



EnerSys Energy Products Inc.

U.S. Government Contract Provisions and Clauses from the Federal Acquisition Regulation (“FAR”) the Department of Defense Federal Acquisition Regulation Supplement (“DFARS”) and National Aeronautics and Space Administration Federal Acquisition Regulation Supplement (“NFARS”)

Provisions and Clauses Incorporated By Reference

When the materials or products furnished are for use in connection with a U.S. Government contract or subcontract, in addition to the Additional Terms And Conditions For The Purchase Of Goods And Services, the following provisions shall apply, as required by the terms of the prime contract, or by operation of law or regulation. Clauses not applicable for these reasons shall be removed from this document and will be considered by all parties to be without force and effect. In the event of a conflict between these FAR, DFARS or NFARS provisions and the Additional Terms And Conditions For The Purchase Of Goods And Services, the FAR, DFARS or NFARS provisions shall control.

The following provisions and clauses in effect as of the date of the contract are incorporated herein, unless made inapplicable by a corresponding note in the purchase order or subcontract, with the same force and effect as if they were given in full text. Upon request, the full text will be made available. The full text of the clauses may be accessed electronically at:

<https://www.acquisition.gov/browsefar>
<https://www.acq.osd.mil/dpap/dars/dfarspgi/current/>
<https://www.hq.nasa.gov/office/procurement/regs/nfstoc.htm>

In addition to the clauses listed below, additional FAR, DFARS or NFARS provisions may be included in the Additional Terms And Conditions For The Purchase Of Goods And Services.

In all clauses listed herein, the terms “Government,” “Contracting Officer,” and “Contractor” shall be revised to suitably identify the contracting parties under this purchase order and effect the proper intent of the provision except where further clarified or modified below. “Subcontractor”, however, shall mean “Seller’s Subcontractor” under the applicable purchase order. The Seller, by signing its offer or contract, hereby certifies compliance with the following clauses and is, therefore, eligible for award of the contract.

A. When the items furnished under a contract or purchase order are for use in connection with a U.S. Government prime contract or subcontract.

FAR CLAUSES APPLICABLE TO SUBCONTRACTS AND PURCHASE ORDERS

(UNLESS A LIMITATION OR EXEMPTION IN THE CLAUSE APPLIES):

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| 1. | Gratuities | 52.203-3 |
| 2. | Covenant Against Contingent Fees | 52.203-5 |
| 3. | Anti-Kickback Procedures (Except paragraph (c)(1)) | 52.203-7 |
| 4. | Restrictions on Subcontractor Sales to the Government | 52.203-6 |
| 5. | Certification and Disclosure Regarding Payments to Influence Certain Federal Transactions | 52.203-11 |
| 6. | Limitation on Payments to Influence Certain Federal Transactions | 52.203-12 |
| 7. | Contractor Code of Business Ethics and Conduct | 52.203-13 |
| 8. | Contractor Employee Whistleblower Rights and Requirement to Inform Employees of Whistleblower Rights | 52.203-17 |
| 9. | Printing on Double Sided on Recycled Paper | 52.204-4 |

