

FLOW DOWN PROVISIONS For Subcontract and Purchase Orders

OCEANETICS, INC

GOVERNMENT SUBCONTRACT

This Contract is entered into by OCEANETICS and SELLER in support of a U.S. Government Contract.

As used in the clauses referenced below and otherwise in this Contract:

1. "Commercial Item" means a commercial item as defined in FAR 2.101 or DFARS 202.101.
2. "Contract" means this Contract.
3. "Contractor" means SELLER, acting as the immediate (first-tier) subcontractor to OCEANETICS.
4. "Prime Contract" means the contract between OCEANETICS and the U.S. Government or between OCEANETICS and its higher-tier contractor in support of a contract with the U.S. Government.
5. "Subcontract" means any contract placed by SELLER or lower-tier subcontractors under this Contract. In all clauses listed herein, the terms "Government," "Contracting Officer" and "Contractor" shall be revised to suitably identify the contracting parties herein and affect the proper intent of the clause or provision except where further clarified or modified below. However, the words "Government" and "Contracting Officer" do not change when 1) a right, act, authorization or obligation can be granted or performed only by the Government or prime contract Contracting Officer or duly authorized representative and/or when 2) title to property is to be transferred directly to the Government.
6. If any of the following clauses do not apply to this Subcontract/Purchase Order, as defined in the respective FAR, DFARS provision, such clauses are considered to be self-deleting. Seller shall incorporate, and require that each lower tier contractor supporting this Purchase Order incorporate, all applicable regulations in accordance with the flow down requirements specified in such clauses.

AMENDMENTS REQUIRED BY PRIME CONTRACT

SELLER shall, at the request of OCEANETICS, accept amendments to this Contract to incorporate additional clauses and provisions herein or to change clauses and provisions hereof, as OCEANETICS may reasonably deem necessary in order to comply with the clauses and provisions of the applicable Prime Contract or with the clauses and provisions of amendments to such Prime Contract. If any such amendment to this Contract causes an increase or decrease in the price of, or the time required for, performance of any part of the Work under this Contract, an equitable adjustment shall be made pursuant to the "Contract Direction/Changes" clause of this Contract.

PRESERVATION OF THE GOVERNMENT'S RIGHTS

If OCEANETICS furnishes designs, drawings, special tooling, equipment, engineering data or other technical or proprietary information (Furnished Items) to which the U.S. Government owns or has the right to authorize the use of, nothing herein shall be construed to mean that OCEANETICS, acting on its own behalf, may modify or limit any rights the Government may have to authorize the SELLER's use of such Furnished Items in support of other U.S. Government prime contracts.

FAR FLOWDOWN CLAUSES

In accordance with FAR 52.252-1 and 52.252-2, the following clauses and provisions are incorporated by reference with the same force and effect as if they were given in full text and apply to this Contract as defined by the respective FAR clause or provision.

252.203-7001	Prohibition On Persons Convicted of Fraud or Other Defense- Contract-Related Felonies	JAN 2023
252.203-7002	Requirement to Inform Employees of Whistleblower Rights	DEC 2022
252.203-7004	DISPLAY OF HOTLINE POSTERS	AUG 2019
252.203-7005	Representation Relating to Compensation of Former DoD Officials	SEP 2022
252.204-7000	Disclosure Of Information	OCT 2016
252.204-7004	Antiterrorism Awareness Training for Contractors	JAN 2023
252.204-7008	Compliance with Safeguarding Covered Defense Information Controls	OCT 2016
252.204-7009	Limitations on the Use or Disclosure of Third-Party Contractor Reported Cyber Incident Information	OCT 2016
252.204-7012	Safeguarding Covered Defense Information and Cyber Incident Reporting	JAN 2023
252.204-7014	Limitations on the Use or Disclosure of Information for Litigation Support	JAN 2023
252.204-7015	Notice of Authorized Disclosure of Information for Litigation Support	JAN 2023
252.204-7016	Covered Defense Telecommunications Equipment or Services--Representation	DEC 2019
252.204-7017	Prohibition on the Acquisition of Covered Defense Telecommunications Equipment or Services -- Representation	MAY 2021

