



Supplier Code of Conduct



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1. INTRODUCTION

Syrah Resources Limited (“Syrah”) is an Australian Securities Exchange (“ASX”) listed industrial minerals and technology company with its flagship Balama Graphite Operation in Balama, Cabo Delgado Province, Mozambique (“Balama”) and a vertically integrated downstream Active Anode Material Facility in Vidalia, Louisiana, United States (“Vidalia”). Syrah’s head office is located in Melbourne, Australia and its sales and marketing division is based in Dubai, United Arab Emirates. The “Syrah Group” refers to Syrah and its subsidiaries, also referred to within this document as “the Company”.

The Company’s vision is to be the world’s leading supplier of superior quality graphite and anode material products, working closely with customers and the supply chain to add value in battery and industrial markets. In striving to achieve its vision, the Syrah Group is committed to conducting business with integrity and ethics, in full compliance with both the letter and spirit of the law, while promoting and supporting a culture of strong Environmental, Social and Governance (“ESG”) performance. This approach is also expected of the Company’s suppliers and other business partners.

2. PURPOSE

The purpose of this Supplier Code of Conduct (“SCC”) is to set out the minimum standards of business conduct that all suppliers must comply with to maintain a contractual relationship with the Company. This SCC, together with the policies and business practices referenced herein, serves as a guide for our suppliers to act in line with the Company’s requirements and expectations.

3. SCOPE

This SCC outlines expectations for all direct suppliers to the Company. Whether directly or through their supply chain, suppliers are expected to establish and maintain management systems and processes that support the implementation of this SCC, in a way that reflects the scale and nature of the services they provide to the Company.

4. ACKNOWLEDGMENT AND SUPPLIER COMMITMENT

Suppliers provided with this SCC are required to acknowledge receipt and understanding of their obligations by signing the **Supplier Acknowledgment Form** (Annexure 1) and submitting it to their Syrah Group representative. This acknowledgement commits the supplier to agree and support the implementation of the principles and requirements outlined in this SCC.

5. ENVIRONMENTAL, SOCIAL AND GOVERNANCE (ESG) PERFORMANCE

The Company pursues alignment with leading practice ESG frameworks and encourages its suppliers to do the same. This SCC has been developed in line with these frameworks including, but not limited to:

- Initiative for Responsible Mining Assurance (IRMA)
- International Council on Mining & Metals (ICMM)
- International Organisation for Standardization (ISO)
- International Finance Corporation (IFC) Performance Standards on Environmental and Social Sustainability
- United Nations Sustainable Development Goals (SDGs)
- Global Reporting Initiative (GRI)
- United Nations Guiding Principles on Business and Human Rights (UNGPs)

6. KEY PRINCIPLES

The Company's suppliers are expected to have and/or implement appropriate management systems to ensure alignment with the principles outlined below.

6.1. Governance and legal compliance

- The supplier will comply with all local, national and other applicable laws and regulations of the jurisdictions in which they operate. The conduct provisions set out in this document are additional requirements and do not replace such laws. Where local laws provide less stringent requirements than the standards set forth in this document, suppliers are expected to strive towards the higher standard.
- The supplier will maintain sound governance systems and practices and conduct regular compliance audits appropriate to its size.
- The supplier will ensure that all goods and services provided to Syrah are accompanied by a valid and authorised purchase order issued by the Company. Under no circumstances shall work commence or goods be delivered without the receipt of an official purchase order.
- The supplier will comply with the Company's policies and procedures concerning invoicing and payment requirements. This includes the accurate provision of bank account details, with appropriate verification and authorisation.
- The supplier will ensure that all required tax documentation, including but not limited to tax invoices and other relevant tax compliance records, is properly prepared, submitted, and verified in accordance with applicable laws and Syrah Group policies.

