

# TTM Technologies, Inc.

## TERMS AND CONDITIONS OF PURCHASE

### FAR and DFAR Requirements for Suppliers

Rev. C

(10/13/2023)

#### FEDERAL ACQUISITION REGULATION (FAR), DEPARTMENT OF DEFENSE (DoD) FAR SUPPLEMENT (DFARS).

The following clauses set forth in the FAR and DFARS as in effect on the date of this purchase order, unless otherwise noted, are incorporated herein by reference. The listed FAR and DFARS clauses are incorporated herein as if set forth in full text. Where necessary to make the clauses applicable to this purchase order, "Contractor" shall mean "Buyer" "Contracting Officer" shall mean "Buyer," and the "Government" shall mean "Buyer" or the "Government" whenever appearing in the clauses, unless otherwise noted. However, the words "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 the Prime Contracting Officer or duly authorized representative and (2) when title to property is to be transferred directly to the Government. Seller shall include the following clauses in its lower-tier purchase orders as required.

<b>All Orders:</b>	
52.203-3	Gratuities
52.203-10	Price or Fee Adjustment for Illegal or Improper Activity
52.203-15	Whistleblower Protections Under the American
52.203-16	Preventing Personal Conflicts of Interest
52.203-18	Prohibition on Contracting with Entities that Require Certain Internal Confidentiality Agreements or Statements - Representation
52.203-19	Prohibition on Requiring Certain Internal Confidentiality Agreements or Statements
52.204-2	Security Requirements
52.204-9	Personal Identity Verification of Contractor Personnel
52.204-14	Service Contract Reporting Requirements
52.204-15	Service Contract Reporting Requirements for Indefinite-Delivery Contracts
52.204-19	Incorporation by Reference of Representations and Certifications
52.204-21	Basic Safeguarding of Covered Contractor Information System
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
52.207-4	Economic Purchase Quantity –Supplies
52.207-5	Option to Purchase Equipment
52.208-8	Required Sources for Helium and Helium Usage Data
52.209-5	Certification Regarding Responsibility Matters
52.209-6	Protecting the Government's Interest When Subcontracting With Contractors Debarred, Suspended, or Proposed for Debarment
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 or Services
52.215-10	Price Reduction for Defective Certified Cost or Pricing Data
52.215-11	Price Reduction for Defective Certified Cost or Pricing Data –Modifications

52.215-15	Pension Adjustment and Asset Reversions
52.215-16	Facilities Capital Cost of Money
52.215-17	Waiver of Facilities Capital Cost of Money
52.215-18	Reversions or Adjustment of Plans for Postretirement Benefits (PRB) Other Than Pensions
52.215-19	Notification of Ownership Changes
52.215-20	Requirements for Certified Cost or Pricing Data and Data Other Than Certified Cost or Pricing Data
52.215-21	Requirements for Certified Cost or Pricing Data and Data Other Than Certified Cost or Pricing Data - Modifications
52.222-1	Notice to the Government of Labor Disputes
52.222-4	Contract Work Hours and Safety Standards Act—Overtime Compensation
52.222-21	Prohibition of Segregated Facilities
52.222-22	Previous Contracts and Compliance Reports
52.222-26	Equal Opportunity
52.222-41	Service Contract Labor Standards
52.222-50	Combating Trafficking in Persons
52.222-55	Minimum Wages under Executive Order 13658
52.222-62	Paid Sick Leave Under Executive Order 13706
52.223-3	Hazardous Material Identification and Material Safety Data (Alt I applies if this order is for other than DoD)
52.223-5	Pollution Prevention and Right-to-Know Information
52.223-6	Drug-Free Workplace
52.223-7	Notice of Radioactive Materials (subsection (a) shall read "15 days")
52.223-11	Ozone-Depleting Substances and High Global Warming Potential Hydrofluorocarbons
52.224-2	Privacy Act
52.224-3	Privacy Training
52.225-1	Buy American Act - Supplies
52.225-3	Buy American Act - Free Trade Agreements - Israeli Trade Act
52.225-4	Buy American Act North American Free Trade Agreement –Israeli Trade Act Certificate
52.225-5	Trade Agreements
52.225-6	Trade Agreements –Certificate
52.225-8	Duty-Free Entry
52.225-13	Restrictions on Certain Foreign Purchases
52.225-26	Contractors Performing Private Security Functions Outside the United States
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 (references to "Government", "Contracting Officer" and "Contractor" as contained in this clause remain unchanged)
52.227-13	Patent Rights—Ownership by the Government
52.227-14	Rights in Data - General
52.227-16	Additional Data Requirements
52.227-19	Commercial Computer Software License
52.228-3	Workers' Compensation Insurance
52.228-5	Insurance –Work on a Government Installation
52.229-3	Federal, State, and Local Taxes
52.232-40	Providing Accelerated Payments to Small Business Subcontractors
52.233-3	Protest After Award
52.234-1	Industrial Resources Developed Under Defense Production Act Title III

