

**PURCHASE TERMS AND CONDITIONS, SUPPLEMENT 1 –
U.S. GOVERNMENT CONTRACT FLOWDOWNS**

PART I. FLOWDOWNS

Seller covenants that it shall comply with each of the U.S. Federal Acquisition Regulation (including U.S. Government agency Federal Acquisition Regulation Supplements) (collectively, “FAR”) clauses cited below (each, a “Clause”), wherever any Clause is applicable by its terms.

For purposes of this Agreement, (i) the term “Contractor” as used in any Clause shall instead mean “Seller,” (ii) the term “Contracting Officer” shall mean “Rapiscan,” (iii) the term “Contract” shall mean this Agreement, and (iv) the term “Government” shall mean “Rapiscan or the U.S. Government.” Notwithstanding the foregoing, the terms “Government” and “Contracting Officer” shall not change whenever, pursuant to applicable law, a right, act, authorization or obligation can be granted or performed only by the U.S. Government or its duly authorized representative. In addition, whenever any Clause includes or incorporates provisions regarding the resolution of disputes, the dispute shall be governed by the “Law and Venue” and “Attorney’s Fees” provisions of Rapiscan’s Purchase Terms and Conditions, rather than the U.S. Government’s provisions regarding the resolution of disputes.

Except as stated in the preceding paragraph, in the event of any direct conflict or inconsistency between any applicable Clause and Rapiscan’s Purchase Terms and Conditions, the Clause shall take precedence.

If Seller is contracting with a Rapiscan affiliate (e.g., American Science & Engineering, S2 Global), the term “Rapiscan” as used in the previous two paragraphs and elsewhere in this document shall instead mean the affiliate with whom Seller is contracting.

For purposes of this Agreement, (i) the term “Small Business Concern” means a business, including its affiliates, that is independently owned and operated, not dominant in the field of operation in which it is bidding on U.S. Government contracts, and qualifies as a small business under the criteria and size standards set forth in Section 13 of the U.S. Code of Federal Regulations part 121 (13 CFR part 121) and (ii) the term “Foreign Business” means a business that is legally organized/formed outside of the United States of America and which is not registered to conduct business operations within any State of the United States of America.

The full text of each FAR clause is available at www.acquisition.gov/far/. The full text of each Defense Federal Acquisition Regulation Supplement (“DFARS”) clause is available at <http://www.dcaa.mil/dfars.html>. The full text of each Homeland Security Acquisition Regulation (“HSAR”) clause is available at <http://farsite.hill.af.mil/vfhsara.htm>. The full text of each Department of Energy Acquisition Regulation (“DEAR”) clause is available at <http://farsite.hill.af.mil/vfdoea.htm>.

FAR Clauses Applicable to All Agreements

52.203-3	GRATUITIES (APR 1984)
52.203-15	WHISTLEBLOWER PROTECTIONS UNDER THE AMERICAN RECOVERY AND REINVESTMENT ACT OF 2009 (JUN 2010)
52.203-19	PROHIBITION ON REQUIRING CERTAIN INTERNAL CONFIDENTIALITY AGREEMENTS OR STATEMENTS (JAN 2017)
52.204-2	SECURITY REQUIREMENTS (AUG 1996)
52.204-9	PERSONAL IDENTITY VERIFICATION OF CONTRACTOR PERSONNEL (JAN 2011)
52.204-18	COMMERCIAL AND GOVERNMENT ENTITY CODE MAINTENANCE (AUG 2020)
52.204-21	BASIC SAFEGUARDING OF COVERED CONTRACTOR INFORMATION SYSTEMS (JUN 2016)
52.204-23	PROHIBITION ON CONTRACTING FOR HARDWARE, SOFTWARE, AND SERVICES DEVELOPED OR PROVIDED BY KASPERSKY LAB AND OTHER COVERED ENTITIES (JUL 2018)
52.204-25	PROHIBITION ON CONTRACTING FOR CERTAIN TELECOMMUNICATIONS AND VIDEO SURVEILLANCE SERVICES OR EQUIPMENT (AUG 2020)
52.211-5	MATERIAL REQUIREMENTS (AUG 2000)
52.211-15	DEFENSE PRIORITY AND ALLOCATION REQUIREMENT (APR 2008)
52.215-10	PRICE REDUCTION FOR DEFECTIVE COST OR PRICING DATA (AUG 2011)
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)
52.219-8	UTILIZATION OF SMALL BUSINESS CONCERNS (OCT 2018) (Note: this Clause is not applicable to Foreign Businesses.)
52.222-4	CONTRACT WORK HOURS AND SAFETY STANDARDS – OVERTIME COMPENSATION (MAY 2018)
52.222-21	PROHIBITION OF SEGREGATED FACILITIES (APR 2015)
52.222-26	EQUAL OPPORTUNITY (SEP 2016) (Note: this Clause is not applicable to Foreign Businesses.)
52.222-50	COMBATING TRAFFICKING IN PERSONS (OCT 2020)
52.222-55	MINIMUM WAGES UNDER EXECUTIVE ORDER 13658 (NOV 2020) (Note: this Clause is not applicable to Foreign Businesses.)
52.222-62	PAID SICK LEAVE UNDER EXECUTIVE ORDER 13706 (JAN 2017)
52.223-7	NOTICE OF RADIOACTIVE MATERIALS (JAN 1997)
52.223-15	ENERGY EFFICIENCY IN ENERGY-CONSUMING PRODUCTS (MAY 2020)

