

# Supplier Code of Conduct

Our suppliers are a fundamental extension to how we conduct business at The Metals Company (TMC), and we seek to partner with organizations who share our values and embrace responsible business practices. Through this Supplier Code of Conduct, we describe the minimum requirements we expect from our suppliers, as well as the areas where we look for them to support TMC reaching our vision and sustainability goals. We count on the commitments, actions and collaboration of all suppliers to support our efforts to have and maintain a responsible value chain.

## SCOPE

The Supplier Code of Conduct sets our requirements and expectations for suppliers providing goods and services to TMC and its subsidiaries and joint ventures, including all contractors, consultants, agents, business partners, and other forms of intermediaries ('Suppliers'). It applies to all direct suppliers, regardless of their size and location.

## OUR REQUIREMENTS AND EXPECTATIONS

Our Suppliers shall comply with all applicable laws and regulations governing them, operate with ethics and integrity, respect human and labour rights, protect the health and safety of those involved with our activities, respect and support the communities they affect, and minimize their environmental impact. Our Suppliers shall have appropriate systems or processes in place to identify, mitigate and manage risks related to these requirements and, if necessary, have grievance mechanisms to receive, investigate and, if applicable, remedy violations. Suppliers risk mitigation systems shall also account for risks related to their own value chain as appropriate to prevent potential harm to TMC's reputation and business operations. In addition to our minimum requirements, we expect and value collaborating with suppliers who strive to operate beyond compliance and aspire to continuously improve their performance. We will seek and give preference to suppliers who track and report their progress transparently and support our environmental, social and governance (ESG) goals.

We expect our Suppliers to:

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### Act Ethically and with Integrity

1. Not engage in or contribute to anti-competitive practices or corrupt conducts, including bribery, extortion, fraud, or any other illegal activity.

2. Communicate to their collaborators and relevant stakeholders, expectations for acting ethically and with integrity, including review of associated company policies on matters such as gifts and hospitality, conflict of interests, use of privileged information, data privacy, or other topics material to their activities.
3. Have a system in place to receive and investigate allegations of misconduct, and clearly defined rules for holding those who have been found to engage in corrupt practices accountable.

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## Respect Human and Labour Rights

4. Respect human rights, as defined by the International Bill of Human Rights<sup>1</sup> and the International Labour Organization's Declaration on Fundamental Principles and Rights at Work. We value suppliers who embrace responsible business conducts aligned with the United Nations Guiding Principles on Business and Human Rights (UNGPs).
5. Do not engage or contribute to practices involving child labour, human trafficking, or any other form of modern slavery, including forced or compulsory labour..
6. Implement due diligence mechanisms to identify, prevent, mitigate, and manage risks of violating human and labour rights in their operations and value chain. We value suppliers who promote diversity, equity, and inclusion in the workplace.
7. Inform their stakeholders about the process they can use to report human rights violations or concerns without fear of reprisal.
8. Investigate potential or actual human rights violations directly linked to their operations and, if applicable, collaborate with relevant parties and/or authorities to provide remedies.
9. Provide fair working conditions for their employees, including adequate rest periods, sufficient leave, and freedom of association and collective bargaining in accordance with relevant local laws.

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## Protect the Health and Safety of People

10. Embrace a "Zero-Harm" safety culture and implement management systems suitable to the nature of their operations to protect the health and safety of all people involved, and that incorporates internal and external participation.
11. Encourage the reporting of unsafe conditions, equipment or work practices and regularly test the effectiveness of their processes and controls to identify, prevent, mitigate and manage risks.
12. Provide appropriate equipment and training to workers and ensuring they know about the mechanisms at their disposal to stop and report unsafe behaviors. We value suppliers who establish a culture based on prevention and continuous improvement.
13. Investigate all serious incidents to people and assets, and keep a record of the corrective actions implemented.

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## Minimize Environmental Impact

14. Not cause or contribute to Serious Harm to the environment.
15. Implement the mitigation hierarchy to avoid, minimize, restore, and offset adverse environmental impacts, including those related to climate change, water use, waste generation and disposal, and biodiversity. We value suppliers who demonstrate continuous progress in managing these impacts.
16. Test periodically the effectiveness of their processes and controls to manage environmental risks material to their operations. We value suppliers who rely on third-party reviewed management systems.
17. Report and mitigate their carbon footprint and other environmental impacts material to their operations. We value suppliers who estimate their greenhouse gas emissions attributable to TMC-related business activities and reduce their impact in line with the goal of limiting global warming to 1.5°C.