52.236-13	Accident Prevention
52.237-2	Protection of Government Buildings, Equipment, and Vegetation
52.239-1	Privacy or Security Safeguards
52.242-13	Bankruptcy
52.242-15	Stop-Work Order
52.243-6	Change Order Accounting
52.244-2	Subcontracts
52.244-6	Subcontracts for Commercial Items
52.245-1, Alt. I	Government Property (except in clauses (e)(1), (e)(2)(ii), (e)(3)(i), (f)(1)(ii), the term "Government" shall remain)
52.245-9	Use and Charges
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
252.203-7000	Requirements Relating To Compensation Of Former DOD Officials
252.203-7001	No Hiring of Persons Convicted of Fraud
252.203-7002	Requirements to Inform Employees of Whistleblower Rights
252.204-7000	Disclosure of Information
252.204-7003	Control of Government Personnel Work Product
252.204-7004	Anti-Terrorism Awareness Training for Contractors
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
252.204-7014	Limitations on the Use or Disclosure of Information by Litigation Support Contractors
252.204-7015	Notice of Authorized Disclosure of Information for Litigation Support
252.204-7016	Covered Defense Telecommunications Equipment or Services—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	Cybersecurity Maturity Model Certification Requirements
252.208-7000	Intent to Furnish Precious Metals as Government-Furnished Material
252.209-7009	Organizational Conflict of Interest-Major Defense Acquisition Program
252.211-7003	Item Identification and Valuation
252.211-7006	Passive Radio Frequency Identification
252.211-7007	Reporting of Government-Furnished Equipment in the DoD Item Unique Identification
252.215-7010	Requirements for Certified Cost or Pricing Data and Data Other Than Certified Cost or Pricing Data.
252.219-7004	Small Business Subcontracting Plan (Test Program)
252.222-7000	Restrictions on Employment of Personnel
252.222-7002	Compliance With Local Labor Laws (Overseas)
252.222-7006	Restrictions on the Use of Mandatory Arbitration Agreements
252.223-7001	Hazard Warning Labels
252.223-7002	Safety Precautions for Ammunition and Explosives