52.224-3	PRIVACY TRAINING (JAN 2017)
52.225-13	RESTRICTIONS ON CERTAIN FOREIGN PURCHASES (FEB 2021)
52.225-19	CONTRACTOR PERSONNEL IN A DESIGNATED OPERATIONAL AREA OR SUPPORTING A DIPLOMATIC OR CONSULAR MISSION OUTSIDE THE UNITED STATES (MAY 2020)
52.225-26	CONTRACTORS PERFORMING PRIVATE SECURITY FUNCTIONS OUTSIDE THE UNITED STATES (OCT 2016)
52.227-9	REFUND OF ROYALTIES (APR 1984) (Note: this Clause is applicable if the price paid by Rapiscan to Seller under this Agreement includes certain amounts for "royalties", as defined in this Clause, and, prior to entering into the Agreement, Seller reported such amounts to Rapiscan in writing.)
52.228-3	WORKERS' COMPENSATION INSURANCE (DEFENSE BASE ACT) (JUL 2014)
52.228-4	WORKERS' COMPENSATION AND WAR-HAZARD INSURANCE OVERSEAS (APR 1984)
52.228-5	INSURANCE – WORK ON A GOVERNMENT INSTALLATION (JAN 1997)
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)
52.230-6	ADMINISTRATION OF COST ACCOUNTING STANDARDS (JUN 2010)
52.232-40	PROVIDING ACCELERATED PAYMENTS TO SMALL BUSINESS SUBCONTRACTORS (DEC 2013) (Note: this Clause is only applicable to Small Business Concerns.)
52.234-1	INDUSTRIAL RESOURCES DEVELOPED UNDER TITLE III, DEFENSE PRODUCTION ACT (SEP 2016)
52.236-13	ACCIDENT PREVENTION (NOV 1991)
52.237-2	PROTECTION OF GOVERNMENT BUILDINGS, EQUIPMENT, AND VEGETATION (APR 1984)
52.244-6	SUBCONTRACTS FOR COMMERCIAL ITEMS (NOV 2020)
52.245-1	GOVERNMENT PROPERTY (JAN 2017)
52.246-2	INSPECTION OF SUPPLIES – FIXED PRICE (AUG 1996)
52.246-3	INSPECTION OF SUPPLIES – COST-REIMBURSEMENT (MAY 2001)
52.246-4	INSPECTION OF SERVICES – FIXED PRICE (AUG 1996)
52.246-5	INSPECTION OF SERVICES – COST-REIMBURSEMENT (APR 1984)
52.246-6	INSPECTION – TIME-AND-MATERIAL AND LABOR-HOUR (MAY 2001)
52.246-7	INSPECTION OF RESEARCH AND DEVELOPMENT – FIXED-PRICE (AUG 1996)
52.246-8	INSPECTION OF RESEARCH AND DEVELOPMENT – COST-REIMBURSEMENT (MAY 2001)
52.246-9	INSPECTION OF RESEARCH AND DEVELOPMENT (SHORT FORM) (APR 1984)
52.247-63	PREFERENCE FOR U.S.-FLAG AIR CARRIERS (JUN 2003)
52.247-64	PREFERENCE FOR PRIVATELY OWNED U.S.-FLAG COMMERCIAL VESSELS (FEB 2006)

