



Special Purchase Order Conditions

Purchase Orders issued by Buyer to Supplier may contain one or more of these Special Purchase Order Conditions (SPOCs). Supplier's acceptance of the Buyer's Purchase Order by acknowledging the same or by fulfilling the Purchase Order is a confirmation that the Supplier will comply with the SPOCs stated on the Purchase Order. The applicable SPOCs will be stated on the Purchase Order by providing the SPOC codes, and Supplier shall either use the MCE website (www.mceproducts.com) or request the Buyer to send a copy of these SPOCs.

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Q01 Certification of Conformance

The Supplier shall furnish, with each shipment, a Certificate of Conformance that shall be signed by a responsible representative and must show the part number, revision level, Purchase Order number, date of manufacture, and title of the responsible person.

Q02 Measuring and Test Equipment

Supplier shall establish and maintain documented procedures to control, calibrate, and maintain, inspection measuring and test equipment used by the Supplier to demonstrate the conformance of product to the specified requirements. This system shall meet the requirements of ISO 10012-1, ANSI/NCSL Z540-1-1994, or an equivalent national or international standard as a minimum.

Q03 Inspection/Test Reports, Retention of Records, Training

Supplier shall retain records of inspection/tests and raw material certifications relevant to this procurement for a period of 7 years minimum, or as required by contract. Where the documents are kept electronically or in a computer system, they should be capable of being reproduced in a printed manner when required. Use of correction fluid or correction tape on quality records is prohibited. Legibility of quality records must be protected for the entire duration of retention time. Quality records must be in permanent ink – the use of non-permanent writing instruments such as pencils, erasable pens and such are prohibited.

Operators and Quality Inspectors must be provided appropriate training in accordance to acceptable industry standards. A record of training must be maintained, which must include, at a minimum, the individual's name, the most recent training completion date, a description, copy or reference to training materials used to meet the training requirement and the name and address of the organization providing the training. Training records must be made available upon request to authorized quality representatives of Magnetic Component Engineering, LLC., herein referred to as "MCE", its customers, and any appropriate national authority.

Q04 Buyer Surveys, Surveillance, Audits, and Inspection

Buyer has the right to conduct surveys, audits, and surveillance of Supplier's facilities, or those of Supplier's subcontractors or suppliers with prior coordination with Supplier to determine the capability to comply, and to verify continuing compliance, with the requirements of the Purchase Order.

Q05 Raw Material Certification

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With each lot of raw material delivered or used to fabricate products on this Purchase Order, the supplier shall furnish a certified "Raw Material Test Report". The Test Report shall include, name of the company that furnished the material, as well as material description, name or designation, alloy, type and class. All raw material shipped against one purchase order must be furnished from the same heat lot, unless otherwise approved by MCE in writing.

Q06 Special Processes

Supplier must include a Certificate for each special process that was performed, including class, type, and grade as applicable.

Q07 Limited Shelf Life Materials

With each delivery of materials on this Purchase Order, that have a limited or specified shelf life, the Supplier shall furnish certification that shall state the MCE purchase order number, date of shipment, the product name, quantity being shipped, cure or manufacture date, expiration date or shelf life, storage temperature, lot or batch number, and any special handling procedures that need to be followed. Materials shipped to MCE against this Purchase Order must have a minimum of 75% of the maximum Shelf Life from the date of manufacture, unless otherwise approved by MCE in writing.

Q08 Flow Down Requirements

Supplier shall flow down to sub-tier suppliers the applicable requirements in the purchasing documents, including key characteristics.

Q09 Right of Access

Supplier shall provide access to MCE, its customer, and regulatory authorities to the applicable areas of facilities and to applicable documented information, at any level of the supply chain.

Q10 Sample Inspection

Sampling Plans used by the Supplier shall conform, at a minimum, to ANSI/ASQ Z1.4. Buyer's acceptance is based on C=0.

Q11 Nonconforming Material Notification

Supplier must submit to MCE in writing of any nonconforming material/product produced during the performance of this Purchase Order. Supplier must obtain MCE's approval in writing prior to the disposition of such material/product. Supplier may not use "use-as-is" or "repair" disposition unless approved by MCE.

