

Apex Technology, Inc.'s Government Subcontract Rider

FAR/DFARS FLOW DOWN CLAUSES

I. Scope

These Federal Acquisition Regulation (“FAR”) and Department of Defense FAR Supplement (“DFARS”) Flow Down Clauses shall be applicable to all Purchase Orders (“PO(s)”) placed by Apex Technology, Inc. (hereinafter “Apex”), unless otherwise specified on the face of the PO.

II. Incorporation of FAR and DFARS Clauses:

When the products or services furnished under a PO are furnished in connection with a U.S. Government prime contract or subcontract, the following U.S. Federal Acquisition Regulation (“FAR”) and U.S. Department of Defense FAR Supplement (“DFARS”) clauses identified below shall also apply to the PO, as required by terms of the prime contract or by operation of law or regulation. Said FAR and DFARS clauses are incorporated into the PO by reference, with the same force and effect as if they were given in full text. The effective version of each FAR or DFARS clause shall be the same version as appears in Apex’s prime contract, or higher-tier subcontract under which the PO is issued.

In the event there is no such equivalent clause in Apex’s prime contract or higher-tier subcontract, the date shall be the regulatory date in effect as of the date of the PO. The applicability and interpretation of each clause are subject to any specific parenthetical statement following its title. In the event of a conflict between these FAR or DFARS provisions and the terms of the main body of the PO, the terms in the main body of the PO shall control.

Seller agrees to negotiate in good faith with Apex to amend and incorporate into the PO any additional clauses as Apex may deem necessary in order to comply with the clauses of its prime contract, subcontract, or higher tier subcontract. If any such amendment causes an increase or decrease in the cost of, or the time required for, performance of any part of the PO, an equitable adjustment shall be made by Apex pursuant to the “Changes” clause of the governing terms and conditions.

III. Certifications and Representations:

Seller acknowledges that Apex will rely upon Seller’s certifications and representations, including representations as to business size and socio-economic status as applicable, contained in these clauses, any written offer, proposal or quote, or company profile submission, which results in award of a contract to Apex. By entering into such contract, Apex republishes the certifications and representations submitted with its written offer, including company profile information, and oral offers/quoting made at the request of Apex,

and Apex makes those certifications and representations set forth below. The Seller shall immediately notify Apex of any change of status regarding any certification or representation.

IV. Interpretation Notes:

In all FAR and DFARS clauses listed below, the terms “Government”, “Contractor”, and “Contracting Officer” shall be revised to suitably identify Apex and Seller and affect the proper intent of the clause, except where further clarified or modified in the parenthetical that follows each clause. Notwithstanding the foregoing, nothing herein shall be construed to mean that Apex may modify or limit any rights the United States Government may have as set forth in the FAR and DFARS clauses below. Nor shall anything herein be construed to provide Seller with rights that only the United States Government has the authority to grant or perform, such as in FAR 52.227-1 and FAR 52.227-2. All Seller contact with the prime contract or any higher-tier subcontractor relating to this PO shall be through or coordinated with Apex.

V. Inapplicability of Clauses:

To the extent that any clause included in this Rider is inapplicable to the performance required under the PO, the parties shall consider such clauses to be self-deleting and shall not impose any obligations upon the Seller.

VI. FAR:

Number	Title	Effective Date
52.202-1	Definitions	June 2020
52.203-3	Gratuities	April 1984
52.203-5	Covenant Against Contingent Fees	May 2014
52.203-6	Restrictions on Subcontractor Sales to the Government	June 2020
52.207-7	Anti-Kickback Procedures	June 2020
52.203-8	Cancellation, Rescission, and Recovery of Funds for Illegal or Improper Activity	May 2014
52.203-10	Price or Fee Adjustment for Illegal or Improper Activity	May 2014
52.203-12	Limitation on Payments to Influence Certain Federal Transactions	June 2020
52.203-13	Contractor Code of Business Ethics and Conduct	November 2021
52.203-15	Whistleblower Protections Under the American recovery and Investment Act	June 2010
52.203-19	Prohibition on Requiring Certain Internal Confidentiality Agreements or Statements	January 2017
52.204-2	Security Requirements	March 2021
52.204-10	Reporting Executive Compensation and First-Tier Subcontract Awards	June 2020