DFARS Clauses Applicable to All Agreements

252.203-7002	REQUIREMENT TO INFORM EMPLOYEES OF WHISTLEBLOWER RIGHTS (SEP 2013)
252.204-7000	DISCLOSURE OF INFORMATION (OCT 2016)
252.204-7004	LEVEL I ANTITERRORISM AWARENESS TRAINING FOR CONTRACTORS (FEB 2019)
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 (DEC 2019)
252.204-7015	NOTICE OF AUTHORIZED DISCLOSURE OF INFORMATION FOR LITIGATION SUPPORT (MAY 2016)
252.204-7018	PROHIBITION ON THE ACQUISITION OF COVERED DEFENSE TELECOMMUNICATIONS EQUIPMENT OR SERVICES (JAN 2021)
252.208-7000	INTENT TO FURNISH PRECIOUS METALS AS GOVERNMENT-FURNISHED MATERIAL (DEC 1991)
252.211-7003	ITEM UNIQUE IDENTIFICATION AND VALUATION (MAR 2016)
252.222-7000	RESTRICTIONS ON EMPLOYMENT OF PERSONNEL (MAR 2000)
252.222-7006	RESTRICTIONS ON THE USE OF MANDATORY ARBITRATION AGREEMENTS (DEC 2010)
252.223-7006	PROHIBITION ON STORAGE, TREATMENT, AND DISPOSAL OF TOXIC OR HAZARDOUS MATERIALS (SEP 2014)
252.223-7008	PROHIBITION OF HEXAVALENT CHROMIUM (JUN 2013)

252.225-7009	RESTRICTION ON ACQUISITION OF CERTAIN ARTICLES CONTAINING SPECIALTY METALS (DEC 2019) (Note: paragraphs (d) and (e)(1) of this Clause are not applicable.)
252.225-7013	DUTY-FREE ENTRY (APR 2020)
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)
252.225-7028	EXCLUSIONARY POLICIES AND PRACTICES OF FOREIGN GOVERNMENTS (APR 2003)
252.225-7040	CONTRACTOR PERSONNEL SUPPORTING U.S. ARMED FORCES DEPLOYED OUTSIDE THE UNITED STATES (OCT 2015)
252.225-7043	ANTITERRORISM/FORCE PROTECTION POLICY FOR DEFENSE CONTRACTORS OUTSIDE THE UNITED STATES (JUN 2015) (Note: this Clause is not applicable to Foreign Businesses.)
252.225-7048	EXPORT-CONTROLLED ITEMS (JUN 2013)
252.227-7013	RIGHTS IN TECHNICAL DATA – NONCOMMERCIAL ITEMS (FEB 2014)
252.227-7014	RIGHTS IN NONCOMMERCIAL COMPUTER SOFTWARE AND NONCOMMERCIAL COMPUTER SOFTWARE DOCUMENTATION (FEB 2014)
252.227-7015	TECHNICAL DATA – COMMERCIAL ITEMS (FEB 2014)
252.227-7016	RIGHTS IN BID OR PROPOSAL INFORMATION (JAN 2011)
252.227-7019	VALIDATION OF ASSERTED RESTRICTIONS – COMPUTER SOFTWARE (SEP 2016)
252.227-7033	RIGHTS IN SHOP DRAWINGS (APR 1966)
252.227-7037	VALIDATION OF RESTRICTIVE MARKINGS ON TECHNICAL DATA (SEP 2016)
252.227-7038	PATENT RIGHTS – OWNERSHIP BY THE CONTRACTOR (LARGE BUSINESS) (JUN 2012)
252.229-7011	REPORTING OF FOREIGN TAXES – U.S. ASSISTANCE PROGRAMS (SEP 2005)
252.234-7002	EARNED VALUE MANAGEMENT SYSTEM (MAY 2011)
252.235-7003	FREQUENCY AUTHORIZATION (MAR 2014)
252.236-7013	REQUIREMENT FOR COMPETITION OPPORTUNITY FOR AMERICAN STEEL PRODUCERS, FABRICATORS, AND MANUFACTURERS (JUN 2013)
252.237-7010	PROHIBITION ON INTERROGATION OF DETAINEES BY CONTRACTOR PERSONNEL (JUN 2013)
252.237-7019	TRAINING FOR CONTRACTOR PERSONNEL INTERACTING WITH DETAINEES (JUN 2013)
252.239-7010	CLOUD COMPUTING SERVICES (OCT 2016)
252.239-7016	TELECOMMUNICATIONS SECURITY EQUIPMENT, DEVICES, TECHNIQUES, AND SERVICES (DEC 1991)
252.243-7001	PRICING OF CONTRACT MODIFICATIONS (DEC 1991)
252.244-7000	SUBCONTRACTS FOR COMMERCIAL ITEMS (JAN 2021)
252.246-7003	NOTIFICATION OF POTENTIAL SAFETY ISSUES (JUN 2013)
252.246-7007	CONTRACTOR COUNTERFEIT ELECTRONIC PART DETECTION AND AVOIDANCE SYSTEM (AUG 2016)
252.246-7008	SOURCES OF ELECTRONIC PARTS (MAY 2018)
252.247-7023	TRANSPORTATION OF SUPPLIES BY SEA (FEB 2019)