252.204-7018	Prohibition on the Acquisition of Covered Defense Telecommunications Equipment or Services	JAN 2023
252.204-7019	Notice of NIST SP 800-171 DoD Assessment Requirements	MAR 2022
252.204-7020	NIST SP 800-171DoD Assessment Requirements	JAN 2023
252.208-7000	Intent to Furnish Precious Metals as Government -- Furnished Material	DEC 1991
252.211-7003	Item Unique Identification and Valuation	JAN 2023
252.219-7003	Small Business Subcontracting Plan (DOD Contracts) Basic	MAR 2016
252.222-7000	RESTRICTIONS ON EMPLOYMENT OF PERSONNEL	MAR 2000
252.222-7000	Restriction On Employment Of Personnel	MAR 2000
252.223-7006	Prohibition On Storage, Treatment, and Disposal of Toxic or Hazardous Materials	SEP 2014
252.223-7008	Prohibition of Hexavalent Chromium	JAN 2023
252.223-7999 (Dev)	Ensuring Adequate COVID-19 Safety Protocols for Federal Contractors (Deviation 2021-O0009)	OCT 2021
252.225-7001	Buy American And Balance Of Payments Program-- Basic	JAN 2023
252.225-7001 Alt 1	Buy American And Balance Of Payments Program-- Alt 1	DEC 2017
252.225-7009	Restriction on Acquisition of Certain Articles Containing Specialty Metals	OCT 2014
252.225-7012	Preference For Certain Domestic Commodities	APR 2022
252.225-7013	Duty-Free Entry	MAY 2016
252.225-7015	Restriction on Acquisition of Hand or Measuring Tools	JUN 2005
252.225-7016	Restriction on Acquisition of Ball and Roller Bearings	JUN 2011
252.225-7021	Trade Agreements--Basic	SEP 2019
252.225-7025	Restriction on Acquisition of Forgings	DEC 2009
252.225-7030	Restriction on Acquisition of Carbon, Alloy, and Armor Steel Plate	DEC 2006
252.225-7038	Restriction on Acquisition of Air Circuit Breakers	JUN 2005
252.225-7043	Antiterrorism/Force Protection Policy for Defense Contractors Outside the United States	JUN 2015
252.225-7048	Export-Controlled Items	JUN 2013
252.225-7052	Restriction on the Acquisition of Certain Magnets, Tantalum and Tungsten	OCT 2020
252.225-7056	Prohibition Regarding Business Operations with the Maduro Regime	JAN 2023
252.225-7058	Post-Award Disclosure of Employment of Individuals Who Work in the People's Republic of China	JAN 2023
252.225-7060	Prohibition on Certain Procurements from the Xinjiang Uyghur Autonomous Region	JUN 2023
252.225-7972 (Dev)	Prohibition on the Procurement of Foreign-Made Unmanned Aircraft Systems	MAY 2020
252.225-7993	Prohibition on Providing Funds to the Enemy	SEP 2015
252.225-7995	Contractor Personnel Performing in the United States Central Command Area	JAN 2015
252.226-7001	Utilization of Indian Organizations and Indian-Owned Economic Enterprises, and Native Hawaiian Small Business Concerns	JAN 2023
252.227-7013	Rights in Technical Data--Noncommercial Items	MAR 2023
252.227-7014	Rights in Noncommercial Computer Software and Noncommercial Computer	MAR 2023
252.227-7015	Technical Data--Commercial Items	MAR 2023
252.227-7016	Rights in Bid or Proposal Information	JAN 2011
252.227-7019	Validation of Asserted Restrictions--Computer Software	JAN 2023
252.227-7025	Limitations on the Use or Disclosure of Government- Furnished Information Marked with Restrictive Legends	JAN 2023
252.227-7027	Deferred Ordering of Technical Data or Computer Software	APR 1988
252.227-7028	Technical Data or Computer Software Previously Delivered to the Government	JUN 1995
252.227-7030	Technical Data--Withholding of Payment	MAR 2000

