersky Lab and Other Covered Entities
52.207-4	Economic Purchase Quality – Supplies
52.209-5	Certification Regarding Responsibility Matters (applicable only if Order exceeds SAT)
52.209-6	Protecting the government's interest when subcontracting with contractors debarred, suspended, or proposed for debarment (applicable only when Order exceeds \$35,000)
52.209-7	Information Regarding Responsibility Matters (applicable only if Order exceeds \$550,000)
52.209-13	Violation of Arms Control Treaties or Agreements – Certification (NOTE 1) (applicable only if Order exceeds SAT)
52.211-5	Material Requirements
52.211-14	Notice of Priority Rating for National Defense, Emergency Preparedness, and Energy Program Use (applicable only if Order is a rated order)
52.211-15	Defense Priority and Allocation Requirements (applicable only if Order is a rated order) and (e) means the Government's Contracting Officer)
52.215-2	Audit and Records - Negotiation (applicable only if Order exceeds SAT; the term "Contracting Officer" in (b), (c) and (e) means the Government's Contracting Officer)
52.215-10	Price Reduction for Defective Cost or Pricing Data (applicable if Order exceeds the threshold in FAR 15.403-4(a)(1); in (d) "United States" means GKN; Supplier certification and indemnification applies)
52.215-11	Price Reduction for Defective Cost or Pricing Data – Modifications (applicable if Order exceeds the threshold in FAR 15.403-4(a)(1); in (e) "United States" means GKN; Supplier certification and indemnification applies)
52.215-12	Subcontractor Cost or Pricing Data (applicable if Order exceeds the threshold in FAR 15.403-4(a)(1); Supplier certification and indemnification applies)
52.215-13	Subcontractor Cost or Pricing Data - Modifications (applicable if Order exceeds the threshold in FAR 15.403-4(a)(1); Supplier certification and indemnification applies)
52.215-14	Integrity of Unit Prices (applicable if Order exceeds SAT; omit (b))
52.215-15	Pension Adjustments and Asset Reversions (applicable if cost or pricing data required, or preaward or postaward cost determination)

	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 Part 31)
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
52.217-6	Option for Increased Quantity (“Schedule” means Order; written notice within reasonable time determined by GKN)
52.217-7	Option for Increased Quantity--Separately Priced Line Item (“Schedule” means Order; written notice within reasonable time determined by GKN)
52.219-8	Utilization of Small Business Concerns (applicable if Order exceeds SAT unless <u>all</u> work performed outside U.S., including subcontracts)
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
52.222-3	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 under Order 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 <u>all</u> 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 13658 (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
52.223-6	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)
52.225-3	Buy American Act--Free Trade Agreement--Israeli 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 (f) “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)
52.228-5.1	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))

52.232-17	Interest
52.232-40	Providing Accelerated Payments to Small Business Subcontractors
52.233-3	Protest after Award (in (f) omit the phrase “and pursuant to the requirements of Subpart 32.6”)
52.234-1	Industrial Resources Developed under Defense Production Act Title III
52.237-3	Continuity of Services
52.239-1	Privacy or Security Safeguards
52.242-13	Bankruptcy (applicable to Orders exceeding SAT)
52.242-15	Stop Work Order
52.242-17	Government Delay of Work
52.243-1	Changes – Fixed Price
52.243-6	Change order accounting
52.244-2	Subcontracts (Including Alternate I) (NOTE 1)
52.244-5	Competition in subcontracting (NOTE 1) (applicable only if Order exceeds SAT)
52.244-6	Subcontracts for Commercial Items
52.245-1	Government Property
52.245-2	Government Installation Operation Services (unless otherwise provided, all Government and GKN furnished property is “as-is”)
52.245-9	Use and Charges
52.246-1	Contractor Inspection Requirements (applicable to Orders at or below SAT)
52.246-2	Inspection of Supplies—Fixed Price (applicable to Orders exceeding SAT)
52.246-3	Inspection of Supplies – Cost – Reimbursement
52.246-4	Inspection of Supplies – Cost – Reimbursement
52.246-16	Responsibility for Supplies
52.246-17	Warranty of Supplies of a Noncomplex Nature
52.246-18	Warranty of Supplies of a Complex Nature
52.247-63	Preference for U.S. Flag Air Carriers
52.247-64	Preference for Privately Owned U.S.-Flag Commercial Vessels (in (c)(1) “subcontractor” means Supplier)
52.248-1	Value Engineering (applicable if Order exceeds SAT; in (c)(5) and (m) “Government” means the U.S. Government)
52.249-2	Termination for Convenience of the Government (Fixed-Price)
52.249-5	Termination for Convenience of the Government (Educational and other Nonprofit Institutions)
52.249-8	Default (Fixed-Price Supply and Service)

