EnerSys Advanced Systems 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. The following provisions and clauses in effect as of the date of the contract are incorporated herein, unless made inapplicable 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/NFS.pdf

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):

Definitions	52.202-1
Gratuities	52.203-3
Covenant Against Contingent Fees	52.203-5
Restrictions on Subcontractor Sales to the Government	52.203-6
Anti-Kickback Procedures (Except paragraph (c)(1))	52.203-7
Certification and Disclosure Regarding Payments to Influence Certain Federal Transactions	52.203-11
Limitation on Payments to Influence Certain Federal Transactions	52.203-12
Contractor Code of Business Ethics and Conduct	52.203-13
Whistleblower Protections Under the American Recovery and Reinvestment Act of 2009	52.203-15
Contractor Employee Whistleblower Rights and Requirement to Inform Employees of Whistleblower Rights	52.203-17
Prohibition on Contracting with Entities that Require Certain Internal Confidentiality Agreements or Statements-Representation	52.203-18
Prohibition on Requiring Certain Internal Confidentiality Agreements or Statements	52.203-19
Printing on Double Sided on Recycled Paper	52.204-4
Reporting Executive Compensation and First-Tier Subcontract Awards	52.204-10
Basic Safeguarding of Contractor Information Systems (Substance of this clause now incorporated into FAR 52.240-93)	52.204-21
Prohibition on Contracting for Hardware, Software, and Services Developed or Provided by Kaspersky Lab and Other Covered Entities (Substance of this clause now incorporated into FAR 52.240-91)	52.204-23
Representation Regarding Certain Telecommunications and Video Surveillance Services or Equipment (Substance of this clause now incorporated into FAR 52.240-90)	52.204-24
Prohibition on Contracting for Certain Telecommunications and Video Surveillance Services or Equipment (Substance of this clause now incorporated into FAR 52.240-91)	52.204-25
Prohibition on a ByteDance Covered Application (Substance of this clause now incorporated into FAR 52.240-91)	52.204-27
Certification Regarding Responsibility Matters	52.209-5
Protecting the Government's Interest When Subcontracting With Contractors Debarred, Suspended, or Proposed for Debarment	52.209-6
Material Requirements	52.211-5
Defense Priorities and Allocation Requirements	52.211-15
Offer Representations and Certifications, Commercial Items	52.212-3
Contract Terms and Conditions Required to Implement Statutes or Executive Orders-Commercial Items	52.212-5
Audit and Records - Negotiation	52.215-2
Price Reduction for Defective Certified Cost or Pricing data	52.215-10

Price Reduction for Defective Certified Cost or Pricing Data – Mod	52.215-11
Subcontractor Certified Cost or Pricing Data	52.215-12
Subcontractor Certified Cost or Pricing Data - Modifications	52.215-13
Integrity of Unit Prices	52.215-14
Notification of Ownership Changes	52.215-19
Requirements for Certified Cost or Pricing Data and Data Other Than Certified Cost or Pricing Data	52.215-20
Requirements for Certified Cost or Pricing Data and Data Other Than Certified Cost or Pricing Data - Modifications	52.215-21
Utilization of Small Business Concerns	52.219-8
Small Business Subcontracting Plan	52.219-9
Liquidated Damages - Subcontracting Plan	52.219-16
Convict Labor	52.222-3
Contract Work Hours and Safety Standards - Overtime Compensation	52.222-4
Child Labor - Cooperation with Authorities and Remedies	52.222-19
Contracts for Materials, Supplies, Articles, and Equipment Exceeding $15,000	52.222-20
Prohibition of Segregated Facilities	52.222-21
Previous Contracts and Compliance Reports	52.222-22
Affirmative Action Compliance	52.222-25
Equal Opportunity	52.222-26
Equal Opportunity for Veterans	52.222-35
Affirmative Action for Workers with Disabilities	52.222-36
Employments Reporting on Veterans	52.222-37
Notification of Employee Rights Under the National Labor Relations Act	52.222-40
Service Contract Labor Standards	52.222-41
Combating Trafficking in Persons	52.222-50
Employment Eligibility Verification	52.222-54
Minimum Wages Under Executive Order 13658	52.222-55
Addressing DEI Discrimination by Federal Contractors	52.222-90
Hazardous Material Identification and Material Safety Data	52.223-3
Drug-Free Workplace	52.223-6
Notice of radioactive materials	52.223-7
Ozone-Depleting Substances and High Global Warming Potential Hydrofluorocarbons	52.223-11
Encouraging Contractor Policies to Ban Text Messaging While Driving	52.223-18
Privacy Training	52.224-3
Buy American - Supplies	52.225-1
Trade Agreements	52.225-5
Duty-Free Entry	52.225-8
Restrictions on Certain Foreign Purchases (Substance of this clause now incorporated into FAR 52.240-91)	52.225-13
Prohibition on Contracting with Entities Engaging in Certain Activities or Transactions Relating to Iran—Representation and Certifications (Substance of this clause now incorporated into FAR 52.240-90)	52.225-25
Authorization and Consent	52.227-1
Rights in Data – General	52.227-14
Cost Accounting Standards	52.230-2
Disclosure and Consistency of Cost Accounting	52.230-3
Administration of Cost Accounting Standards	52.230-6
Interest	52.232-9
Unenforceability of Unauthorized Obligations	52.232-39
Providing Accelerated Payments to Small Business Subcontractors	52.232-40
Applicable Law for Breach of Contract Claim	52.233-4
Security Prohibitions and Exclusions Representations and Certifications	52.240-90
Security Prohibitions and Exclusions	52.240-91
Security Requirements	52.240-92
Basic Safeguarding of Covered Contractor Information Systems	52.240-93
Stop-Work Order	52.242-15
Competition in Subcontracting	52.244-5
Subcontracts for Commercial Items	52.244-6
Government Property	52.245-1
Inspection of Supplies - Fixed-Price	52.246-2
Higher-Level Contract Quality Requirement	52.246-11
Reporting Nonconforming Items	52.246-26
Preference for U.S.-Flag Air Carriers	52.247-63
Preference for Privately Owned U.S.-Flag Commercial Vessels ALT II	52.247-64
Termination for Convenience of the Government (Fixed-Price)	52.249-2
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.