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| 10. | Reporting Executive Compensation and First-Tier Subcontract Awards | 52.204-10 |
| 11. | Basic Safeguarding of Contractor Information Systems | 52.204-21 |
| 12. | Certification Regarding Responsibility Matters | 52.209-5 |
| 13. | Protecting the Government's Interest When Subcontracting With Contractors Debarred, Suspended, or Proposed for Debarment | 52.209-6 |
| 14. | Material Requirements | 52.211-5 |
| 15. | Defense Priorities and Allocation Requirements | 52.211-15 |
| 16. | Offer Representations and Certifications, Commercial Items | 52.212-3 |
| 17. | Audit and Records - Negotiation | 52.215-2 |
| 18. | Price Reduction for Defective Certified Cost or Pricing data | 52.215-10 |
| 19. | Price Reduction for Defective Certified Cost or Pricing Data – Mod | 52.215-11 |
| 20. | Subcontractor Certified Cost or Pricing Data | 52.215-12 |
| 21. | Subcontractor Certified Cost or Pricing Data - Modifications | 52.215-13 |
| 22. | Integrity of Unit Prices | 52.215-14 |
| 23. | Notification of Ownership Changes | 52.215-19 |
| 24. | Requirements for Certified Cost or Pricing Data and Data Other Than Certified Cost or Pricing Data | 52.215-20 |
| 25. | Requirements for Certified Cost or Pricing Data and Data Other Than Certified Cost or Pricing Data - Modifications | 52.215-21 |
| 26. | Utilization of Small Business Concerns | 52.219-8 |
| 27. | Small Business Subcontracting Plan | 52.219-9 |
| 28. | Liquidated Damages - Subcontracting Plan | 52.219-16 |
| 29. | Convict Labor | 52.222-3 |
| 30. | Contract Work Hours and Safety Standards - Overtime Compensation | 52.222-4 |
| 31. | Non-displacement of Qualified Workers | 52.222-17 |
| 32. | Contracts for Materials, Supplies, Articles, and Equipment Exceeding \$15,000 | 52.222-20 |
| 33. | Prohibition of Segregated Facilities | 52.222-21 |
| 34. | Previous Contracts and Compliance Reports | 52.222-22 |
| 35. | Affirmative Action Compliance | 52.222-25 |
| 36. | Equal Opportunity | 52.222-26 |
| 37. | Equal Opportunity for Veterans | 52.222-35 |
| 38. | Affirmative Action for Workers with Disabilities | 52.222-36 |
| 39. | Employments Reporting on Veterans | 52.222-37 |
| 40. | Notification of Employee Rights Under the National Labor Relations Act | 52.222-40 |
| 41. | Service Contract Labor Standards | 52.222-41 |
| 42. | Combating Trafficking in Persons | 52.222-50 |
| 43. | Employment Eligibility Verification | 52.222-54 |
| 44. | Minimum Wages Under Executive Order 13658 | 52.222-55 |
| 45. | Hazardous Material Identification and Material Safety Data | 52.223-3 |
| 46. | Drug-Free Workplace | 52.223-6 |
| 47. | Notice of radioactive materials | 52.223-7 |
| 48. | Ozone-Depleting Substances and High Global Warming Potential Hydrofluorocarbons | 52.223-11 |
| 49. | Encouraging Contractor Policies to Ban Text Messaging While Driving | 52.223-18 |
| 50. | Buy American - Supplies | 52.225-1 |
| 51. | Trade Agreements | 52.225-5 |
| 52. | Restrictions on Certain Foreign Purchases | 52.225-13 |

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| 53. | Prohibition on Contracting with Entities Engaging in Certain Activities or Transactions Relating to Iran—Representation and Certifications | 52.225-25 |
| 54. | Authorization and Consent | 52.227-1 |
| 55. | Cost Accounting Standards | 52.230-2 |
| 56. | Disclosure and Consistency of Cost Accounting | 52.230-3 |
| 57. | Administration of Cost Accounting Standards | 52.230-6 |
| 58. | Interest | 52.232-9 |
| 59. | Unenforceability of Unauthorized Obligations | 52.232-39 |
| 60. | Applicable Law for Breach of Contract Claim | 52.233-4 |
| 61. | Stop-Work Order | 52.242-15 |
| 62. | Competition in Subcontracting | 52.244-5 |
| 63. | Subcontracts for Commercial Items | 52.244-6 |
| 64. | Government Property | 52.245-1 |
| 65. | Inspection of Supplies - Fixed-Price | 52.246-2 |
| 66. | Preference for U.S.-Flag Air Carriers | 52.247-63 |
| 67. | Preference for Privately Owned U.S.-Flag Commercial Vessels ALT II | 52.247-64 |
| 68. | Termination for Convenience of the Government (Fixed-Price) | 52.249-2 |
| 69. | Default (Fixed-Price) | 52.249-8 |

B. When the items furnished under a contract or purchase order are for use in connection with a U.S. Department of Defense prime contract or subcontract.

