



AMG Supplier Conduct Charter

Purpose and scope

AMG Critical Materials N.V. is a global company operating in a global market. Our supplier relationships are essential in building economic value and promoting social and environmental best practices.

AMG Group, and its Management Board, is committed to conducting its business ethically, sustainably and responsibly. Our core values - safety, value creation, respect and integrity - form the basis of this statement and apply to how we conduct our operations and how we deal with our employees, business partners and stakeholders. Our Supplier Charter sets out our expectations for suppliers in the areas of amongst others business integrity and anticorruption, labor practices, health and safety and environmental management.

All suppliers, vendors, contractors, consultants, agents and other providers of goods and services who do business with or on behalf of one of the entities of the AMG Group (“**Suppliers**”) are expected to meet the supplier principles (“**Principles**”) set out in this Supplier Charter as a condition of doing business with AMG and its affiliates.

Suppliers are expected to communicate and apply the Principles throughout their supply chain.

These Principles apply to contracts and arrangements with current and new Suppliers. AMG local units manage the contractual relations with their Suppliers by following local, state, federal and international laws and regulations and adhering to the AMG Supplier Charter.

Principles

AMG expects its Suppliers to conduct their business responsibly, with integrity, honesty and transparency and to adhere to the following Principles:

1. **Applicable law and regulations**

- AMG expects its Suppliers to be aware and comply with all applicable laws and regulations of the countries of their operation.

2. **Confidentiality**

- AMG expects its Suppliers to:
 - maintain the confidentiality of all AMG’s and its partners’ confidential information; and
 - take all reasonable and necessary precautions to safeguard AMG’s and its partners’ information to which it has access.

3. **Human Rights**

- AMG expects its Suppliers to:
 - support and respect the protection of internationally proclaimed human rights; and

- position against any human rights violations and ensure they are not complicit in human rights abuses.

4. Labor Rights

- AMG expects its Suppliers to encourage a diverse workforce and to:
 - uphold the freedom of association and the effective recognition of the right to collective bargaining;
 - commit to a workplace free of harassment and abuse and support eliminating discrimination regarding employment and occupation;
 - support the elimination of all forms of forced and compulsory labour and adhere to local working hour laws;
 - not tolerate any form of slavery within their workforce and supply base;
 - support the abolition of child labour and any work that exposes children to hazardous substances or forces them to use dangerous machinery, work deep underground or below water, or carry heavy loads or that can harm their physical, mental or emotional development; and
 - make employment decisions based on qualifications, skills, performance and experience.

5. Environment

- AMG expects its Suppliers to:
 - promote environmental responsibility, be responsible with energy and water, and follow environmental standards;
 - seek to reduce and responsibly dispose of or recycle hazardous and non-hazardous substances;
 - have procedures to prevent environmental incidents and response plans to mitigate the effects should such an incident occur, through a documented environmental management system.

6. Anti-Corruption and Anti-Competition

- AMG expects its Suppliers to compete fairly and to:
 - not tolerate corruption in any of its forms, including extortion and bribery, with customers, suppliers, government officials or other third parties;
 - not offer or promise or give anything of value to any public official or any person or entity in the private or commercial sector, directly or indirectly, to influence them in their work or in an attempt to obtain or retain business or a business advantage or a personal benefit;
 - not offer anything of value to AMG employees that could inappropriately influence AMG's business decision or gain an unfair advantage;
 - disclose any form of conflict of interest concerning the procurement process with AMG;
 - to uphold high standards of personal and business ethics;
 - not engage in any behavior that effects fair competition e.g. not to discuss a company's current or future pricing, not to share price or cost information.

7. Communities

- AMG Suppliers are encouraged to maintain and foster social and economic development and contribute to the sustainability of the host communities, including indigenous communities if applicable, in which they operate. AMG suppliers are expected to:
 - treat members of the host community with dignity and respect; and

- have zero tolerance for threatening behaviour, violence, coercion, sexual exploitation or abuse of members or communities.

8. Health and safety

- AMG expects its Suppliers to create a safe and healthy working environment for their employees and to:
 - have internal programs to protect the health and safety of their staff, subcontractors and residents, through a documented safety management system and related incidence reporting that identify hazards and assess and control risk related to their specific industry;
 - maintain emergency plans to minimize harm to life, environment, and property; and
 - provide access to safe drinking water, sanitation and hygiene, including adequate restrooms and handwashing facilities; fire exits and essential fire safety equipment and access to emergency response services.

9. General

- AMG expects its Suppliers:
 - to maintain accurate financial books and business records, including with respect to all invoices submitted to AMG for payment or reimbursement.
 - to deliver products and services that meet applicable quality and safety standards.
 - to timely respond to requests for data from AMG to its Suppliers in view of evolving national and international ESG reporting standards which require AMG to report its scope 2 GHG emissions and possibly in future its scope 3 GHG emissions.
 - to comply with these Principles by establishing appropriate management processes and reasonable assessment processes requested by AMG. AMG Suppliers are expected to respond promptly to AMG’s procurement professionals' reasonable inquiries concerning compliance with these Principles.

AMG will engage with its Suppliers respectfully and ethically, encompassing fairness and honesty. It will select Suppliers based on specifications, price, quality, service level and technology, and the Principles outlined in this Charter.

Name.....

Signature.....

Date.....