DFARS CLAUSES APPLICABLE TO SUBCONTRACTS AND PURCHASE ORDERS

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

Requirements Relating to Compensation of Former DoD Officials	252.203-7000
Prohibition on persons convicted of fraud or other defense-contract-related felonies	252.203-7001
Requirement to Inform Employees of Whistleblower	252.203-7002
Agency Office of the Inspector General	252.203-7003
Disclosure of Information	252.204-7000
Control of Government Personnel Work Product	252.204-7003
Compliance with Safeguarding Covered Defense Information Controls	252.204-7008
Limitations on the Use or Disclosure of Third-Party Contractor Reported Cyber Incident Information	252.204-7009
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
Disclosure of Information to Litigation Support Contractors	252.204-7015
Covered Defense Telecommunications Equipment or Services—Representation	252.204-7016
Prohibition on the Acquisition of Covered Defense Telecommunications Equipment or Services—Representation	252.204-7017
Prohibition on the Acquisition of Covered Defense Telecommunications Equipment or Services	252.204-7018
Notice of NIST SP 800-171 DoD Assessment Requirements (Substance of this clause now incorporated into DFARS 252.204-7021)	252.204-7019
NIST SP 800-171 DoD Assessment Requirements (Substance of this clause now incorporated into DFARS 252.240-7997)	252.204-7020
Contractor Compliance With the Cybersecurity Maturity Model Certification Level Requirements	252.204-7021
Provision of Information to Cooperative Agreement Holders	252.205-7000
Disclosure of ownership or control by a foreign government	252.209-7002
Subcontracting With Firms That Are Owned Or Controlled By The Government Of A Country That Is A State Sponsor Of Terrorism	252.209-7004
Item Identification and Valuation	252.211-7003
Cost Estimating System Requirements	252.215-7002
Requirement for Submission of Data Other Than Certified Cost or Pricing Data - Modifications-Canadian Commercial Corporation	252.215-7004
Small Business Subcontracting Plan (DoD Contracts) - Basic	252.219-7003
Restrictions on employment of personnel	252.222-7000
Restrictions on the Use of Mandatory Arbitration Agreements	252.222-7006
Hazard warning labels	252.223-7001
Safety precautions for ammunition and explosives	252.223-7002
Drug-free work force	252.223-7004
Prohibition on Storage, Treatment, and Disposal of Toxic or Hazardous Materials	252.223-7006
Prohibition of Hexavalent Chromium	252.223-7008
Buy American and Balance of Payments Program	252.225-7001
Qualifying Country Sources and Subcontractors	252.225-7002
Prohibition on Acquisition of United States Munitions List Items from Communist Chinese Military Companies	252.225-7007
Restriction on Acquisition of Specialty Metals	252.225-7008
Restriction on Acquisition of Certain Articles Containing Specialty Metals	252.225-7009
Commercial Derivative Military Article – Specialty Metals Compliance Certificate	252.225-7010
Preference for certain domestic commodities	252.225-7012
Duty-free entry	252.225-7013
Trade agreements	252.225-7021
Restriction on acquisition of forgings	252.225-7025
Reporting of Contract Performance Outside the United States	252.225-7026
Export-Controlled Items	252.225-7048
Restriction on the Acquisition of Certain Magnets and Tungsten	252.225-7052
Prohibition Regarding Business Operations with the Maduro Regime	252.225-7056
Prohibition on Certain Procurements from the Xinjiang Uyghur Autonomous Region–Representation	252.225-7059
Prohibition on Certain Procurements from the Xinjiang Uyghur Autonomous Region	252.225-7060
Additional Access to Contractor and Subcontractor Records	252.225-7981
Prohibition on Providing Funds to the Enemy	252.225-7993
Rights in Technical Data Noncommercial Items	252.227-7013
Technical Data – Commercial Items	252.227-7015
Rights in bid or proposal information	252.227-7016