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## Support Communities

18. Respect the rights of communities that may be affected by their operations. This includes preventing risks to their health and safety; respecting their culture and traditions; listening, engaging proactively, and communicating transparently; and applying the free, prior and informed consultation and consent process to indigenous people, if applicable.
19. We value suppliers who support the social and economic wellbeing of communities they impact.

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<sup>1</sup> Consists of the Universal Declaration of Human Rights and the main instruments through which it has been codified: the International Covenant on Civil and Political Rights and the International Covenant on Economic, Social and Cultural Rights.

## COMPLIANCE

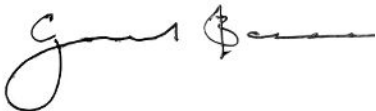
The principles set out in this Supplier Code of Conduct are important to TMC. It is equally important that Suppliers recognize and commit to these principles, or set similar standards within their organizations, as part of their ongoing relationship with TMC. We value and encourage all suppliers to embrace an approach based on continuous improvement, by setting ESG goals and targets, monitoring performance, and reporting progress.

We will continue to adopt and apply systems and processes to assess and ensure Supplier's compliance with this Supplier Code of Conduct, including seeking written confirmation from Suppliers of their acceptance and compliance. TMC may verify compliance with this Supplier Code through a variety of mechanisms which may include a self-evaluation tool for Suppliers, desktop-based audits or comprehensive on-site assessments led by TMC or a nominated third party. TMC may request Suppliers to submit documentary evidence to verify compliance.

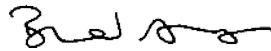
If a Supplier finds it difficult to comply with the requirements described herein, this should be reported and shared with a TMC representative. TMC aims to work with Suppliers to develop and implement corrective action plans where possible. However, serious breaches or continued non-compliance with this Supplier Code of Conduct may lead to TMC ceasing a commercial relationship with such Suppliers.

## REPORTING

Any collaborator from TMC or our Suppliers who becomes aware of any suspected or actual violation of this Code or the law is obligated to report the violation to TMC's Legal Counsel, or the [Company's Whistleblowing Hotline](#)<sup>2</sup>. Any person — whether internal or external to TMC — may report to the Hotline any concern or suspected policy violation on an anonymous and confidential basis, and without fear of reprisal.



**Gerard Barron**  
Chairman and Chief Executive Officer



**Brendan May**  
Sustainability and Innovation Committee Chair

We value the role our suppliers play in support of our vision to help supply the minerals needed to accelerate the energy transition with the least negative environmental and social impacts while intentionally building a circular economy for these metals. The Sustainability & Innovation Committee of The Metals Company's Board of Directors is responsible for the governance of ESG risks in the supply chain and to oversee compliance with this Code. We review this Code of Conduct on an annual basis.

Approved on June 20, 2024

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<sup>2</sup> The international number of TMC's Ethics Hotline is 001-(833) 626-1527. More information is available on the Ethics Point website using the link "<https://secure.ethicspoint.com/domain/media/en/gui/80968/index.html>".

## REFERENCES

Some references and resources we have used to develop TMC's Supplier Code of Conduct include:

1. The Metals Company [Policies](#)
  - a. Our Sustainability Approach
  - b. Code of Business Conduct and Ethics
  - c. Anti-Corruption and Anti-Bribery Policy
  - d. Environmental Policy
  - e. Human Rights Policy
  - f. Health and Safety Policy
2. The United Nations Convention on the Law of the Sea
3. ESG Handbook for Marine Minerals
4. The International Finance Corporation (IFC) Performance Standards
5. The Equator Principles
6. OECD Guidelines for Multinational Enterprises on Responsible Business Conduct
7. Global Responsible Sourcing Due Diligence Standard for Mineral Supply Chains All Minerals
8. United Nations Global Compact
9. United Nations Sustainable Development Goals
10. Canada's Modern Slavery Act
11. United Nations Guiding Principles on Business and Human Rights
12. Universal Declaration of Human Rights
13. International Labour Organisation Core Labour Standards