Q12 Change in Product or Process Definition

Supplier must notify MCE, and must obtain approval from MCE should there be a change in product or process definition. The supplier must notify MCE within 90 days in the event of

relocation. Process validation must be submitted and approved by MCE.

Q13 Supplier Notification of Non-Conforming Parts Delivered to MCE

When Supplier discovers that non-conforming material/product have been delivered to MCE, Supplier must notify MCE within 24 hours of the discovery. Such notification must be in writing, and Supplier must receive receipt acknowledgement from MCE. The notification shall include, at a minimum:

1. Supplier name
2. MCE PO number
3. Part number and/or description
4. Quantity and dates delivered
5. Description of the non-conformance.

In addition, Supplier must provide MCE with a formal letter within 5 days of the initial notification. In addition to the requirements listed above, the letter must also include:

1. The potential effects of the non-conformance on the performance, reliability and safety of the product/material.
2. Recommended actions for MCE in the event that the product/material has already been delivered to MCE's customer.
3. Description of the action items taken by Supplier to control and contain the non-conforming product/material.
4. Root cause analysis and corrective action plan.
5. Plan for verification of the effectiveness of the corrective action.

Q14 Part Authenticity

The supplier shall identify part authenticity from the Original Component Manufacturer (OCM) or Original Equipment Manufacturer (OEM) through the distributor chain. The supplier shall furnish traceability documents upon request. The supplier shall participate in on-site audits as required to allow MCE quality and procurement personnel to validate the traceability process as requested by the MCE Management team.

Q15 Organization Awareness

The organization shall ensure that persons are aware of their contribution to product or service conformity; their contribution to product safety; and the importance of ethical behavior.

Q16 NIST SP 800-171 Compliance as Required via DFARS Clauses

Compliance to NIST SP 800-171 as required via the following DFARS clauses:

- 252.204-7008, Compliance with Safeguarding Covered Defense Information Controls
- 252.204-7009, Limitations on the Use or Disclosure of Third-Party Contractor Reported Cyber Incident Information
- 252.204-7012, Safeguarding Covered Defense Information and Cyber Incident Reporting

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- 252.204-7019, Notice of NIST SP 800-171 DoD Assessment Requirements
- 252.204-7020, NIST SP 800-171 DoD Assessment Requirement
- 252.204-7021, Cybersecurity Maturity Model Certification Requirements

Q17 Counterfeit Parts/Suspect Parts

In accordance with 252.246-7007 Contractor Electronic Part Detection and Avoidance System, the Supplier shall not use or supply counterfeit/suspect parts identified as a copy or substitute part whose material, performance, or characteristics are knowingly misrepresented.

Supplier will be able to verify the authenticity of parts supplied and will conform to governing standards. Seller shall not deliver products that contain counterfeit items (such as, but not limited to software, material and electrical/mechanical parts/assemblies). SAE AS5553 provides guidance for counterfeit prevention.

Q18 Combating Trafficking in Persons

In accordance with FAR 52.222-50, Supplier shall not engage in: (1) severe forms of trafficking in persons; (2) procure commercial sex acts; (3) use forced labor; (4) destroy, conceal, confiscate, or otherwise deny access by an employee to the employee's identity or immigration documents; (5) use misleading or fraudulent practices during the recruitment of employees; (6) charge employees recruitment fees; (7) fail to provide return transportation or pay for the cost of return transportation upon the end of employment; (8) provide or arrange housing that fails to meet the host country housing and safety standards, and (9) if required by law or contract, fail to provide an employment contract, recruitment agreement, or other required work document in writing. Supplier certifies that it has implemented a compliance plan, when required, to prevent any of the prohibited activities in this clause and to monitor, detect and terminate any agent, subcontract or subcontractor employee engaging in prohibited activities and after conducting due diligence, either: (A) to the best of the Contractor's knowledge and belief, neither it nor any of its agents, subcontractors, or their agents is engaged in any such activities; or (B) if abuses relating to any of the prohibited activities identified in this clause have been found, the Contractor or Subcontractor has taken the appropriate remedial and referral actions.

