

Clarifications to Government Terms

Whereas,

- WESCO Distribution, Inc., Anixter, Inc., or any of either of their subsidiaries, affiliates or unincorporated divisions (“Seller”) may be providing an offer, acceptance or response in the form of a quote, order acknowledgement, certification or other document in hard copy, via email or in an online form,
- To a customer (“Buyer”) that has issued in a purchase order, representations and certifications form, or other electronic or physical document or form including FAR/DFARS terms and conditions, and
- Seller is a distributor of many thousands of products and services, and Seller cannot make blanket certifications on certain elements of product, service and/or component compliance that must be confirmed order-by-order.

Now, therefore, notwithstanding anything to the contrary exchanged among the parties, including any express representations, warranties or guarantees in another document or form, the following shall apply as an express condition of doing business:

1. **Flow down limited:** Flow down of government terms and conditions shall be limited (A) to the extent affirmatively acknowledged by Seller in writing with regard to an individual order and (B) to the extent and on only such portion of any order where a given FAR or DFARS clause is a mandatory flow down. This includes but is not limited to at FAR 52.223-99 and DFARS 252.223-7999, Ensuring Adequate COVID-19 Safety Protocols for Federal Contractors, which Seller accepts only with regard to individual purchase orders for services forming a part of a covered federal contract (and not orders for products or where flow down is not mandatory, in accordance with the guidance of SaferFederalWorkforce.com/FAR/Contractors) where Seller has accepted the incorporation of 52.223-99 and/or 252.223-7999 in writing, subject to these Clarifications.
2. **Buyer Obligation to Notify Seller Prior to Transmitting CUI, CDI, ITAR/EAR and/or Export Controlled Information:** Seller is an international company, supported by diverse personnel and partners globally. Buyer must notify Seller in writing prior to providing (a) any government technical information (e.g., Confidential Unclassified Information, Covered Defense Information), (b) any information that is ITAR-controlled, EAR-controlled or otherwise export controlled under U.S. law, (c) any information that is sensitive or export controlled under any other country’s regulations, and/or (d) any information that cannot be shared with Seller’s third-party partners that provide back office support and/or enterprise efficiency services under a confidentiality agreement. None of the foregoing types of information shall be transmitted to Seller via email, and shall instead be transmitted via mutually agreeable secure means (e.g., data room).
3. **Country of Origin and Product Level Compliance, e.g. NDAA 889, Buy American, Trade Agreements Act, etc.** As a distributor of many thousands of products, Seller cannot make blanket representations on the subcomponents or country of origin for all products. Buyer shall request affirmative confirmation of compliance with Section 889 of the NDAA, Buy America(n), Trade Agreements Act and/or any other product or component compliance on an opportunity by opportunity basis for each SKU and/or product number. Unless expressly confirmed with regard to an individual opportunity per SKU and/or product number, Seller makes no representation or guarantee on such compliance.
4. **Conflict Minerals:** As a distributor, Seller generally will not be subject to the requirement of the Conflict Minerals Rule. Seller cannot attest to the origin of any conflict minerals that may or may not be present in products manufactured by other companies, or that the products Seller distributes are conflict-free. However, Seller will support Buyer in its efforts to track conflict minerals in its supply chain, and will make reasonable efforts to assist the customer in obtaining the disclosure from the manufacturers of the products our customers purchases from Seller if the customer is required to report on such products to the SEC.