DEARS CLAUSES APPLICABLE TO SUBCONTRACTS AND PURCHASE ORDERS

(UNLESS A LIMITATION OR EXEMPTION IN THE CLAUSE APPLIES):

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| 1. | Requirements Relating to Compensation of Former DoD Officials | 252.203-7000 |
| 2. | Requirement to Inform Employees of Whistleblower | 252.203-7002 |
| 3. | Prohibition on persons convicted of fraud or other defense-contract-related felonies | 252.203-7001 |
| 4. | Disclosure of Information | 252.204-7000 |
| 5. | Compliance with Safeguarding Covered Defense Information Controls | 252.204-7008 |
| 6. | Control of Government Personnel Work Product | 252.204-7003 |
| 7. | Limitations on the Use or Disclosure of Third-Party Contractor Reported Cyber Incident Information | 252.204-7009 |
| 8. | Safeguarding Covered Defense Information (CDI) and Cyber Incident Reporting (for operationally critical support or where performance involves a covered contractor information system and CDI will be flowed down to or processed) | 252.204-7012 |
| 9. | Disclosure of Information to Litigation Support Contractors | 252.204-7015 |
| 10. | Provision of Information to Cooperative Agreement Holders | 252.205-7000 |
| 11. | Disclosure of ownership or control by a foreign government | 252.209-7002 |
| 12. | Subcontracting With Firms That Are Owned Or Controlled By The Government Of A Country That Is A State Sponsor Of Terrorism | 252.209-7004 |
| 13. | Item Identification and Valuation | 252.211-7003 |
| 14. | Pricing adjustments | 252.215-7000 |
| 15. | Cost estimating system requirements | 252.215-7002 |
| 16. | Excessive Pass-Through Charges | 252.215-7004 |
| 17. | Small Business Subcontracting Plan (DoD Contracts) - Basic | 252.219-7003 |
| 18. | Restrictions on employment of personnel | 252.222-7000 |
| 19. | Hazard warning labels | 252.223-7001 |
| 20. | Safety precautions for ammunition and explosives | 252.223-7002 |
| 21. | Drug-free work force | 252.223-7004 |

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| 22. | Prohibition on Storage, Treatment, and Disposal of Toxic or Hazardous Materials | 252.223-7006 |
| 23. | Buy American and Balance of Payments Program | 252.225-7001 |
| 24. | Qualifying Country Sources and Subcontractors | 252.225-7002 |
| 25. | Prohibition on Acquisition of United States Munitions List Items from Communist Chinese Military Companies | 252.225-7007 |
| 26. | Restriction on Acquisition of Specialty Metals | 252.225-7008 |
| 27. | Restriction on Acquisition of Certain Articles Containing Specialty Metals | 252.225-7009 |
| 28. | Commercial Derivative Military Article – Specialty Metals Compliance Certificate | 252.225-7010 |
| 29. | Duty-free entry | 252.225-7013 |
| 30. | Trade agreements | 252.225-7021 |
| 31. | Restriction on acquisition of forgings | 252.225-7025 |
| 32. | Reporting of Contract Performance Outside the United States | 252.225-7026 |
| 33. | Export-Controlled Items | 252.225-7048 |
| 34. | Additional Access to Contractor and Subcontractor Records | 252.225-7981 |
| 35. | Prohibition on Providing Funds to the Enemy | 252.225-7993 |
| 36. | Rights in Technical Data Noncommercial Items | 252.227-7013 |
| 37. | Technical Data – Commercial Items | 252.227-7015 |
| 38. | Rights in bid or proposal information | 252.227-7016 |
| 39. | Identification and assertion of use, release, or disclosure restrictions | 252.227-7017 |
| 40. | Deferred delivery of technical data or computer software | 252.227-7026 |
| 41. | Technical data or computer software previously delivered to the government | 252.227-7028 |
| 42. | Technical data - withholding of payment | 252.227-7030 |
| 43. | Rights in shop drawings | 252.227-7033 |
| 44. | Validation of Restrictive Markings on Technical Data | 252.227-7037 |
| 45. | Patent Rights - Ownership by the Contractor | 252.227-7038 |
| 46. | Patents - reporting of subject inventions | 252.227-7039 |
| 47. | Cloud Computing Services | 252.239-7010 |
| 48. | Supply Chain Risk | 252.239-7018 |
| 49. | Requests for Equitable Adjustment | 252.243-7002 |
| 50. | Subcontracts for Commercial Items | 252.244-7000 |
| 51. | Reporting, Reutilization, and Disposal | 252.245-7004 |
| 52. | Material Inspection and Receiving Report | 252.246-7000 |
| 53. | Notification of Potential Safety Issues | 252.246-7003 |
| 54. | Contractor Counterfeit Electronic Part Detection and Avoidance System | 252.246-7007 |
| 55. | Sources of Electronic Parts | 252.246-7008 |
| 56. | Pass-Through of Motor Carrier Fuel Surcharge Adjustment To The Cost Bearer | 252.247-7003 |
| 57. | Transportation of Supplies by Sea | 252.247-7023 |
| 58. | Notification of Transportation of Supplies by Sea | 252.247-7024 |
| 59. | Notification of Anticipated Contract Termination or Reduction | 252.249-7002 |

