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	TNCL SUPPLIER CODE OF ETHICS	Revision	01
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# TNCL SUPPLIER CODE OF ETHICS


## TNCL-PRO-GDL-0004



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**APPROVALS:**




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RELATED DOCUMENTS	
1	Vendor Onboarding SOP
2	Tembo Nickel Code of Business Conduct and Ethics
3	Contractor's Social Performance Guideline

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## 1. PURPOSE


This Supplier Code of Ethics document is intended to govern the conduct of Tembo Nickel's Suppliers and their relevant subcontractors when doing business with or on behalf of Tembo Nickel. It sets standards of ethical conduct which Tembo Nickel requires from its supplier community, provides for self-certification against these standards, validation of the self-certification, and procedures for developing or terminating Suppliers who do not meet or comply with these standards.

For the purpose of this document, a "Supplier" is defined as a third-party individual or entity that provides goods and/or services, and receives payment, for any aspect of the Company's operations including exploration, development, construction, operations and reclamation. For the avoidance of doubt, in cases where institutions such as charitable organizations provide goods and services, these institutions would fall within this definition; if a charitable organization does not provide goods and services, it is not considered a supplier. Excluded from this definition of "Suppliers" are all transactions involving land purchases, royalties, or leases, government agencies and/or utilities, financial institutions, Tembo Nickel joint venture partners and other mining companies.

## 2. OVERVIEW

Tembo Nickel's conduct of business is guided by its commitment to operating with integrity and in a socially responsible manner. Tembo Nickel is committed to bringing long-term sustainable benefits to the communities where it operates and fostering a culture of excellence and collaboration among its employees. By upholding its core values, Tembo Nickel earns the trust of its stakeholders and creates shared value. Suppliers are required to understand and follow Tembo Nickel's Supplier Code of Ethics and any other contractual terms and conditions.

Tembo Nickel Suppliers are expected to support Tembo Nickel's Corporate Social Responsibility initiatives through the application of this Supplier Code of Ethics. This commitment means that Tembo Nickel and its Suppliers share a common

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set of objectives and benefit from the achievement of those objectives.

This Supplier Code of Ethics has been designed to help Suppliers understand their responsibilities and to create an awareness of the business and ethical standards that they must follow in their business dealings with, or on behalf of, Tembo Nickel. Tembo Nickel's values are grounded in concepts of integrity, honesty and the highest ethical standards. This Supplier Code of Ethics provides the minimum requirements for dealing with Tembo Nickel as a Supplier, as defined above. Suppliers are required to follow these standards.

### 3. APPLICATION

Suppliers must read, accept, and comply with the following conditions to be eligible to do business with Tembo Nickel.

#### Compliance with Laws


Suppliers must comply with all applicable laws, rules and regulations in the jurisdiction in which they do business with, or on behalf of, Tembo Nickel. Local laws may in some instances be less restrictive than the principles set forth in this Supplier Code of Ethics. In those situations, Suppliers are expected to comply with this Supplier Code of Ethics, even if the conduct they are contemplating would otherwise be legal under applicable laws. If local laws are more restrictive than this Supplier Code of Ethics, Suppliers are expected to, at a minimum, comply with applicable local laws.

Tembo Nickel is committed to supporting the development of sustainable businesses and economic opportunities around its operations, and Suppliers are expected to adhere to all applicable laws and contractual commitments applicable to Tembo Nickel.

#### Health and Safety

Suppliers must be committed to respecting the safety and health of workers and creating safe working conditions and a healthy work environment for all their workers who provide goods or services to Tembo Nickel.

Suppliers should implement an effective and efficient safety program. Suppliers

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should anticipate, identify, and assess emergency situations and events and minimize their impact by implementing emergency plans and response procedures. Each supplier must comply with Tembo Nickel's Safety and Health Policy, Contractor Safety and Health Standard and all related Standards and Procedures, as well as any contractual terms with respect to health and safety in its contract with Tembo Nickel.

### **Environment**

Each supplier is expected to comply with Tembo Nickel's Environmental Policy and all related Standards and Procedures, as well as any contractual terms with respect to environment in its contract with Tembo Nickel. This supplier code of ethics will enable Tembo Nickel to maintain its Environmental Social and Governance (ESG) credentials and its License to Mine.


Suppliers should:

- Support a precautionary approach to environmental challenges.
- Undertake initiatives to promote greater environmental responsibility.
- Encourage the development and diffusion of environmentally friendly technologies.

