



## **Terra-Gen Supply Chain Code of Conduct**

### **Purpose and Scope**

Terra-Gen, LLC and affiliates (“**Terra-Gen**” or the “**Company**”) is committed to complying with all applicable laws throughout its business and supply chain. Terra-Gen also expects its supply chain and business partners to follow all applicable laws and to be committed to values compatible to its own.

This Supply Chain Code of Conduct (“**Supply Chain Code**”) applies to all suppliers, vendors, contractors, and agents who provide goods or services to our company (“**Suppliers**”), and we expect them to comply with its provisions at all times. This Supply Chain Code outlines the standards and expectations regarding human rights, the environment, and other ethical practices for all Suppliers who do business with our company.

### **Human and Labor Rights**

The Company expects its Suppliers to commit to ensuring that the fundamental human rights of its workers are protected, including addressing the potential risks of forced labor, child labor, servitude, human trafficking, and slavery across our portfolio.

These standards are derived from the US Trafficking Victims Protection Act of 2000; the Uyghur Forced Labor Prevention Act of 2021; the Australian Modern Slavery Act of 2018, and any other applicable law supporting the abolition of modern slavery, human trafficking, forced labor, and child labor.

In that regard, the Company requires its suppliers to abide by applicable law and the Company’s Anti-Human Slavery policy and certify annual compliance.

#### **1. Freely Chosen Employment**

Forced or involuntary labor, slavery or trafficking of persons is not permitted. This includes transporting, harboring, recruiting, transferring, or receiving persons by means of threat, force, coercion, abduction or fraud for labor or services. All work must be voluntary.

There shall be no unreasonable restrictions on workers’ freedom of movement. In addition, there shall be no unreasonable restrictions on entering or exiting company provided facilities including, if applicable, workers’ dormitories or living quarters. Workers shall be free to leave work at any time or terminate their employment without penalty if reasonable notice is given as per the worker’s contract.

Employers, agents, and sub-agents may not hold or otherwise destroy, conceal, or confiscate original identity or immigration documents, such as government-issued identification, passports, or work permits. At no time should workers be denied access to their documents.

#### **2. Child Labor**

Child labor is not permitted. For purposes of this Supply Chain Code, a “child” is defined as a person less than 16 years old, or less than the age for compulsory education, whichever age is higher. Suppliers shall implement an appropriate mechanism to verify the age of workers. The use of legitimate workplace learning programs, which comply with all laws and regulations, is supported. No workers, regardless of age, shall perform work that is likely to jeopardize their health or safety.



### **3. Working Hours**

Worker strain can lead to reduced productivity, increased turnover, and increased injury and illness. Working hours are not to exceed the maximum set by any applicable law.

### **4. Wages and Benefits**

Compensation paid to workers shall comply with all applicable wage laws, including those relating to the appropriate prevailing wage, minimum wages, overtime hours and legally mandated benefits. If applicable, workers shall receive paid annual leave. Deductions from wages as a disciplinary measure shall not be permitted. Workers shall not be required to pay employers' agents or sub-agents' recruitment fees or other related fees for their employment. If any such fees are found to have been paid by workers, such fees shall be repaid to the worker. All pay information should be itemized and provided in a timely manner.

### **5. Humane Treatment**

There is to be no harsh or inhumane treatment including violence, gender-based violence, sexual harassment, sexual abuse, corporal punishment, mental or physical coercion, bullying, public shaming, or verbal abuse of workers; nor is there to be the threat of any such treatment.

### **6. Non-Discrimination/Non-Harassment**

Suppliers should be committed to a workplace free of harassment and unlawful discrimination. Companies shall not engage in discrimination or harassment based on race, color, age, gender, sexual orientation, gender identity and expression, ethnicity or national origin, disability, pregnancy, religion, political affiliation, union membership, covered veteran status, protected genetic information or marital status in hiring and employment practices such as wages, promotions, rewards, and access to training. Rather, Suppliers are required to give their employees equal opportunities. In addition, workers or potential workers should not be subjected to medical tests that could be used in a discriminatory way or otherwise in violation of applicable law.

### **7. Freedom of Association**

Workers and/or their representatives shall be able to openly communicate and share ideas and concerns with management regarding working conditions and management practices and to bargain collectively without fear of discrimination, reprisal, intimidation, or harassment. Workers shall develop and fully implement mechanisms to resolve any industrial disputes.