HSAR Clauses Applicable to All Agreements

3052.204-71	CONTRACTOR EMPLOYEE ACCESS (SEP 2012) AS MODIFIED BY ALTERNATE I (SEP 2012) (Note: this Clause is not applicable to Foreign Businesses.)
3052.222-70	STRIKES OR PICKETING AFFECTING TIMELY COMPLETION OF THE CONTRACT WORK (DEC 2003)
3052.222-71	STRIKES OR PICKETING AFFECTING ACCESS TO A DHS FACILITY (DEC 2003)
3052.223-90	ACCIDENT AND FIRE REPORTING (DEC 2003)
3052.225-70	REQUIREMENT FOR USE OF CERTAIN DOMESTIC COMMODITIES (AUG 2009) (Note: this Clause is not applicable to Foreign Businesses.)

DEAR Clauses Applicable to All Agreements

952.203-70	WHISTLEBLOWER PROTECTION FOR CONTRACTOR EMPLOYEES (DEC 2000)
952.204-2	SECURITY REQUIREMENTS (AUG 2016)
952.204-70	CLASSIFICATION/DECLASSIFICATION (SEP 1997)
952.204-71	SENSITIVE FOREIGN NATIONS CONTROLS (MAR 2011)

952.204-73	FACILITY CLEARANCE (AUG 2016)
952.204-77	COMPUTER SECURITY (AUG 2006)
952.208-70	PRINTING (APR 1984)
952.227-82	RIGHTS TO PROPOSAL DATA (APR 1994)
952.250-70	NUCLEAR HAZARDS INDEMNITY AGREEMENT (AUG 2016)

FAR Clauses Applicable if Agreement is at the Micro-Purchase Threshold as defined in the FAR or Greater

52.223-18	ENCOURAGING CONTRACTOR POLICIES TO BAN TEXT MESSAGING WHILE DRIVING (JUN 2020)
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FAR Clauses Applicable if Agreement is at the Simplified Acquisition Threshold as defined in the FAR or Greater

52.203-6	RESTRICTIONS ON SUBCONTRACTOR SALES TO THE GOVERNMENT (JUN 2020)
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)
52.204-14	SERVICE CONTRACT REPORTING REQUIREMENTS (OCT 2016)
52.204-15	SERVICE CONTRACT REPORTING REQUIREMENTS FOR INDEFINITE-DELIVERY CONTRACTS (OCT 2016)
52.215-2	AUDIT AND RECORDS – NEGOTIATION (JUN 2020) AS MODIFIED BY ALTERNATE I (MAR 2009)
52.215-14	INTEGRITY OF UNIT PRICES (JUN 2020)
52.215-23	LIMITATIONS ON PASS-THROUGH CHARGES (JUN 2020)
52.227-1	AUTHORIZATION AND CONSENT (JUN 2020)
52.227-2	NOTICE AND ASSISTANCE REGARDING PATENT AND COPYRIGHT INFRINGEMENT (JUN 2020)
52.248-1	VALUE ENGINEERING (JUN 2020)