52.204-13	System for Award Management Maintenance	October 2018
52.204-18	Commercial and Government Entity Code Maintenance	August 2020
52.204-19	Incorporation by Reference and Representations and Certifications	December 2014
52.204-21	Basic Safeguarding of Covered Contractor Information Systems	November 2021
52.204-23	Prohibition on Contracting for Hardware, Software, and Services Developed or Provided by Kaperskey Lab Covered Entities	December 2023
52.204-25	Prohibition on Contracting for Certain Telecommunications and Video Surveillance Services or Equipment	November 2021
52.204-27	Prohibition on ByteDance Covered Application	June 2023
52.209-6	Protecting the Government's Interest When Subcontracting with Contractors Debarred, Suspended, or Proposed for Debarment	November 2021
52.209-10	Prohibition on Contracting with Inverted domestic Corporations	November 2015
52.210-01	Market Research	November 2021
52.212-04	Contract Terms and Conditions – Commercial Products and Commercial Services	November 2021
52.212-05	Contract Terms and Conditions Required to Implement. Statutes or Executive Orders-Commercial Products and Commercial Services	March 2025
52.215-02	Audit and Records Negotiation	June 2020
52.215-08	Order of Precedence – Uniform Contract Format	October 1997
52.217-09	Option to Extend the Term of the Contract	March 2000
52.219-04	Notice of Price Evaluation Preference for HUBZone Small Business Concerns	October 2022
52.219-06	Notice of Total Small Business Set-Aside	November 2020
52.219-08	Utilization of Small Business Concerns	February 2024
52.219-14	Limitations on Subcontracting	October 2022
52.219-28	Post-Award Small Business Program Representation	February 2024
52.219-33	Nonmanufacturer Rule	September 2021
52.222-3	Convict Labor	June 2003
52.222-21	Prohibition of Segregated Facilities	April 2015
52.222-26	Equal Opportunity	September 2016
52.222-35	Equal Opportunity for Veterans	June 2020
52.222-36	Equal Opportunity for Workers with Disabilities	June 2020
52.222-37	Employment Reports for Veterans	June 2020
52.222-40	Notification of Employee Rights Under the National Labor Relations Act	December 2010
52.222-50	Combatting Trafficking in Persons	November 2021

52.222-54	Employment Eligibility Verification	May 2022
52.223-23	Sustainable Products and Services	May 2024
52.225-13	Restrictions of Certain Foreign Purchases	February 2021
52.226-7	Drug-free Workplace	May 2024
52.226-8	Encouraging Contractor Policies to Ban Text Messaging While Driving	May 2024
52.227-11	Patent Rights-Ownership by the Contractor	May 2014
52.229-3	Federal, State, and Local Taxes	February 2013
52.232-8	Discounts for Prompt Payment	February 2002
52.232-17	Interest	May 2014
52.232-23	Assignment of Claims	May 2014
52.232-32	Performance-Based Payments	April 2012
52.232-33	Payment by Electronic Funds Transfer-System for Award Management	October 2018
52.232-39	Unenforceability of Unauthorized Obligations	June 2013
52.232-40	Providing Accelerated Payments to Small Business Subcontractors	March 2023
52.233-1	Disputes	May 2014
52.233-3	Protest after Award	August 1996
52.233-4	Applicable Law for Breach of Contract Claim	October 2004
52.242-13	Bankruptcy	July 1995
52.242-15	Stop-Work Order	August 1989
52.243-1	Changes Fixed-Price	August 1987
52.243-1	Changes Fixed-Price (Alternate I)	August 1987
52.244-6	Subcontracts for Commercial Products and Commercial Services	November 2024
52.246-25	Limitation of Liability-Services	February 1997
52.249-2	Termination for Convenience of the Government (Fixed-Price)	April 2012
52.249-4	Termination of Convenience of the Government (Services)(Short Form)	April 1984
52.249-8	Default (Fixed-Price Supply and Service)	April 1984
52.252-2	Clauses Incorporated by Reference	February 1998
52.252-4	Alterations in Contract	April 1984
52.252-6	Authorized Deviations in Clauses	November 2020