### **Anti-Corruption**

Supplier must comply with all applicable anti-corruption laws, including the United States Foreign Corrupt Practices Act and the UK Bribery Act, 2010. In doing so, Suppliers are expected not to provide or promise anything of value to:

- (i) a government official for the purpose of improperly influencing the government official's decisions or actions with respect to the goods or services that the supplier is providing to Tembo Nickel, or
- (ii) Tembo Nickel employees. Suppliers are expected to inform Tembo Nickel if any of their directors, officers, shareholders holding more than 5% of their shares (directly or indirectly), or senior managers responsible for the goods and/ or services provided to Tembo Nickel, are government officials. Suppliers are also expected to facilitate due diligence by providing

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information requested through the vendor onboarding process. Furthermore, each supplier is expected to comply with Tembo Nickel's Anti-Bribery and Anti-Corruption Policy and related Standards and Procedures, as well as any contractual terms with respect to anti-corruption in its contract with Tembo Nickel.

### Human Rights

Suppliers must support and respect the protection of internationally proclaimed human rights and ensure that they are not complicit in human rights abuses. Suppliers must comply with the International Bill of Human Rights in providing goods and/or services to Tembo Nickel. Tembo Nickel does not tolerate threats, intimidation or attacks against human rights defenders.

### Labor

Suppliers are expected to comply with the International Labor Organization's Declaration of Fundamental Principles and Rights at Work, as well as any contractual terms with respect to work conditions in its contract with Tembo Nickel.


Suppliers should uphold:

- The freedom of association and the effective recognition of the right to collective bargaining
- The elimination of all forms of forced and compulsory labor
- The effective abolition of child labor
- The elimination of discrimination in respect of employment and occupation

### Ethics

Suppliers must be committed to the highest standards of ethical conduct when dealing with workers, suppliers, government and regulatory authorities and Tembo Nickel.

Suppliers must uphold fair business standards in advertising, sales and competition. Employees of Suppliers must act in a fair and impartial manner and should avoid both real and perceived conflicts of interest in the business they do with or on behalf of Tembo Nickel.

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Suppliers must disclose information regarding their business activities, structure, financial situation, and performance in accordance with applicable law and prevailing industry practices. Suppliers must safeguard customer information in accordance with applicable law. Suppliers must maintain all confidential information about, or provided by, Tembo Nickel in strict confidence, except when disclosure is authorized by Tembo Nickel or legally mandated.

Suppliers must respect intellectual property rights in their business dealings with, or on behalf of, Tembo Nickel. Transfer of technology and know-how must be done in a manner that protects intellectual property rights.

### **Community Relations**

Suppliers under contract with Tembo Nickel are encouraged to engage the community to help foster social and economic development and to contribute to the sustainability of the communities in which they operate. All community engagement initiatives must be coordinated through Tembo Nickel Community Relations and in accordance with the TNCL Contractor’s Social Performance Guidelines.


To the maximum extent practicable, Suppliers must employ local works and source goods and services locally, in accordance with the TNCL Contractor’s Social Performance Guidelines, which can be made available upon request.

### **Vendors Onboarding**

Tembo Nickel has a Vendor Onboarding Standard that governs the process of Supplier Certification and due diligence. From time to time, Suppliers will be required to certify their acceptance and compliance with Tembo Nickel’s Supplier Code of Ethics. Tembo Nickel will perform further due diligence and validation prior to certifying a Supplier, which may involve additional information being requested from the Supplier. Tembo Nickel encourages, but does not require, all Suppliers to register and obtain a TRAC number from Trace International.

## **4. ADMINISTRATION & INTERPRETATION**

If Tembo Nickel is unable to validate or otherwise certify a Supplier under its criteria in

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the Vendor Onboarding process, the Supplier will be contacted. Since it is Tembo Nickel's intent to deal only with Certified Suppliers, Tembo Nickel may take necessary action to discontinue business with the Supplier.

All questions, comments and suggestions related to the Supplier Code of Ethics and supporting Procedures must be communicated to the Document Controller through the Procurement and Supply Chain Management representative.

Supply Chain Management is responsible for communicating this document. This document will be posted on Tembo Nickel's website.

At a minimum, this Standard will be reviewed every three (3) years, in accordance with the Financial Reporting Risk Assessment (FRRA) cycle.