DFARS

TITLE

252.203-7000	Requirements Relating to Compensation of Former DoD Officials
252.203-7001	Prohibition on Persons Convicted of Fraud or Other Defense-Contract-Related Felonies (applicable if Order exceeds simplified acquisition threshold and GKN is prime contractor to the Government)
252.203-7002	Requirement to Inform Employees of Whistleblower Rights
252.203-7003	Agency Office of the Inspector General (applicable when FAR 52.203-13 applies to this Contract.)
252.203-7004	Display of Fraud Hotline Poster(s) (applicable in lieu FAR 52.203-14.)
252.203-7005	Representation Relating to Compensation of Former DoD Officials
252.204-7000	Disclosure of Information (change “10 days” to “30 days”)
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 Covered Defense Information and Cyber Incident Reporting
252.204-7015	Disclosure of Information to litigation support contractors
252.209-7004	Subcontracting with firms owned or controlled by the government of a terrorist country (Note 1)
252.211-7003	Item Identification and Valuation
252.211-7007	Reporting of government furnished property
252.211-7008	Use of Government assigned serial numbers (NOTE 1)
252.215-7002	Cost estimating system requirements (applicable if cost or pricing data is required) (NOTE 1)
252.215-7009	Proposal Adequacy Checklist (only when certified cost and pricing data required)
252.219-7003	Small Business Subcontracting Plan (DOD Contracts)
252.222-7002	Compliance with local labor laws (applies only to work performed outside U.S.)
252.222-7006	Restrictions on the use of mandatory arbitration agreements (applicable if this Order exceeds \$1 million) (NOTE 1)
252.223-7001	Hazard Warning Labels
252.223-7008	Prohibition of Hexavalent Chromium
252.225-7001	Buy American Act and Balance of Payments Program (“domestic end products” to include items ordered hereunder, whether or not end products themselves; Supplier shall submit certification to GKN as reasonably requested)
252.225-7002	Qualifying country sources as subcontractors
252.225-7003	Report of intended performance outside the United States and Canada – submission with offer (Note 1) (Order exceeds \$13.5M)
252.225-7004	Report of Intended Performance Outside the United States and Canada – Submission after Award (Note 1) (Order exceeds \$13.5M)
252.225-7007	Prohibition on acquisition of United States munitions list items from communist Chinese military companies
252.225-7008	Restriction on acquisition of specialty metals
252.225-7009	Restrictions on acquisition of certain articles containing specialty metals (applicable if delivered items contain specialty metals. Paragraph (d) is deleted)
252.225-7012	Preference for Certain Domestic Commodities
252.225-7013	Duty Free Entry
252.225-7016	Restriction on Acquisition of Ball and Roller Bearings
252.225-7021	Trade Agreements (“end products” shall include the items ordered hereunder)
252.225-7025	Restriction 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 (applicable if Order exceeds \$1 Million with a United Kingdom firm)
252.225-7036	Buy American Act – Free Trade Agreements – Balance of Payments Program (Alternate I applies if in prime contract)
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
252.226.7001	Utilization of Indian Organizations, Indian-Owned Economic Enterprises, and Native Hawaiian Small Business Concerns (applicable if Order exceeds \$500,000)
252.227-7013	Rights in technical data - noncommercial items

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))**