Q19 Dodd-Frank Compliance – Conflict Materials

Conflict Minerals Declaration: Shipments made against this purchase order shall be consistent with the Dodd-Frank Section 1502, to ensure that the products and components in our supply chain do not contain minerals where the mining and sale of may contribute to the funding of conflict and the abuse of human rights in the DRC and adjoining countries. Suppliers may be required to complete and submit a Conflict Minerals Reporting Template (CMRT), latest revision, on an annual basis. Conflict minerals are defined as cassiterite (for tin), wolframite (for tungsten), coltan (for tantalum), and gold ore.

Q20 BH Curves Required

Supplier of magnet material must submit a BH Curve (2nd quadrant demagnetization curve) from the same heat lot (production lot) of material that Supplier is sending to MCE.

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Q30 Preproduction Samples

The Supplier shall furnish preproduction samples in the quantities and under the conditions specified in the Purchase Order. The process adopted for manufacture shall be verified by the submission of preproduction samples as stated in the Purchase Order.

Q31 First Article Inspection Report (FAIR)

The Supplier is required to perform a FAIR on a minimum of 2 units prior to running the production. FAIR must be sent to MCE for approval prior to running the production run.

Q32 FAIR Submission

Supplier must submit the FAIR on the SAE AS9102 form.

Q34 100% Inspection Required

The products purchased in this Purchase Order must be inspected for all features 100%.

Q35 SPC Program

Supplier shall utilize an SPC program to establish, control, and verify process capability, product characteristics, and process improvement. In the event a process capability $Cpk = 1.33$ cannot be achieved, Supplier shall notify the buyer immediately along with appropriate corrective actions to achieve this.

Q36 MCE Source Inspection

MCE inspection is required prior to shipment from your plant. Notify the MCE buyer five (5) days in advance of final inspection so that arrangements for source inspection can be coordinated. MCE source inspection shall not constitute product acceptance, nor shall it relieve the Supplier of any liability for full compliance with the requirements of the Purchase Order.

Q40 Calibration Services provided to MCE

All calibration services provided to MCE shall be done to one of the following standards, ANSI/NCSL Z540-1-1994 or ISO10012. Supplier shall provide a certificate that shall reference the standard used to perform the calibration. Supplier certificate shall include: NIST Traceability #, 'AS FOUND', and 'AS LEFT' conditions.

Q50 Defense Priorities and Allocations System (DPAS) applies

This is a rated job that may have national or defense significance. Supplier shall follow the provisions of 15 CFR 700.11. Supplier shall flow down the DPAS requirements to their sub-suppliers.

Q51 Customer approved Special Process Sources

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Supplier must use MCE's customer's approved special process sources for any special processes on this Purchase Order.

Q53 Government Inspection

Government Source Inspection is required prior to shipment from Supplier's Facility. Upon receipt of this Purchase Order, Supplier is required to immediately notify and provide a copy of the Purchase Order to the Government representative who normally services the Supplier's facility so that the appropriate planning for government inspection can be accomplished. If a Government representative does not normally service the Supplier's facility, the nearest Army, Navy, Air Force, or Defense Supply Agency Inspection Office shall be contacted. In the event that a Government representative cannot be contacted, the Supplier shall notify the Buyer in writing immediately.

Q54 Quality Management System Requirements

Supplier shall maintain a Quality Management System that shall, at a minimum, meet the requirements of ISO9001:2015, or if specified in the Purchase Order, SAE AS9100D. Supplier must be audited and certified by an independent agency while performing on this Purchase Order.

Q55 Qualification of Personnel

Supplier must submit a list of qualifications of personnel that will work on this job for MCE's approval prior to commencing production.

Q56 Approval of Procedures, Processes and Equipment

Supplier must submit all procedures, processes and equipment list prior to production for MCE's approval.