VII. DFARS

Number	Title	Effective Date
252.203-7000	Requirements Relating to Compensation of Former DOD Officials	September 2011

252.203-7001	Prohibition on Persons Convicted of Fraud or Other Defense-Contract-Related Felonies	January 2023
252.203-7002	Requirement to Inform Employees of Whistleblower Rights	December 2022
252.203-7003	Agency Office of the Inspector General	August 2019
252.203-7004	Display of Hotline Posters	January 2023
252.204-7000	Disclosure of Information	October 2016
252.204-7003	Control of Government Personnel Work Product	April 1992
252.204-7006	Billing Instructions	October 2005
252.204-7012	Safeguarding Covered Defense Information and Cyber Incident Reporting	May 2024
252.204-7015	Notice of Authorized Disclosure of Information to Litigation Support	May 2016
252.204-7018	Prohibition on the Acquisition of Covered Defense Telecommunications Equipment or Services	January 2023
252.204-7020	Nist SP 800-171 DoD Assessment Requirements	November 2023
252.205-7000	Provision of Information to Cooperative Agreement Holders	October 2024
252.209-7004	Subcontracting with Firms that are Owned or Controlled by the Government of a Country that is a State Sponsor of Terrorism	May 2019
252.222-7006	Restrictions on the Use of Mandatory Arbitration Agreements	January 2023
252.223-7008	Prohibition of Hexavalent Chromium	June 2013
252.223-7999	Ensuring Adequate Covid-19 Safety Protocols for Federal Contractors (Deviation 2021-O0009)	October 2021
252.225-7001	Buy American and Balance of Payments Program - Basic	June 2022
252.225-7002	Qualifying Country Sources as Subcontractors	March 2022
252.225-7004	Report of Intended Performance Outside the United States and Canada – Submission after Award	July 2024
252.225-7012	Preference for Certain Domestic Commodities	April 2022
252.225-7048	Export-Controlled Items	January 2013
252.225-7056	Prohibition Regarding Business Operations with the Maduro Regime	January 2023
252.225-7058	Postaward Disclosure of Employment of Individuals Who Work in the People's Republic of China	January 2023
252.226-7001	Utilization of Indian Organizations, Indian-Owned Economic Enterprises, and Native Hawaiian Small Business Concerns	January 2023
252.226-7003	Drug-Free Work Force	August 2024
252.227-7016	Rights in Bid or Proposal Information	January 2011

252.227-7018	Rights in Other Than Technical Data and Computer Software – Small Business Innovation Research (SBIR) Program and Deviation 2020-O0007	July 2023 and November 2023
252.227-7019	Validation of Asserted Restrictions – Computer Software	September 2016
252.227-7025	Limitations on the Use or Disclosure of Government Furnished Information Marked with Restrictive Legends	May 2013
252.227-7030	Technical Data – Withholding of Payment	March 2000
252.227-7037	Validation of Restrictive Markings on Technical Data	April 2022
252.227-7039	Patents – Reporting of Subject Inventions	April 1990
252.232-7003	Electronic Submission of Payment Requests and Receiving Reports	December 2028
252.232-7007	Limitations of Government's Obligations	April 2014
252.232-7010	Levies on Contract Payments	December 2006
252.232-7017	Accelerating Payments to Small Business Subcontractors Prohibition on Fees and Consideration	April 2020
252.235-7010	Acknowledgment of Support and Disclaimer	May 1995
252.235-7011	Final Scientific or Technical Report	December 2019
252.237-7010	Prohibition on Interrogation of Detainees by Contractor Personnel	January 2023
252.243-7001	Pricing of Contract Modifications	December 1991
252.243-7002	Requests for Equitable Adjustment	December 2022
252.244-7000	Subcontracts for Commercial Products or Commercial Services	November 2023