### **8. Responsible Materials Sourcing**

The Company is committed to ensuring the products it sells do not incorporate "conflict minerals," including columbite-tantalite (coltan), cassiterite, gold, wolframite, cobalt, or their derivatives, that directly or indirectly finance or benefit armed groups in the Democratic Republic of the Congo and surrounding countries. Supplier shall perform sufficient due diligence into its supply chains to determine whether products sold or provided to the Company are conflict-free.

In addition, Supplier's products will comply with all applicable laws and will not include products mined, produced, or manufactured, wholly or in part, in the Xinjiang Uyghur Autonomous Region ("XUAR") of the People's Republic of China or by entities connected to forced labor in the XUAR.

The Company does not permit the use of counterfeit parts in its business or supply chains. The Company likewise expects its suppliers to develop, implement, and maintain methods and processes appropriate to their products and services to minimize the risk of introducing counterfeit parts and materials into the products supplied to the Company.



## **Ethics and Compliance**

The Company expects its Suppliers to comply with the highest standard of ethics and to comply with all applicable laws pertaining to bribery and corruption, fraud, money laundering, anti-terrorism, conflicts of interest, and any other type of fraudulent business practice.

### **1. Anti-Bribery and Corruption**

The Company does not tolerate bribery and corruption in any form. The Company expects its Suppliers to also have a similar zero-tolerance policy for improper bribe or corrupt payments and to comply with the US Foreign Corrupt Practice Act of 1977 (“**FCPA**”) and any other applicable law prohibiting bribery and corruption.

A bribe is the offer, promise or payment of anything of value intended to induce or influence the action of another. Corruption is similarly fraudulent conduct typically involving those with official power or authority, including government officials. “Government officials” include any government employee or quasi-government employee; candidate for public office; or employee of government-owned or -controlled companies, public international organizations, or political parties. Anti-corruption laws, like the FCPA, prohibit improper payments to, or other improper transactions with, government officials or, in some cases, representatives of public or private commercial entities, to improperly influence the performance of their duties.

The Company’s absolute prohibition on bribery and corruption extends to “Facilitation Payments”, which are payments, typically of smaller amounts, made to a government official to facilitate or expedite decisions or actions by government agencies. Facilitation Payments are bribes and thus are strictly prohibited by the Company, including in jurisdictions where such payments may be permitted by local laws or customs. The Company similarly expects its Suppliers to maintain and enforce an absolute prohibition on Facilitation Payments. This policy does not prohibit the payment of officially published receipted fees charged by an agency to lawfully expedite a service in accordance with a transparent, written fee schedule.

### **2. Anti-Money Laundering and Terrorism Financing**

Suppliers shall comply with all US laws and regulations designed to combat money laundering and terrorist financing, including the Bank Secrecy Act of 1970 (“**BSA**”), and the Money Laundering Control Act of 1986 (“**MLCA**”). Suppliers should implement policies and procedures to monitor for potential money laundering or terrorist financing and workers should be trained to raise red flags indicating potentially suspicious activity to management and supervisors.

### **3. Fraud**

Fraud is any intentional act or omission designed to deceive others to achieve a gain. Fraudulent activities include, but are not limited to, forgery, misappropriation of funds, theft, destruction of assets, inappropriate use of business assets or records. Fraud can have a devastating effect on a business resulting in significant financial loss. Suppliers should implement procedures designed to promote a culture of fraud prevention, awareness, and accountability.

### **4. Conflicts of Interest**

A conflict of interest exists any time a person’s private interest interferes with the interest of Terra-Gen. Suppliers must disclose to Terra-Gen any potential or actual conflict of interest due to any personal or business relationships, including with competitors of Terra-Gen. Terra-Gen prohibits any Supplier from giving any Terra-Gen employee any cash gift, or gift card that can be redeemable for cash. Suppliers should never offer any gift to a Terra-Gen employee to influence a business decision.



## **Books and Records**

Suppliers must maintain accurate and complete books and records of their business with the Company. The accounting entries should include sufficient and reasonable detail to reflect the true nature of the transaction.

## **Data Privacy and Intellectual Property Rights**

Supplier must comply with all applicable data privacy laws and must protect information from unauthorized access. Suppliers will also respect the intellectual property rights of the Company, including but not limited to, copyrights, patents, trademarks, trade secrets and other confidential information. Our Suppliers are required to safeguard Terra-Gen information. Those Suppliers who may have access to certain proprietary confidential Company information shall maintain strict confidence over that information.