252.227-7033	Rights in Shop Drawings	APR 1966
252.227-7037	Validation of Restrictive Markings on Technical Data	JAN 2023
252.227-7038	Patent Rights--Ownership by the Contractor (Large Business)	JUN 2012
252.232-7017	Accelerating Payments to Small Business Subcontractors--Prohibition on Fees and Consideration	APR 2020
252.237-7010	Prohibition on Interrogation of Detainees by Contractor Personnel	JAN 2023
252.239-7010	Cloud Computing Services	JAN 2023
252.244-7000	Subcontracts for Commercial Products or Commercial Services	JAN 2023
252.245-7004	Reporting, Reutilization, and Disposal	DEC 2017
252.245-7005	Management and Reporting of Government Property	JAN 2024
252.246-7003	Notification of Potential Safety Issues	JUN 2013
252.246-7008	Sources of Electronic Parts	OCT 2016
252.247-7023	Transportation of Supplies by Sea	JAN 2023
52.202-1	Definitions	JUN 2020
52.203-11	Certification and Disclosure Regarding Payments to Influence Certain Federal Transactions	SEP 2007
52.203-12	Limitation On Payments To Influence Certain Federal Transactions	JUN 2020
52.203-13	Contractor Code of Business Ethics and Conduct	NOV 2021
52.203-14	Display of Hotline Posters	OCT 2015
52.203-15	Whistleblower Protections Under the American Recovery and Reinvestment Act of 2009	JUN 2010
52.203-16	Preventing Personal Conflicts of Interest	JUN 2020
52.203-17	Contractor Employee Whistleblower Rights and Requirement To Inform Employees of Whistleblower Rights	JUN 2020
52.203-19	Prohibition on Requiring Certain Internal Confidentiality Agreements or Statements	JAN 2017
52.203-3	Gratuities	APR 1984
52.203-6	Restrictions on Subcontractor Sales To The Government	JUN 2020
52.203-7	Anti-Kickback Procedures	JUN 2020
52.204-10	Reporting Executive Compensation and First-Tier Subcontract Awards	JUN 2020
52.204-2	Security Requirements	MAR 2021
52.204-21	Basic Safeguarding of Covered Contractor Information Systems	NOV 2021
52.204-23	Prohibition on Contracting for Hardware, Software, and Services Developed or Provided by Kaspersky Lab and Other Covered Entities	NOV 2021
52.204-24	Representation Regarding Certain Telecommunications and Video Surveillance Services or Equipment	NOV 2021
52.204-25	Prohibition on Contracting for Certain Telecommunications and Video Surveillance Services or Equipment	NOV 2021
52.204-26	Covered Telecommunications Equipment or Services--Representation	OCT 2020
52.204-27	Prohibition on a ByteDance Covered Application	JUN 2023
52.204-9	Personal Identity Verification of Contractor Personnel	MAY 2014
52.208-8	Required Sources for Helium and Helium Usage Data	AUG 2018
52.209-11	Representation by Corporations Regarding Delinquent Tax Liability or a Felony Conviction under any Federal Law	FEB 2016
52.209-3	First Article Approval-Contractor Testing	SEP 1989
52.209-5	Certification Regarding Responsibility Matters	AUG 2020
52.209-6	Protecting the Government's Interest When Subcontracting With Contractors Debarred, Suspended, or Proposed for Debarment	NOV 2021
52.211-15	Defense Priority and Allocation Requirements	APR 2008
52.211-5	Material Requirements	AUG 2000
52.213-4	Terms and Conditions-Simplified Acquisitions (Other Than Commercial Products and Commercial Services)	DEC 2022