252.223-7003	Change in Place of Performance –Ammunition and Explosives
252.223-7006	Prohibition on Storage and Disposal of Toxic and Hazardous Materials
252.223-7007	Safeguarding Sensitive Conventional Arms, Ammunition, and Explosives
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 United States Munitions List Items from Communist Chinese Military Companies
252.225-7008	Restriction on Acquisition of Specialty Metals
252.225-7009	Preference for Domestic Specialty Metals
252.225-7012	Preference for certain domestic commodities
252.225-7013	Duty-Free Entry
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
252.225-7025	Restrictions on Acquisition of Forgings
252.225-7028	Exclusionary Policies and Practices of Foreign Governments
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 Agreements - Balance of Payments Program
252.225-7039	Defense Contractors Performing Private Security Functions Outside the United States
252.225-7040	Contractor Personnel Authorized to Accompany U.S. Armed Forces Deployed Outside the United States
252.225-7043	Antiterrorism/Force Protection Policy for Defense Contractors Outside the United States
252.225-7048	Export-Controlled Items
252.225-7047	Exports By Approved Community Members in Performance of the Contract
252.225-7051	Prohibition on Acquisition of Certain Foreign Commercial Satellite Services
252.225-7052	Restriction on the Acquisition of Certain Magnets, Tantalum, and Tungsten
252.225-7054	Prohibition on Use of Certain Energy Sourced from Inside the Russian Federation.
252.225-7056	Prohibition Regarding Business Operations with the Maduro Regime
252.225-7060	Prohibition on Certain Procurements from the Xinjiang Uyghur Autonomous Region
252.227-7013	Rights in Technical Data - Noncommercial Items (the term "Government" shall remain through this clause, the term "Contracting Officer" shall mean both "Contracting Officer and Buyer")
252.227-7014	Rights in Noncommercial Computer Software and Noncommercial Computer Software Documentation (the term "Government" shall remain throughout this clause, the term "Contracting Officer" shall mean both "Contracting Officer and Buyer")
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
252.227-7018	Rights in Noncommercial Technical Data and Computer Software –Small Business Innovation Research (SBIR) Program
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 Deferred
252.227-7026	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 of Technical Data (the terms throughout this clause shall remain unchanged)

252.227-7038	Patent Rights –Ownership by the Contractor
252.227-7039	Patents –Reporting of Subject Inventions
252.228-7001	Ground and Flight Risk
252.228-7005	Accident Reporting and Investigation Involving Aircraft, Missiles and Space Launch Vehicles (the term "Government" shall mean "Government and Buyer")
252.229-7014	Taxes—Foreign Contracts in Afghanistan
252.231-7000	Supplemental Cost Principles
252.234-7002	Earned Value Management System
252.234-7004	Cost and Software Data Reporting System
252.235-7003	Frequency Authorization
252.237-7023	Continuation of Essential Contractor Services
252.239-7010	Cloud Computing Services
252.239-7016	Telecommunications Security Equipment, Devices, Techniques and Services
252.239-7018	Supply Chain Risk
252.243-7001	Pricing of Contract Modifications
252.244-7000	Subcontracts for Commercial Items
252.244-7001	Contractor Purchasing System Administration-Basic
252.246-7000	Material Inspection and Receiving Report
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
252.247-7023	Transportation of Supplies by Sea
252.247-7024	Notification of Transportation of Supplies by Sea
<b>All Orders Greater than \$3,500</b>	
52.222-54	Employment Eligibility Verification
52.223-18	Contractor Policy to Ban Text Messaging While Driving
<b>All Orders Greater than \$10,000</b>	
52.222-40	Notification of Employee Rights Under the National Labor Relations Act
<b>All Orders Greater than \$15,000</b>	
52.222-20	Walsh-Healey Public Contracts Act
52.222-36	Equal Opportunity for Workers With Disabilities
<b>All Orders Greater than \$30,000</b>	
52.204-10	Reporting Executive Compensation and First-Tier Subcontract Awards
52.209-6	Protecting the Government's Interest When Subcontracting With Contractors Debarred, Suspended, or Proposed for Debarment
<b>All Orders over simplified acquisition threshold:</b>	
52.203-5	Covenant Against Contingent Fees
52.203-6	Restrictions on Subcontractor Sales to the Government
52.203-7	Anti-Kickback Procedures
52.203-8	Cancellation, Rescission, and Recovery of Funds for Illegal or Improper Activity
52.203-11	Certification and Disclosure Regarding Payments to Influence Certain Federal Transactions
52.203-12	Limitation on Payments to Influence Certain Federal Transactions
52.203-17	Contractor Whistleblower Rights and Requirement to Inform Employees of Whistleblower Rights
52.215-2	Audit and Records - Negotiation