## **Health and Safety**

Suppliers are required to provide their workers a safe and healthy workplace in compliance with applicable laws and regulations. Suppliers must design occupational health and safety practices to prevent accidents, injury and illness and to design and promote the implementation of emergency plans to minimize the impact of any emergency situations. Suppliers should provide health and safety training to their workers, to reduce workplace hazards, risks and particularly to ensure that any hazardous materials and chemicals are properly stored. Workers must be provided with appropriate personal protective equipment. Access to clean restroom facilities and drinking water must also be provided. Suppliers may not place any unreasonable restrictions on rest or lactation breaks. Where residential facilities are provided to workers, the same standards will apply. Supplier shall work to continuously improve the health and safety conditions of its workplaces and workers.

## **Drug and Alcohol Abuse**

The Company recognizes that alcohol, drug, or other substance abuse by workers will impair their ability to perform properly and may adversely affect the performance, safety, productivity, and efficiency of its Suppliers. The Company expects its Suppliers to promote a safe, healthy, and productive work environment and to prohibit the misuse of alcohol or drugs at worksites.

## **Environmental Responsibility**

The Company expects its Suppliers to comply with all applicable environmental laws and to respect its local communities. Suppliers must minimize negative environmental impact, including taking steps to minimize waste, conserve energy and natural resources, and avoid pollution.

Suppliers must ensure that all required legal, regulatory and environmental permits are obtained, including for use and disposal of water and waste. Supplier will also ensure that it will continuously work to improve its environmental responsibility measures.

## **Social Media Policy**

Suppliers' social media postings should not create the impression that they are speaking in an official capacity on behalf of the Company. Prior approval from the Company must be obtained to represent or speak on behalf of the Company on any social media platform.

Suppliers are prohibited from taking photos, videos or other content at Company sites or offices and posting them on their personal or Supplier social media pages for personal or business purposes without prior approval from the Company, specifically from Terra-Gen's Manager, Communications.



Suppliers are prohibited from disclosing non-public, proprietary, sensitive, trade secret, intellectual property, and/or other business-related confidential information of the Company and its customers. This includes, but is not limited to, financial or business data, financial forecasts, business plans and strategies, customer information, and legal matters.

### **Supply Chain Compliance Monitoring**

We expect our Suppliers to act in good faith in attempting to comply with all applicable laws and this Supply Chain Code. The Company reserves the right to monitor its Suppliers' compliance with this Supply Chain Code and to conduct audits and inspections to ensure compliance. The Company will provide reasonable notice of any audit and Supplier will cooperate with the Company's audit and provide reasonable assistance and access to information and its facilities in a timely manner. If the Company identifies any areas of non-compliance, the Company reserves the right to terminate its relationship with the Supplier or to request the Supplier to make necessary remedial efforts or improvements.

### **Reporting Concerns**

Suppliers should report any potential violations of the Supply Chain Code or applicable law to the Company. Suppliers can report concerns to the Company through the Director of Compliance, the Chief Environment Health and Safety Officer, or the Company's Reporting Hotline Phone Number or Online and Mobile Portals operated by NAVEX:

**By phone:** 1-833-407-9581

**Via online portal:** [terra-gen.ethicspoint.com](http://terra-gen.ethicspoint.com)

**Via mobile device:** [terra-genmobile.ethicspoint.com](http://terra-genmobile.ethicspoint.com)

The Company will respect anyone who chooses to report anonymously and ensure both anonymous and non-anonymous reports remain confidential, to the maximum extent possible under the law, over any reasonable reports of legal or ethical violations. Retaliation against any worker who reports a good faith belief of violations of applicable law or the Supply Chain Code is prohibited.



### Approval

Permanent revisions to this policy shall require authorization by the Chief Executive Officer and Terra-Gen Board of Directors.

John O'Connor,

Chief Executive Officer

12/1/25

Date Signed

### **Review and Audit Record**

Version	Date	Reviewed By	Revised
1.0	10/30/2023	VP EHS	New
1.1	01/08/2025	CEHSO	Minor edits to update title and align reporting section with Code of Ethics
1.2	10/09/2025	CEHSO	Added Prohibition of Facilitation Payments and Social Media Policy