

Lumibird Photonics USA, Inc. Terms and Conditions

Attachment 1

FAR and DFARS Flowdown Provisions Applicable to Commercial and non-Commercial Items

When the products or services provided under this Purchase Order ("PO") are intended for use in connection with a U.S. Government prime contract or subcontract, the Federal Acquisition Regulation ("FAR") and Defense Federal Acquisition Regulation Supplement ("DFARS") clauses listed below shall apply. These clauses are incorporated by reference and take effect as stipulated in the terms of the prime contract, higher-tier subcontract, or as required by applicable laws or regulations. The specific version of each clause shall align with the version in the Buyer's prime contract or subcontract (including any amendments or modifications) under which this PO was issued.

Unless otherwise required by law, references in the clauses to "Government," "Contracting Officer," and "Contractor" shall be interpreted to appropriately identify the contracting parties within this PO and reflect the intended purpose of the provisions. References to "Subcontractor" will refer to "Seller's Subcontractor" or "Seller" under this PO. Where a clause specifies a timeframe for an action, the specified number of days shall be halved for the purposes of this PO.

These clauses are applicable only when explicitly required under the prescriptive provisions for subcontracts involving commercial products or services. Clauses that are deemed inapplicable under their respective FAR or DFARS definitions are considered self-deleting and do not apply to this PO.

The Seller shall ensure all applicable clauses and regulations are flowed down to lower-tier subcontractors supporting this PO, as required under the specified provisions.

I. The following FAR clauses are incorporated by reference with the same authority and effect as if included in full text:

Applicable to all Commercial Prime Contracts with Commercial Subcontracts

52.203-13	Contractor Code of Business Ethics and Conduct
52.203-17	Contractor Employee Whistleblower Rights
52.203-19	Prohibition on Contracting with Entities that Require Certain Internal Confidentiality Agreements or Statements
52.204-23	Prohibition on Contracting for Hardware, Software, and 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.
52.204-27	Prohibition on a ByteDance Covered Application
52.204-30	Federal Acquisition Supply Chain Security Act Orders—Prohibition
52.219-8	Utilization of Small Business Concerns
52.222-21	Prohibition of Segregated Facilities
52.222-26	Equal Opportunity
52.222-35	Equal Opportunity for Veterans
52.222-36	Equal Opportunity for Workers with Disabilities
52.222-37	Employment Reports on Veterans
52.222-40	Notification of Employee Rights Under the National Labor Relations Act
52.222-41	Service Contract Labor Standards
52.222-50	Combating Trafficking in Persons
52.222-51	Exempt from Application of the Services Contract Act to Contracts for Maintenance, Calibration, or Repair of Certain Equipment – Requirements

52.222-53	Exemption from Application of the Service Contract Act to Contracts for Certain Services – Requirements
52.222-54	Employment Eligibility Verification
52.222-55	Minimum Wages Under Executive Order 13652
52.222-62	Paid Sick Leave Under Executive Order 13706
52.225-13	Restrictions on Certain Foreign Purchases
52.224-3	Privacy Training
52.225-26	Contractors Performing Private Security Functions Outside the United States
52.226-6	Promoting Excess Food Donation to Nonprofit Organizations
52.232-40	Providing Accelerated Payments to Small Business Subcontractors
52.240-1	Prohibition on Unmanned Aircraft Systems Manufactured or Assembled by American Security Drone Act-Covered Foreign Entities
52.247-64	Preference for Privately Owned U.S.-Flag Commercial Vessels

Non-Commercial Prime Contractor Awards a Subcontract for Commercial Products or Commercial Services

52.203-13	Contractor Code of Business Ethics and Conduct
52.203-15	Whistleblower Protections Under the American Recovery and Reinvestment Act
52.203-17	Contractor Employee Whistleblower Rights
52.203-19	Prohibition on Requiring Certain Internal Confidentiality Agreements or Statements
52.204-21	Basic Safeguarding of Covered Contractor Information Systems
52.204-23	Prohibition on Contracting for Hardware, Software, and Services Developed or Provided by Kaspersky Lab Covered Entities
52.204-25	Prohibition on Contracting for Certain Telecommunications and Video Surveillance Services or Equipment.
52.204-27	Prohibition on a ByteDance Covered Application
52.204-30	Federal Acquisition Supply Chain Security Act Orders—Prohibition
52.219-8	Utilization of Small Business Concerns
52.222-21	Prohibition of Segregated Facilities
52.222-26	Equal Opportunity
52.222-35	Equal Opportunity for Veterans
52.222-36	Equal Opportunity 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
52.222-55	Minimum Wages for Contractor Workers under Executive Order 1402
52.222-62	Paid Sick Leave Under Executive Order 13706
52.224-3	Privacy Training
52.225-26	Contractors Performing Private Security Functions Outside the United
52.232-40	Providing Accelerated Payments to Small Business Subcontractors
52.247-64	Preference for Privately Owned U.S.-Flag Commercial Vessels

II. When the supplies or services provided under this Purchase Order ("PO") are intended for use in connection with a U.S. Department of Defense prime contract or subcontract, the following Defense Federal Acquisition Regulation Supplement ("DFARS") provisions, in addition to the FAR provisions listed above, shall apply as specified.

Applicable to All Purchase Orders

252.203-7002	Requirement to Inform Employees of Whistleblower Rights
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
252.204-7020	NIST SP 800-171 DoD Assessment Requirements
252.204-7021	Cybersecurity Maturity Model Certification Requirements
252.225-7048	Export-Controlled Items
252.225-7052	Restriction on the Acquisition of Certain Magnets, Tantalum, and Tungsten
252.225-7060	Prohibition on Certain Procurements from Xinjiang Uyghur Autonomous Region
252.227-7015	Technical Data – Commercial Items
252.227-7037	Validation of Restrictive Markings on Technical Data
252.232-7017	Accelerating Payments to Small Business Subcontractors—Prohibition on Fees and Consideration
252.244-7000	Subcontracts for Commercial Items
252.246-7007	Contractor Counterfeit Electronic Part Detection and Avoidance System
252.246-7008	Sources of Electronic Parts