



## **TRIUMPH Supply Chain Management Procedure**

### **SCMP 7.3 – Contracts**

Revision Level: C

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#### **1. Process Owner**

- 1.1 TRIUMPH Supply Chain Contracts & Compliance Management

#### **2. Applies To**

- 2.1 TRIUMPH Supply Chain Management- Enterprise, OpCo's and Sites

#### **3. Purpose**

- 3.1 Standard process by which Long-Term contracts are entered into and managed with suppliers. This includes Enterprise Sourcing Agreements (ESA), OpCo Agreements, Override/Pricing Agreements, Service Agreements, Statement of Work (SOW) Agreements, IT Contracts, Consulting Agreements, Staffing Agreements, General Terms Agreements, Amendments, Non-Disclosure Agreements, and any other agreement that is for a period of more than one (1) year in length, which includes negotiated TGI General Purchase Order Terms and Conditions.

#### **4. Reference Documents**

- 4.1 Enterprise Sourcing Agreement (ESA)
- 4.2 Operating Company Agreement (OpCo) and all other long-term type contracts listed in Section 3.1
- 4.3 Triumph Group General Purchase Order Terms and Conditions
- 4.4 SCMP 7.4 - Sourcing Board
- 4.5 SCMP 7.4(d) Negotiation Plan and Agreement Scorecard Calculator uploaded into the Supply Chain's Contract Management System

#### **5. Definitions and Acronyms**

- 5.1 ESA - Enterprise Sourcing Agreement - An agreement, accessible in the Supply Chain Contracts Management System, as negotiated by a Commodity Team, between TGI and a shared supplier, which individual TGI subsidiaries (at the legal entity level) can sign onto through Adoption Agreements. The ESA establishes the basic terms and conditions of purchase and can include pricing in an Attachment for common part numbers.

AA- Adoption Agreements are developed by individual Triumph Legal Entities and can supplement or modify the terms of the ESA, including defining site specific requirements, one or more statements of work and include additional part numbers and/or pricing beyond what is included in the ESA.

OpCo Agreement - Operating Company Agreement - Operating Company or "OpCo" agreements, and all other long-term type contracts listed in Section 3.1 provided by the Supply Chain Contracts & Compliance Management Team through the Supply Chain



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Contracts Management System, are negotiated at the individual legal entity level and only leverage the spend for that specific Triumph Legal Entity. Typically, this agreement is targeted for those suppliers who provide products and services on a more localized basis. The OpCo or other long-term agreements do not have Adoption Agreements, as any site-specific terms need to be incorporated into the OpCo or other long-term agreements themselves. However, OpCos or other long-term agreements may have one or more Statement(s) of Work and include flow-down requirements (FAR/DFAR, Site-Specific, and/or Program/Customer Addendum(s)).

- 5.2 PSR- Pre-Solicitation Review
- 5.3 SSR- Source Selection Review

### **6. Responsibilities and Process:**

- 6.1 The responsible party(ies) must ensure the proper use of the ESA and/or OpCo Agreement documents, along with all relevant Addenda, Attachments, and Adoption Agreements, in accordance with this SCMP.
- 6.2 It is the responsibility of all Enterprise, OpCo's, and Sites to understand and comply with the requirements of this document when entering into a long-term agreement with a supplier. The latest version of each document is to be used and can be obtained from the Supply Chain Contracts Team.
- 6.3 It is the responsibility of the Supply Chain Contracts Team to maintain the language and distribute the revision controlled long-term agreement and all relevant document templates.

### **7. Process Flow- ESA and OpCo Agreements with Suppliers**

- 7.1 The ESA process consists of the following key milestones and decision points:
  - 7.1.1 Commodity Lead submits ESA supplier selection and Negotiation Plan data (if required by an SCMP) based on Source Selection Review (SSR) Board to applicable signature authority based on SSR approval requirements.
  - 7.1.2 Supply Chain Representative enters a request into Supply Chains Contract Management System, uploads negotiation plan data (if required by SCMP) from Site's Sourcing Board Process, and/or Product, Pricing, and Lead-Time table, and any other supporting documents, submits request, and a Supply Chain Contracts and Law Department Liaison is assigned via the Supply Chain Contracts Department.
  - 7.1.3 Supply Chain Contracts generates the contract document(s) and sends to the Requestor.
  - 7.1.4 Supply Chain Representative submits the contract document(s) to Supplier.