DFARS Clauses Applicable if Agreement is at the Simplified Acquisition Threshold as defined in the FAR or Greater

252.203-7001	PROHIBITION ON PERSONS CONVICTED OF FRAUD OR OTHER DEFENSE-CONTRACT-RELATED FELONIES (DEC 2008)
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HSAR Clauses Applicable if Agreement is at the Simplified Acquisition Threshold as defined in the FAR or Greater

3052.209-72	ORGANIZATIONAL CONFLICT OF INTEREST (JUN 2006)
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FAR Clauses Applicable if Agreement is US\$2,500 or Greater

52.222-41	SERVICE CONTRACT LABOR STANDARDS (AUG 2018) (NOTE: this Clause is not applicable to Foreign Businesses.)
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)

FAR Clauses Applicable if Agreement is US\$3,500 or Greater

52.222-54	EMPLOYMENT ELIGIBILITY VERIFICATION (OCT 2015) (Note: this Clause is not applicable to Foreign Businesses.)
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FAR Clauses Applicable if Agreement is US\$10,000 or Greater

52.222-40	NOTIFICATION OF EMPLOYEE RIGHTS UNDER THE NATIONAL LABOR RELATIONS ACT (DEC 2010) (Note: this Clause is not applicable to Foreign Businesses.)
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FAR Clauses Applicable if Agreement is US\$15,000 or Greater

52.222-20	CONTRACTS FOR MATERIALS, SUPPLIES, ARTICLES, AND EQUIPMENT (JUN 2020) (Note: this Clause is not applicable to Foreign Businesses.)
52.222-36	EQUAL OPPORTUNITY FOR WORKERS WITH DISABILITIES (JUN 2020) (Note: this Clause is not applicable to Foreign Businesses.)
52.225-8	DUTY-FREE ENTRY (OCT 2010)

FAR Clauses Applicable if Agreement is US\$25,000 or Greater

52.226-6 PROMOTING EXCESS FOOD DONATION TO NONPROFIT ORGANIZATIONS (JUN 2020)

FAR Clauses Applicable if Agreement is US\$30,000 or Greater

52.204-10 REPORTING EXECUTIVE COMPENSATION AND FIRST-TIER SUBCONTRACT AWARDS (JUN 2020)

FAR Clauses Applicable if Agreement is US\$35,000 or Greater

52.209-6 PROTECTING THE GOVERNMENT'S INTEREST WHEN SUBCONTRACTING WITH CONTRACTORS DEBARRED, SUSPENDED, OR PROPOSED FOR DEBARMENT (JUN 2020)

FAR Clauses Applicable if Agreement is US\$150,000 or Greater

52.203-7 ANTI-KICKBACK PROCEDURES (JUN 2020)

52.203-12 LIMITATION ON PAYMENTS TO INFLUENCE CERTAIN FEDERAL TRANSACTIONS (JUN 2020)

52.222-35 EQUAL OPPORTUNITY FOR VETERANS (JUN 2020) (Note: this Clause is not applicable to Foreign Businesses.)

52.222-37 EMPLOYMENT REPORTS ON VETERANS (JUN 2020) (Note: this Clause is not applicable to Foreign Businesses.)

DFARS Clauses Applicable if Agreement is US\$500,000 or Greater

252.226-7001 UTILIZATION OF INDIAN ORGANIZATIONS, INDIAN-OWNED ECONOMIC ENTERPRISES, AND NATIVE HAWAIIAN SMALL BUSINESS CONCERNS (APR 2019)

DEAR Clauses Applicable if Agreement is US\$500,000 or Greater

952.226-74 DISPLACED EMPLOYEE HIRING PREFERENCE (JUN 1997)

FAR Clauses Applicable if Agreement is US\$700,000 or Greater

52.219-9 SMALL BUSINESS SUBCONTRACTING PLAN (JUN 2020) (Note: this Clause is not applicable to Foreign Businesses.)

