



SUPPLIER CODE OF CONDUCT

PURPOSE AND SCOPE OF POLICY

Rainbow Rare Earths Limited ("Rainbow" or "the Company") is committed to conducting business in a safe, ethical, sustainable and responsible way. Rainbow's purpose is to produce the critical rare earth products required to progress the global green technology revolution in an efficient and responsible manner. We believe we can do this in a manner which reflects our core values and creates shared value and benefits for our stakeholders.

Rainbow's business conduct is guided by its Code of Conduct, available on the Company's website here: www.rainbowrareearths.com/about/corporate-governance/company-policies/.

Rainbow's aim is to be part of a responsible and sustainable rare earths supply chain and therefore we expect our suppliers to also conduct business responsibly in compliance with this Supplier Code of Conduct. This Supplier Code of Conduct applies to all third parties and their respective employees, consultants, agents and sub-contractors, contracted to supply goods and services to Rainbow (collectively "Suppliers").

Suppliers must operate in compliance with all applicable laws, rules and regulations in the countries in which they operate.

We expect our Suppliers to implement or develop appropriate internal processes and frameworks to ensure compliance with this Code of Conduct.

The Company commits to communicate openly and transparently with our suppliers, subcontractors and all other relevant parties to create a common set of objectives in order to perform our duties in accordance with:

- legislative requirements;
- established policies procedures and guidelines;
- acknowledged standards and procedures;
- best practices; and
- good corporate governance.

Supplier selection

Rainbow selects its Suppliers in a non-discriminatory manner based on the quality, price, service, delivery and supply of goods and services. A decision to employ a particular Supplier must never be based on personal interests or the interests of family members or friends.

In line with Rainbow's Code of Conduct, Stakeholders and Directors may not maintain an interest in a Supplier where such interest may influence business decisions or compromise sound, independent judgment. Suppliers are required to report such information in the same manner as expected by Rainbow's Stakeholders and Directors. Rainbow also expects our Suppliers to have policies and practices which prohibit such conflicts of interest.

Health and safety

We expect our Suppliers to provide safe working conditions for their employees, with appropriate policies and practices to minimise health and safety risks.



Business ethics

Rainbow is committed to responsible and ethical business practices and expects all Suppliers to act with integrity and respect for human rights. All unlawful conduct, including bribery, corruption, tax evasion and embezzlement is prohibited.

Rainbow prohibits all hospitality given on behalf of Rainbow with the intention of improperly influencing a third party to give business to Rainbow or perform a favour on its behalf. Similarly, we require our Suppliers to be guided accordingly and not offer any hospitality or gifts to employees of Rainbow which may be in conflict with the Company's stance on bribery, which is clearly set out in Rainbow's Anti-Bribery Policy.

Employment practices

Rainbow supports responsible employment practices and seeks to work with Suppliers who are also committed to upholding responsible employment practices. As a minimum, statutory wages must be paid and applicable working time legislation must be followed.

Rainbow is an equal opportunity employer and does not tolerate discrimination against, or harassment of, any of our employees on any grounds (including race, ethnicity, national origin, age, religion, gender, sexuality) or retaliation. The Company expects its Suppliers to do the same.

Human rights

Rainbow's approach to human rights is guided by the UN Guiding Principles on Business and Human Rights and the UN Declaration of Human Rights. Rainbow expects its Suppliers to take adequate measures for the prevention, mitigation and, where appropriate, remediation of any adverse human rights impacts with which the Supplier is involved.

Suppliers must respect those human rights that are within their sphere of influence, including (but not limited to) compliance with child labour and modern slavery laws, anti-discrimination practices, fair working hours and compensation, and freedom of association. Rainbow opposes all forms of slavery, forced or compulsory labour and child labour, both within the Company and our supply chain.

Environmental practices

Rainbow expects its Suppliers to support the Company's environmental commitments, which can be found in the Company's Sustainability Policy, by adopting their own environmentally responsible operating practices.

Confidential information

Suppliers should protect the confidential information of the Company. Any confidential information which has been provided to the Supplier as part of a business relationship must not be shared with anyone unless the Supplier is specifically authorised to do so by Rainbow.

Accuracy of records

The Company maintains a high standard of accuracy and completeness in its financial records and expects Suppliers to keep accurate records of all matters related to the Supplier's business with Rainbow.

Breaches and communication of policy

Should any person become aware of any breach of the commitments within this Supplier Code of Conduct or any ethical behaviour, malpractice or misconduct, it is their responsibility to report this immediately to Rainbow's Anti-Bribery Officer – Pete Gardner (peteg@rainbowrareearths.com), without



fear of retaliation. Further detail on Rainbow's approach to reporting misconduct or concerns can be found in our [Whistleblowing Procedure](#).

Should a Supplier fail to uphold any of the expectations set out in this Code of Conduct, the Supplier is expected to implement or develop appropriate internal processes and/or corrective actions to achieve compliance. Rainbow reserves the right to end a Supplier contractual relationship in the event of any material breach of the expectations and/or requirements set out in this Code of Conduct.

Rainbow may request evidence from a Supplier to demonstrate how they are meeting the requirements set out in this Supplier Code of Conduct.

Rainbow is committed to communicating this policy and any updates to Suppliers. In addition to this, the Company ensures that it is publicly available on our website at: www.rainbowrareearths.com/about/corporate-governance/company-policies/. Suppliers will be asked to confirm that they have read, understood and will comply with the commitments of this Supplier Code of Conduct.

This policy is reviewed on an annual basis and was last approved by the Company's Board of Directors on 27 October 2023

Adonis Pouroulis
Chairman of the Board of Directors
October 2023