### **Compliance**

All Suppliers must complete the certification process described above as part of Tembo Nickel's Supplier set-up / onboarding or recertification process. Tembo Nickel Procurement and Supply Chain function is responsible for ensuring the Vendor Onboarding Standard and Supplier Code of Ethics are implemented and adhered to for all Suppliers within their accountability.

### **Supplier Reporting**

Suppliers, including their officers, management, and personnel, are expected to report suspected violations of Tembo Nickel's Supplier Code of Ethics and related policies (including, Tembo Nickel's Human Rights Policy, Tembo Nickel's Anti-Bribery and Anti-Corruption Policy and Tembo Nickel's Policy with respect to the Declaration of Fundamental Principles and Rights at Work) by any Supplier or Tembo Nickel personnel. Suppliers must report violations as set for thin Appendix A to this document.

Suppliers are expected to have an internal process whereby complaints can be raised and investigations can be undertaken into violations of this Supplier Code of Ethics. When complaints relating to the Supplier Code of Ethics are raised, Suppliers must promptly investigate.

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**5. SYSTEM EVALUATION**

This guideline shall be reviewed at least two years by members of the Procurement, Human Resources, and OHS Departments and presented to the Standard Committee for approval, or when organizational changes take place or are required as part of internal and external audits. The TNCL Document Controller will monitor compliance with the document control system on an ongoing basis.

**6. DISTRIBUTION**

List physical locations which require a controlled copy of this document.

Table 1: Distribution

Copy	Controlled Document Folder Location
Master	Controlled Documents Central Filing System

**7. CONTRAVENTION**


Any breach of this guideline shall be regarded as refusal/failure to carry out lawful instruction and will be dealt with as per the disciplinary procedure.

**8. DOCUMENT CHANGE PROCESS**

The document changes process starts when the document custodian identifies a need to make changes within the document. The document custodian/ owner shall complete the document change request form, sign it off and submit it to the Document Controller. The Document controller shall issue the controlled word copy of the document to the respective document custodian/owner so that changes may be made. The document custodian/owner shall resubmit the updated document to the document controller so that the document can be controlled and updated within the Filing system ready for use by the end users.

**8.1 Reason for Change**

Table 2: Reason for Change

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A	As a result of incidents	F	Change in training requirements
B	As a result of the audit findings	G	Results of risk assessments
C	New / changes in governance documents	H	Change due to spelling or grammatical error
D	Changes in legislation	I	New document format
E	Changes in technology	J	To integrate special instruction into the document control system

## 8.2 History of Change


Table 3: History of Change

Date of Change	Revision No	Revised Item (paragraph Number reference if required)	Reason Code	Name of Reviewer
1702 <sup>nd</sup> June 2026	01	All Document	I	Glads Fimbari

## 9. RECORD CONTROL

Table 4: Record Control


Document Title:	Document ID:	Responsible for Maintenance:	Responsible for Filing:	Location of Storage:	Retention Period:	Method of Disposal:
TNCL Contractors Compliance Guideline	TNCL-PRO-GDL-0004	Document Controller	Document Controller	OHS Department	Hard Copy two Years	Hard copy shared file electronic

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## 10. DECLARATION

I hereby declare that I have taken part in the discussion of this guideline, and I understand its contents and do commit that I shall ensure compliance hereto:

	Name and surname	Company Number	Designation / Role	Signature	Date Signed
1.					
2.					
3.					
4.					
5.					
6.					
7.					
8.					
9.					

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10.					
11.					
12.					
13.					
14.					
15.					

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**11. ATTACHMENTS**

**Appendix A: Compliance Hotline Contact Details**

If you wish to report a suspected violation of the Supplier Code of Business Conduct and Ethics through the Compliance Hotline, you may do so electronically via the Lifezone Metals website or by phone. You may remain anonymous if you wish.

- By phone on the whistleblower hotline

**USA:** 800-916-7037

o Para Español: 855-765-7249

o En Français: 877-591-3211

**Canada:** 800-916-7037

o En Français: 877-591-3211

**UK:** 0800-652-3673

**Australia:** 180-081-0721

**Germany:** 0800-180-2137

**France:** 0800-914-677

**China:** 400-120-0690

**Japan:** 053-112-2792

You will be prompted to enter the company identifier, please enter: 596

**12. ACKNOWLEDGMENT**


I have received, read and understood the Supplier Code of Ethics. I agree to comply with all the provisions of each policy and the terms of the Code of Conduct. I understand that any violation of the Code of Ethics may lead to disciplinary action.

Name.....

Signature.....

Date.....

For and on behalf of (Name of the Company)

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