52.214-26	Audit and Records - Sealed Bidding (+Alt. I)	JUN 2020
52.214-28	Subcontractor Certified Cost or Pricing Data--Modifications--Sealed Bidding	JUN 2020
52.215-10	Price Reduction for Defective Certified Cost or Pricing Data	AUG 2011
52.215-11	Price Reduction for Defective Certified Cost or Pricing Data—Modifications	JUN 2020
52.215-12	Subcontractor Certified Cost or Pricing Data	JUN 2020
52.215-12 (DEV)	Subcontractor Certified Cost or Pricing Data (Deviation 2018-O0015)	JUN 2020
52.215-13	Subcontractor Certified Cost or Pricing Data--Modifications	JUN 2020
52.215-13 (DEV)	Subcontractor Certified Cost or Pricing Data--Modifications (Deviation 2018-O0015)	JUL 2018
52.215-14	Integrity of Unit Prices	NOV 2021
52.215-15	Pension Adjustments and Asset Reversions	OCT 2010
52.215-18	Reversion or Adjustment of Plans for Postretirement Benefits (PRB) Other than Pensions	JUL 2005
52.215-19	Notification of Ownership Changes	OCT 1997
52.215-2	Audit and Records--Negotiation	JUN 2020
52.215-21	Requirements for Certified Cost or Pricing Data and Data Other Than Certified Cost or Pricing Data – Modifications	NOV 2021
52.215-23	Limitations on Pass-Through Charges	JUN 2020
52.216-5	Price Redetermination--Prospective	OCT 1997
52.216-6	Price Redetermination--Retroactive	OCT 1997
52.219-8	Utilization of Small Business Concern	OCT 2022
52.222-1	Notice To The Government Of Labor Disputes	FEB 1997
52.222-10	Compliance with Copeland Act Requirements	FEB 1988
52.222-11	Subcontracts (Labor Standards)	MAY 2014
52.222-12	Contract Termination-Debarment	MAY 2014
52.222-14	Disputes Concerning Labor Standards	FEB 1988
52.222-19	Child Labor--Cooperation with Authorities and Remedies	DEC 2022
52.222-19 (DEV)	Child Labor--Cooperation with Authorities and Remedies (DEV 2020-O0019)	JUL 2020
52.222-2	Payment For Overtime Premiums	JUL 1990
52.222-20	Contracts for Materials, Supplies, Articles, and Equipment	JUN 2020
52.222-21	Prohibition Of Segregated Facilities	APR 2015
52.222-25	Affirmative Action Compliance	APR 1984
52.222-26	Equal Opportunity	SEP 2016
52.222-27	Affirmative Action Compliance Requirements for Construction	APR 2015
52.222-34	Project Labor Agreement (+Alt.I)	MAY 2015
52.222-35	Equal Opportunity for Veterans	JUN 2020
52.222-36	Equal Opportunity for Workers with Disabilities	JUN 2020
52.222-37	Employment Reports on Veterans	JUN 2020
52.222-4	Contract Work Hours and Safety Standards – Overtime Compensation	MAY 2018
52.222-40	Notification of Employee Rights Under the National Labor Relations Act	DEC 2010
52.222-41	Service Contract Labor Standards	AUG 2018
52.222-50	Combating Trafficking in Persons	NOV 2021
52.222-51	Exemption from Application of the Service Contract Labor Standards to Contracts for Maintenance, Calibration, or Repair of Certain Equipment-Requirements	MAY 2014
52.222-53	Exemption from Application of the Service Contract Labor Standards to Contracts for Certain Services-Requirements	MAY 2014
52.222-54	Employment Eligibility Verification	MAY 2022

52.222-55	Minimum Wages for Contractor Workers under Executive Order 14026	JAN 2022
52.222-6	Construction Wage Rate Requirements	AUG 2018
52.222-62	Paid Sick Leave Under Executive Order 13706	JAN 2022
52.222-7	Withholding of Funds	MAY 2014
52.222-8	Payrolls and Basic Records	JUL 2021
52.222-9	Apprentices and Trainees	JUL 2005
52.223-11	Ozone Depleting Substances and High Global Warming Potential Hydrofluorocarbons	JUN 2016
52.223-12	Maintenance, Service, Repair, or Disposal of Refrigeration Equipment and Air Conditioners	JUN 2016
52.223-18	Encouraging Contractor Policies To Ban Text Messaging While Driving	JUN 2020
52.223-20	Aerosols	JUN 2016
52.223-21	Foams	JUN 2016
52.223-3	Hazardous Material Identification And Material Safety Data	FEB 2021
52.223-7	Notice of Radioactive Materials	JAN 1997
52.224-1	Privacy Act Notification	APR 1984
52.224-2	Privacy Act	APR 1984
52.224-3	Privacy Training	JAN 2017
52.225-1	Buy American--Supplies	OCT 2022
52.225-13	Restrictions on Certain Foreign Purchases	FEB 2021
52.225-14	Inconsistency Between English Version and Translation of Contract	FEB 2000
52.225-19	Contractor Personnel in a Designated Operational Area or Supporting a Diplomatic or Consular Mission Outside the United States	MAY 2020
52.225-25	Prohibition on Contracting with Entities Engaging in Certain Activities or Transactions Relating to Iran	OCT 2015
52.225-26	Contractors Performing Private Security Functions Outside the United States	OCT 2016
52.225-3	Buy American-Free Trade Agreement-Israeli Trade Act	May 2014
52.225-5	Trade Agreements	OCT 2019
52.225-8	Duty-Free Entry	OCT 2010
52.225-9	Buy American--Construction Materials	MAY 2014
52.226-6	Promoting Excess Food Donation to Nonprofit Organizations	JUN 2020
52.227-1	Authorization and Consent	JUN 2020
52.227-10	Filing Of Patent Applications--Classified Subject Matter	DEC 2007
52.227-11	Patent Rights--Ownership By The Contractor	MAY 2014
52.227-13	Patent Rights--Ownership By The Government	DEC 2007
52.227-14	Rights in Data--General	MAY 2014
52.227-17	Rights in Data--Special Works	DEC 2007
52.227-18	Rights in Data--Existing Works	DEC 2007
52.227-19	Commercial Computer Software License	DEC 2007
52.227-2	Notice And Assistance Regarding Patent And Copyright Infringement	JUN 2020
52.227-21	Technical Data Declaration, Revision, and Withholding of Payment-Major Systems	MAY 2014
52.227-22	Major System--Minimum Rights	JUN 1987
52.227-23	Rights to Proposal Data (Technical)	JUN 1987
52.227-3	Patent Indemnity	APR 1984
52.227-4	Patent Indemnity--Construction Contracts	DEC 2007
52.227-9	Refund of Royalties	APR 1984
52.228-3	Worker's Compensation Insurance (Defense Base Act)	JUL 2017
52.228-4	Worker's Compensation and War-Hazard Insurance Overseas	APR 1984

