

[Insert Date]

[Insert Address of Prime Contractor to whom the Subcontractor is to provide Products/Services]

Dear [],

AGREEMENT TO ACT AS A SUBCONTRACTOR

This letter confirms that our company agrees to act as your company's subcontractor for the supply of the Subcontracted Products/Services pursuant to your Head Contract with the Customer, on the terms and conditions set out in this letter.

TERMS AND CONDITIONS

1. *Interpretation* – For the purposes of this letter agreement:

“Customer” means *[insert name of legal entity]*;

“Head Contract” means the following contract between your company as prime contractor and the Customer: *[insert title and date of head contract]*;

“Subcontracted Products” means the products listed in the Schedule that we have agreed to supply on your behalf to the Customer under the Head Contract;

“Subcontracted Services” means the services listed in the Schedule that we have agreed to supply on your behalf to the Customer under the Head Contract.

2. *Back-to-back application of Head Contract* – Our company's obligations as a subcontractor to your company are to comply with those terms and conditions of the Head Contract that relate to the Subcontracted Products/Services and to not do or omit to do any act or thing which shall cause your company to be in default under the Head Contract.

The terms and conditions of the Head Contract are incorporated into this subcontract to the extent that they have relevance to the Subcontracted Products/Services on the basis that obligations imposed by the Head Contract on your company are also imposed on us and that you shall have those rights in relation to us that the Customer has in relation to you under the Head Contract.