Identification and assertion of use, release, or disclosure restrictions	252.227-7017
Deferred delivery of technical data or computer software	252.227-7026
Technical data or computer software previously delivered to the government	252.227-7028
Technical data - withholding of payment	252.227-7030
Rights in shop drawings	252.227-7033
Validation of Restrictive Markings on Technical Data	252.227-7037
Patent Rights - Ownership by the Contractor	252.227-7038
Patents - reporting of subject inventions	252.227-7039
Accelerating Payments to Small Business Subcontractors - Prohibition on Fees and Consideration	225.232-7017
Cloud Computing Services	252.239-7010
Supply Chain Risk	252.239-7018
NIST SP 800-171 DoD Assessment Requirements	252.240-7997
Requests for Equitable Adjustment	252.243-7002
Subcontracts for Commercial Items	252.244-7000
Reporting, Reutilization, and Disposal	252.245-7004
Notification of Potential Safety Issues	252.246-7003
Contractor Counterfeit Electronic Part Detection and Avoidance System	252.246-7007
Sources of Electronic Parts	252.246-7008
Pass-Through of Motor Carrier Fuel Surcharge Adjustment To The Cost Bearer	252.247-7003
Transportation of Supplies by Sea	252.247-7023
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.

NFARS CLAUSES APPLICABLE TO SUBCONTRACTS AND PURCHASE ORDERS

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

Security Requirement for Unclassified Information Technology Resources	1852.204-76
Restrictions on Printing and Duplicating	1852.208-81
Packaging, Handling, and Transportation	1852.211-70
Use of Rural Area Small Businesses	1852.219-74
NASA 8 Percent Goal	1852.219-76
Safety and Health	1852.223-70
Frequency Authorization	1852.223-71
Safety and Health (Short Form)	1852.223-72
Drug and Alcohol Free Workforce	1852.223-74
Major breach of safety or security	1852.223-75
Export Licenses	1852.225-70
Restriction on Funding Activity with China	1852.225-71
Patent Rights - Retention by the Contractor	1852.227-11
Rights in Data – General	1852.227-14
New Technology	1852.227-70
Requests for Waiver of Rights to Inventions	1852.227-71
Designation of New Technology Representative and Patent Representative	1852.227-72
Commercial Computer Software - Licensing	1852.227-86
Cross-Waiver of Liability for Space Station Activities	1852.228-76
Cross-Waiver of Liability for NASA Expendable Launch Vehicle (ELV) Launches	1852.228-78
Pension Portability	1852.237-71
Access to Sensitive Information	1852.237-72
Release of Sensitive Information	1852.237-73
Denied Access to NASA Facilities	1852.242-72
NASA Contractor Financial Management Reporting	1852.242-73
Liability for Government Property Furnished for Repair or Other Services	1852.245-72
Financial Reporting Of NASA Property in the Custody of Contractors	1852.245-73
Identification and Marking of Government Equipment	1852.245-74
Material inspection and receiving report	1852.246-72
Counterfeit Electronic Part Detection and Avoidance	1852.246-74

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 against any cost, price reduction, withholding, offset, penalty, demand, determination of unallowability or unallocability, or any other civil, criminal, or administrative liability, whether under regulation or contract, and shall reimburse for damages, if said liability is attributable to the Seller or its' subcontractors' failure to comply with the applicable contract clauses and provisions. The clauses listed above may require the submission of certifications and representations, which Seller shall furnish upon request.