DFARS Clauses Applicable if Agreement is US\$700,000 or Greater

252.219-7003 SMALL BUSINESS SUBCONTRACTING PLAN (DOD CONTRACTS) (DEC 2019) (Note: this Clause is not applicable to Foreign Businesses.)

252.249-7002 NOTIFICATION OF ANTICIPATED CONTRACT TERMINATION OR REDUCTION (JUN 2020)

DFARS Clauses Applicable if Agreement is US\$1,000,000 or Greater

252.225-7033 WAIVER OF UNITED KINGDOM LEVIES (APR 2003) (Note: this Clause is applicable to U.K. firms only.)

FAR Clauses Applicable if Agreement is US\$2,000,000 or Greater

52.215-11 PRICE REDUCTION FOR DEFECTIVE COST OR PRICING DATA – MODIFICATIONS (JUN 2020)

52.215-12 SUBCONTRACTOR CERTIFIED COST OR PRICING DATA (JUN 2020)

52.215-13 SUBCONTRACTOR CERTIFIED COST OR PRICING DATA—MODIFICATIONS (JUN 2020)

52.215-21 REQUIREMENTS FOR CERTIFIED COST OR PRICING DATA AND DATA OTHER THAN CERTIFIED COST OR PRICING DATA—MODIFICATIONS (JUN 2020)

FAR Clauses Applicable if Agreement is US\$5,500,000 or Greater

52.203-14 DISPLAY OF HOTLINE POSTER(S) (JUN 2020)

FAR Clauses Applicable if Agreement is US\$5,500,000 or Greater and Period of Performance of More Than 120 Days

52.203-13 CONTRACTOR CODE OF BUSINESS ETHICS AND CONDUCT (JUN 2020) (Note: In the event Seller makes a disclosure to the U.S. Government pursuant to this Clause that relates to, arises out of or involves the Agreement or any other purchase order, contract, or agreement with Rapiscan, Seller shall: (i) notify Rapiscan in writing that a disclosure has been made; (ii) promptly provide a copy to

Rapiscan of the disclosure provided to the U.S. Government; and (iii) keep Rapiscan informed of any U.S. Government response concerning the disclosure.)

DFARS Clauses Applicable if Agreement is US\$5,500,000 or Greater

252.203-7004 DISPLAY OF FRAUD HOTLINE POSTER(S) (AUG 2019)

HSAR Clauses Applicable if Agreement is US\$5,500,000 or Greater and Period of Performance of More Than 120 Days

3052.203-70 INSTRUCTIONS FOR CONTRACTOR DISCLOSURES OF VIOLATIONS (SEP 2012) (Note: In the event Seller makes a disclosure to the U.S. Government pursuant to this Clause that relates to, arises out of or involves the Agreement or any other purchase order, contract, or agreement with Rapiscan, Seller shall: (i) notify Rapiscan in writing that a disclosure has been made; (ii) promptly provide a copy to Rapiscan of the disclosure provided to the U.S. Government; and (iii) keep Rapiscan informed of any U.S. Government response concerning the disclosure.)

FAR Clauses Applicable if Agreement is US\$10,000,000 or Greater

52.222-24 PREAWARD ON-SITE EQUAL OPPORTUNITY COMPLIANCE EVALUATION (FEB 1999) (Note: this Clause is not applicable to Foreign Businesses.)

PART II. REPRESENTATIONS AND CERTIFICATIONS

Seller represents, warrants and covenants that all Representations and Certifications required by the FAR (collectively, "Representations & Certifications") that it has previously submitted or that it will submit in the future to Rapiscan are valid, true and correct in all respects. Seller further covenants that it will promptly notify Rapiscan in writing of any change in the status of any of the Representations & Certifications, including, but not limited to, any change in Seller's eligibility to do business with the U.S. Government. The Representations & Certifications constitute material representations of fact. If it is later determined that Seller rendered any erroneous Representation or Certification, in addition to any other remedies available to Rapiscan, Rapiscan may terminate the Agreement.