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- 7.1.5 Supply Chain Representative negotiates ESA/Adoption Agreement(s), with support from Supply Chain Contracts (and Legal as needed for legal issues or as requested by Supply Chain Contracts).
    - 7.1.5.1 If the objectives of Negotiation Plan are not met, approval is required from signature authority to approve the exceptions to the Negotiation Plan.
  - 7.1.6 Negotiated ESA/Adoption Agreement(s) is reviewed with Negotiation Plan and approved for signature by Source Selection Review (SSR) Board.
    - 7.1.6.1 Prior to sending final contract documents to Supplier for signature, return all documents to Supply Chain Contracts for final review.
    - 7.1.6.2 Supply Chain Contracts reviews and prepares all contract documents for signatures via the Contracts Management System and issues the workflow to the Supplier and Triumph signatory(ies).
    - 7.1.6.3 The Supplier shall review and sign the final PDF contract document, the workflow will then route to the Triumph signatory(ies).
    - 7.1.6.4 Once signed by all Parties, the final executed document is issued, and the Contracts Management System is updated accordingly.
    - 7.1.6.5 When any Adoption Agreement(s) is negotiated the same approvals and process apply. Additional Operating Company approvals may be required per their procedure regarding signature authorities.
  - 7.2 The OpCo Agreement or any other Long-Term Agreement process consists of the following key milestones and decision points:
    - 7.2.1 Supply Chain Representative enters a request into Supply Chains Contract Management System, uploads negotiation plan data (if required by SCMP) from Site's Sourcing Board Process, and/or Product, Pricing, and Lead-Time table, and any other supporting documents, submits request, and a Supply Chain Contracts and Law Department Liaison is assigned via the Supply Chain Contracts Department.
    - 7.2.2 Supply Chain Contracts generates the contract document(s) and sends to the Requestor.
    - 7.2.3 Supply Chain Representative submits the contract document(s) to Supplier.
    - 7.2.4 Supply Chain Representative negotiates the Agreement with support from Supply Chain Contracts Team member(s) (and Legal as needed for legal issues or as requested by Supply Chain Contracts).
      - 7.2.4.1 If the objectives of Negotiation Plan are not met, approval is required from signature authority to approve the exceptions to the Negotiation Plan.

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- 7.2.5 Negotiated Agreement is reviewed with Negotiation Plan and approved for signature by Source Selection Review (SSR) Board.
    - 7.2.5.1 Prior to sending final contract documents to Supplier for signature, return all documents to Supply Chain Contracts for final review.
    - 7.2.5.2 Supply Chain Contracts reviews and prepares all contract documents for signatures via the Contracts Management System and issues the workflow to the Supplier and Triumph signatory(ies).
    - 7.2.5.3 The Supplier shall review and sign the final PDF contract document, the workflow will then route to the Triumph signatory(ies).
    - 7.2.5.4 Once signed by all Parties, the final executed document is issued, and the Contracts Management System is updated accordingly.
  - 7.3 The Non-Disclosure Agreement (NDA) process consists of the following key milestones and decision points:
    - 7.3.1 Buyer enters and submits NDA requests via the Supply Chains Contract Management System and the Supply Chain Contracts Team receives notification of the new NDA request.
    - 7.3.2 Supply Chain Contracts Team member reviews/generates/returns NDA to Buyer via email.
    - 7.3.3 Buyer receives the NDA from Contracts and issues to the Supplier for their review and edits. Once complete, the Supplier returns the edited NDA to Buyer.
    - 7.3.4 Buyer receives NDA from Supplier, reviews Supplier comments, adds any additional Buyer comments on Supplier's requested edits, and returns the NDA to Contracts for Supply Chain Contracts Team member to review.
    - 7.3.5 Supply Chain Contracts Team member reviews the comments/edits in the NDA and adds any comments/questions/responses for any items not accepted and returns NDA to Buyer.
    - 7.3.6 Buyer follows the process as described in 7.3.3 and 7.3.4 until Supply Chain Contracts Team members are ready to finalize the NDA.
    - 7.3.7 Supply Chain Contracts Team member creates the finalized NDA and issues for signatures via the Contracts Management System.
    - 7.3.8 Supplier shall review and sign the final PDF contract document, and the workflow will route to the Triumph signatory(ies).
    - 7.3.9 Once fully signed, the workflow will issue the final executed contract to all signing Parties.



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#### 8. Required Records

- 8.1 Completed NEG PLAN if required by an SCMP and/or Product, Pricing, Lead-Time Table
- 8.2 Executed ESA, OpCo Agreement, and all relevant documents
- 8.3 Cost and pricing data where applicable
- 8.4 PSR or SSR approval as applicable

#### 9. Revision History

Revision Level	Description of Change	Effective Date
Original	New Document	04 August 2017
A	Added note to para. 2.1; added AS9100 linkage reference	15 December 2017
B	Revised to incorporate New Contract Management System	20 January 2022
C	Revised to incorporate New Contract Management System process and update Definitions, Reference Documents, and Required Documents	15 April 2025

#### 10. Approvals (Authorizing Signatures on File- QMS Database, Q-Pulse)

Director, Supply Chain Contracts Compliance