Q90 Compliance to DFARS 252.225-7014 Alt I

Supplier must be in compliance with DFARS 252.225-7014, Preference for Domestic Specialty Metals, Alt I during the performance of this contract. Specialty metals must be melted in the United States or a qualifying country, or they can be melted anywhere but must be "incorporated in an article manufactured in a qualifying country". Supplier must contact Buyer if additional information or clarification is required to comply with this.

Q91 Export Controlled Information

- (i) Definition: "Export Controlled Information" or "ECI" means all information and contract documents (purchase orders, drawings, specifications, etc.) furnished to MCE to be used in connection with a proposal/offer preparation or performance under a contract, which are identified as ECI. The ECI identification will be determined by an appropriate ECI review authority as specified by the United States Department of Energy (DOE) Office Export Control Policy and Buyer (NA-242).

- (ii) Oral or Visual Disclosure: A party that discloses Export Controlled Information orally or visually shall identify it as Export Controlled Information at the time of disclosure.
- (iii) Marking: All tangible objects, such as drawings, reports, programs or documents, which constitute and/or contain or may contain Export Controlled Information shall be marked "Exported Controlled Information", "ECI" or such other markings as required or permitted by DOE guidance. Markings inadvertently omitted from Export Controlled Information when disclosed to a recipient shall be applied by such recipient promptly when requested by the disclosing Party, and such Export Controlled Information shall thereafter continue to be treated as provided in this clause.
- (iv) Handling: Export Controlled Information shall be protected in accordance with the DOE guidelines on Export Control and Nonproliferation and with U.S. Government export control laws and regulations. Each recipient shall not disclose the information to suppliers or contractors who are not U.S. owned and managed or to employees who are not U.S. Citizens, except in accordance with the DOE Guidelines on Export Control and Nonproliferation, and with U.S. Government export control laws and regulations. This restriction applies to written and oral guidance concerning performance, which may be provided by the Buyer technical representatives.
- (v) Disclosure: Unless specifically and expressly approved in writing by the Buyer, Supplier shall not disclose any ECI or information that may contain ECI for any purpose to any individual who is not a U.S. citizen or to any non-U.S. person or entity (including any non-U.S. employee, supplier or seller). For purposes of this Section, a person or entity is considered to be a non-U.S. if it is incorporated, organized or created under the laws of a foreign country, or is foreign owned, controlled or influenced as defined in applicable regulations and guidelines. This restriction applies to written and oral information and guidance which may be provided by the Buyer and applies to any information provided by any Supplier, or subcontractor to the Buyer or any other person acting on behalf of the Buyer. Prior to disclosing any ECI to any person, Supplier shall include this Section in an Order or agreement with the recipient.

Q92 International Traffic in Arms Regulations

When handling documents that are identified as "Warning: ITAR Controlled", Supplier must ensure that these documents are handled in accordance with 22 CFR Parts 120-130.

Q93 Compliance to Executive Order 13224

Supplier must adhere to the requirements provided in Executive Order (EO) 13224 during performance of this Purchase Order. Supplier further agrees to include this requirement in lower-tier purchase orders or subcontracts hereunder. The requirements of EO 13224 is available on the [US Department of State](http://www.state.gov/s/ct/rls/fs/2002/16181.htm) website, or at this specific link: <http://www.state.gov/s/ct/rls/fs/2002/16181.htm>

Q94 Compliance to RoHS

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Products shipped against this order must be compliant to EU's Restriction of Hazardous Substances RoHS Directive 2011/65/EC.

Q95 Export Administration Regulations

When handling documents that are identified as "Warning: EAR Controlled", Supplier must ensure that these documents are handled in accordance with CFR Parts 730-774.

Q96 Licensed Material

Supplier shall furnish, with each shipment, a certification stating that the magnet material manufacturer is fully licensed by Hitachi.

Q97 REACH Compliance

Materials will not contain Substances of Very High Concern (SVHC) above the acceptable maximum threshold according to the latest version of Regulation (EC) No 1907/2006 of the European Parliament and of the Council on the Registration, Evaluation, Authorization and Restriction of Chemicals (REACH) <https://echa.europa.eu/candidate-list-table> . REACH compliance must be stated on the packing list or on the certificate of compliance.