52.228-5	Insurance - Work On A Government Installation	JAN 1997
52.229.10	State of New Mexico Gross Receipts and Compensating Tax	APR 2003
52.229-12	Tax on Certain Foreign Procurements	FEB 2021
52.229-13	Taxes-Foreign Contracts in Afghanistan	NOV 2021
52.229-14	Taxes-Foreign Contracts in Afghanistan (NATO Status of Forces Agreement)	NOV 2021
52.229-2	North Carolina State and Local Sales and Use Tax	APR 1984
52.229-3	Federal, State And Local Taxes	FEB 2013
52.229-4	Federal, State And Local Taxes (State and Local Adjustments)	FEB 2013
52.229-6	Taxes--Foreign Fixed Price Contracts	FEB 2013
52.229-7	Taxes--Fixed-Price Contracts with Foreign Governments	FEB 2013
52.229-8	Taxes--Foreign Cost-Reimbursement Contracts	FEB 2013
52.229-9	Taxes--Cost Reimbursement Contracts with Foreign Governments	MAR 1990
52.230-2	Cost Accounting Standards	JUN 2020
52.230-3	Disclosure and Consistency of Cost Accounting Practices	JUN 2020
52.230-4	Disclosure and Consistency of Cost Accounting Practices--Foreign Concerns	JUN 2020
52.230-5	Cost Accounting Standards--Educational Institution	JUN 2020
52.230-6	Administration of Cost Accounting Standards	JUN 2010
52.232-27	Prompt Payment for Construction Contracts	JAN 2017
52.232-39	Unenforceability of Unauthorized Obligations	JUN 2013
52.232-40	Providing Accelerated Payments to Small Business Subcontractors	MAR 2023
52.234-1	Industrial Resources Developed Under Title III, Defense Production Act	SEP 2016
52.236-12	Cleaning Up	APR 1984
52.236-13	Accident Prevention	NOV 1991
52.237-2	Protection Of Government Buildings, Equipment, And Vegetation	APR 1984
52.237-7	Indemnification and Medical Liability Insurance	JAN 1997
52.242-13	Bankruptcy	JUL 1995
52.243-1	Alt I Changes Fixed Price	AUG 1987
52.243-2	Alt I Changes--Cost-Reimbursement	AUG 1987
52.244-5	Competition In Subcontracting	DEC 1996
52.244-6	Subcontracts for Commercial Products and Commercial Services	JUN 2023
52.245-1	Government Property	SEP 2021
52.245-2	Government Property Installation Operation Services	APR 2012
52.245-9	Use And Charges	APR 2012
52.246-11	HIGHER-LEVEL CONTRACT QUALITY REQUIREMENT	DEC 2014
52.246-26	Reporting Nonconforming Items	NOV 2021
52.247-63	Preference For U.S. Flag Air Carriers	JUN 2003
52.247-64	Preference for Privately Owned U.S.-Flag Commercial Vessels	NOV 2021
52.248-1	Value Engineering	JUN 2020
52.249-1	Termination for Convenience of the Government (Fixed Price)(Short Form)	APR 1984
52.249-10	Default (Fixed-Price Construction)	APR 1984
52.249-2	Termination For Convenience Of The Government (Fixed- Price)	APR 2012
52.249-3	Termination for Convenience of the Government (Dismantling, Demolition, or Removal of Improvements)	APR 2012
52.249-4	Termination for Convenience of the Government (Services) (Short Form)	APR 1984
52.249-6	Termination (Cost Reimbursement)	MAY 2004
52.249-8	Default (Fixed-Price Supply & Service)	APR 1984