52.215-14	Integrity of Unit Prices (except for paragraph (b) of this clause)
52.219-8	Utilization of Small Business Concerns
52.222-4	Contract Work Hours and Safety Standards Act - Overtime Compensation
52.222-17	Nondisplacement of Qualified Workers
52.222-35	Equal Opportunity for Veterans 52.222-37
52.222-37	Employment Reports on Veterans
52.222-38	Compliance with Veterans' Employment Reporting Requirements
52.223-9	Estimate of Percentage of Recovered Material Content for EPA-Designated Items
52.223-14	Toxic Chemical Release Reporting (except its subparagraph (e))
52.227-1	Authorization and Consent
52.227-2	Notice and Assistance Regarding Patent and Copyright Infringement
52.244-2	Subcontracts
52.244-5	Competition in Subcontracting
52.248-1	Value Engineering
252.203-7001	Prohibition on Persons Convicted of Fraud or Other Defense-Contract-Related Felonies
252.209-7004	Subcontracting With Firms That Are Owned or Controlled by the Government of a Terrorist Country
252.225-7006	Quarterly Reporting of Actual Contract Performance Outside the United States
252.225-7012	Preference for Certain Domestic Commodities
252.249-7002	Notification of Anticipated Contract Termination or Reduction
<b>All Orders Greater than \$500,000</b>	
252.226-7001	Utilization of Indian Organizations, Indian-Owned Economic Enterprises, and Native Hawaiian Small Business Concerns
<b>All Orders Greater than \$550,000</b>	
52.209-7	Information Regarding Responsibility Matters
<b>All Orders Greater than \$700,000</b>	
52.219-9	Small Business Subcontracting Plan
52.219-16	Liquidated Damages –Subcontracting Plan
252.219-7003	Small Business Subcontracting Plan (DoD Contracts)
<b>All Orders Greater than \$2,000,000</b>	
252.222-7006	Restrictions on the Use of Mandatory Arbitration Agreements
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
52.215-10	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
52.215-22	Limitations on Pass-Through Charges - Identification of Subcontract Effort (DoD Only)
52.215-23	Limitations on Pass-Through Charges
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
52.230-5	Cost Accounting Standards - Educational Institution
52.230-6	Administration of Cost Accounting Standards
52.242-3	Penalties for Unallowable Costs

<b>All Orders Greater than \$5,000,000</b>	
252.225-7058	Postaward Disclosure of Employment of Individuals Who Work in the People's Republic of China.
<b>All Orders Greater than \$6,000,000</b>	
52.203-13	Contractor Code of Business Ethics and Conduct
52.203-14	Display of Hotline Poster(s)
252.203-7003	Agency Office of the Inspector General
252.203-7004	Display of Fraud Hotline Poster(s)

#### **NOTES**

**Note 1:** Unless the U.S. Government has either specifically identified technical data or computer software to be delivered under this Contract with less than Limited Rights (as defined in DFAR 252.227-7013), or has paid for the development of such software or technical data, it is understood and agreed by both Parties that this clause shall not be construed to mean that Seller will make available any drawings, manufacturing processes, software, inspection techniques or other items (collectively "technical data") which the Seller claims, and at Buyer's request can document, to have been developed at its own expense without the use of Government funds. Pursuant to DFAR 252.227-7013(k)(3), Seller reserves the right to deliver any such technical data developed by Seller at private expense directly to the U.S Government. Unless the delivery of technical data developed at private expense is otherwise provided for under the terms of the contract between Seller and Buyer, Buyer shall have the right at any time to request delivery of any such items for a fee and agreement on application of distribution statement to be negotiated in good faith by Buyer and Seller.

**Note 2:** Where necessary to make 252.222-7006 applicable to this purchase order "Contractor" shall mean "Seller" in 252.222-7006(b)(1). Seller shall include 252.222-7006 in all Subcontracts with Covered subcontractors, as defined in 252.222-7006(a), at all tiers.

**Note 3: ADDITIONAL TERMS AND CONDITIONS** - Seller shall, upon the request of Buyer, review Buyer's request to accept additional clauses and conditions as Buyer may reasonably deem necessary in order to comply with the provisions of the applicable Prime Contract(s) or with the provisions of amendments to such Prime Contract(s). Acceptance of such clauses and conditions shall not be unreasonably withheld. Seller shall allow for the incorporation of any government mandatory flow down changes that are required by statute, regulation, executive order or prescription through the validity period of this agreement.

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