C. When the items furnished under a contract or purchase order are for use in connection with a U.S. National Aeronautics and Space Administration (NASA) prime contract or subcontract.

NEARS CLAUSES APPLICABLE TO SUBCONTRACTS AND PURCHASE ORDERS

(UNLESS A LIMITATION OR EXEMPTION IN THE CLAUSE APPLIES):

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| 1. | Security Requirement for Unclassified Information Technology Resources | 1852.204-76 |
| 2. | Restrictions on Printing and Duplicating | 1852.208-81 |
| 3. | Packaging, Handling, and Transportation | 1852.211-70 |
| 4. | Use of Rural Area Small Businesses | 1852.219-74 |
| 5. | NASA 8 Percent Goal | 1852.219-76 |

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| 6. | Safety and Health | 1852.223-70 |
| 7. | Frequency Authorization | 1852.223-71 |
| 8. | Safety and Health (Short Form) | 1852.223-72 |
| 9. | Drug and Alcohol Free Workforce | 1852.223-74 |
| 10. | Major breach of safety or security | 1852.223-75 |
| 11. | Export Licenses | 1852.225-70 |
| 12. | Restriction on Funding Activity with China | 1852.225-71 |
| 13. | Notification Prior to Acquiring Information Technology Systems from Entities Owned, Directed or Subsidized by the People’s Republic of China | 1852.225-74 |
| 14. | Patent Rights - Retention by the Contractor | 1852.227-11 |
| 15. | Rights in Data – General | 1852.227-14 |
| 16. | New Technology | 1852.227-70 |
| 17. | Requests for Waiver of Rights to Inventions | 1852.227-71 |
| 18. | Designation of New Technology Representative and Patent Representative | 1852.227-72 |
| 19. | Commercial Computer Software - Licensing | 1852.227-86 |
| 20. | Cross-Waiver of Liability for Space Station Activities | 1852.228-76 |
| 21. | Cross-Waiver of Liability for NASA Expendable Launch Vehicle (ELV) Launches | 1852.228-78 |
| 22. | Pension Portability | 1852.237-71 |
| 23. | Access to Sensitive Information | 1852.237-72 |
| 24. | Release of Sensitive Information | 1852.237-73 |
| 25. | Observance of Legal Holidays | 1852.242-72 |
| 26. | NASA Contractor Financial Management Reporting | 1852.242-73 |
| 27. | Liability for Government Property Furnished for Repair or Other Services | 1852.245-72 |
| 28. | Financial Reporting Of NASA Property in the Custody of Contractors | 1852.245-73 |
| 29. | Identification and Marking of Government Equipment | 1852.245-74 |
| 30. | Material inspection and receiving report | 1852.246-72 |

The applicable U.S. Government contract clauses and provisions shall be incorporated in each lower-tier subcontract placed in support of the contract or purchase order.

Seller shall indemnify and hold EnerSys Energy Products Inc. harmless from and against any cost, price reduction, withholding, offset, penalty, interest, claim, demand, determination of unallowability or unallocability, or any other civil, criminal, or administrative liability, whether arising under statute, regulation, contract or common law, and shall reimburse EnerSys Energy Products Inc. for all of its damages and associated costs, including reasonable attorney fees and other expenses, if said liability is attributable to the Seller or Seller’s subcontractors’ failure to comply with the applicable U.S. Government contract clauses and provisions.

The clauses listed above may require the submission of certifications and representations. When requested by EnerSys Energy Products Inc., Seller shall furnish any certification or representation that is necessary for compliance with such requirements.