6.2. Anti-bribery and corruption

- The supplier will not engage in fraud, bribery, or any form of corrupt conduct, and must comply with all applicable anti-bribery, anti-corruption, and anti-money laundering laws and regulations in the jurisdiction(s) in which it operates. This includes offering, giving, receiving, or soliciting anything of value to influence the actions of an official or any other person in discharge of their duties, with the intent to gain an unfair advantage.
- The supplier will maintain accurate and transparent records of all transactions and expenses to prevent and detect bribery and corruption.
- The supplier will exercise caution with government officials, avoiding any action that could appear improper and/or raise bribery concerns.
- The supplier will provide adequate training and resources to workers to ensure they understand and comply with anti-bribery and anti-corruption policies and procedures.
- The supplier will immediately report to the Company any instances or suspicions of fraud, bribery, corruption or other unethical conduct.

6.3. Fair labour standards

- The supplier is expected to treat all individuals with dignity and respect, avoid discrimination in recruitment, employment, and other business practices, and strive to uphold the principles of non-discrimination to the greatest extent permissible under local law. In all cases, the supplier must comply with applicable local laws and must not use those laws to justify harassment, intimidation, or abuse. The employment relationship must be based on equal opportunity and fair treatment, without discrimination in any aspects such as recruitment and hiring, compensation (including wages and benefits), working conditions and terms of employment, access to training, job assignment, promotion, employment separation or retirement, and disciplinary action.

- The supplier will provide and support a workplace free from bullying, harassment, victimisation and abuse, whether physical, sexual, verbal or psychological. It is expected that concerns can be raised without fear of intimidation or retaliation. The supplier will ensure that compensation paid to workers complies with all applicable laws related to wages, including minimum wage and statutory benefits such as overtime allowances.
- The supplier will ensure that work schedules and overtime are managed in a manner consistent with all applicable laws, including maximum hours and rest periods.
- The supplier will respect workers' rights, in line with applicable laws, to freely associate, and to form, join or refrain from joining labour associations, and to engage in lawful industrial activity, without intimidation or retaliation.

6.4. Human rights and modern slavery

- The supplier will identify, prevent, mitigate and, where necessary, remediate human rights risks and/or impacts as a result of their business activities.
- The supplier will respect all workers' human rights and will not subject any workers to forced, bonded, or compulsory labour, slavery, human trafficking, exploitation, or abuse.
- The supplier will not engage in harsh, inhumane, or degrading treatment, including the use or threat of punishment, and will ensure that local contracting practices are free from any form of coercion or mistreatment.
- The supplier will clearly provide for, implement, and announce to workers, reasonable procedures for disciplinary action.
- The supplier will not subject its workers to activities that are hazardous or harmful to their health, safety, or wellbeing, and will conduct ongoing monitoring of working conditions
- The supplier will comply with all relevant legal age requirements for employment and ensure that workers under the age of 18 are not engaged in hazardous work.
- The supplier is encouraged to prioritise the contracting of a local workforce, and locally sourced goods and services, wherever possible. These practices should be driven by human rights principles, ensuring that local communities benefit economically and socially.

6.5. Health and safety performance

- The supplier will assess the health and safety hazards and risks in their operations and implement appropriate health and safety controls to protect their workers.
- The supplier will take steps to prevent workplace accidents, injury, and disease, including emergency preparedness and response plans.
- The supplier will implement preventive controls and safe work procedures and provide workers with the necessary personal protective equipment ("PPE"), training and resources to safely perform their duties.

6.6. Environmental performance

- The supplier will conduct their business in an environmentally responsible manner to protect the environment and minimise its environmental footprint.
- The supplier will obtain, maintain and comply with the necessary permits or approvals to operate. The supplier will avoid conducting operations in protected areas and take steps to reduce impacts on local ecosystems, including flora and fauna.

- Where feasible, the supplier will cooperate with the Company by sharing relevant information on environmental practices to support ESG reporting requirements.

6.7. Social performance

- The supplier will engage with local communities, in the jurisdictions in which they operate, to understand and respect their needs, cultures and values. The supplier will take reasonable steps to prevent harm, and to ensure the safety and wellbeing of local communities affected by their operations.
- The supplier will take appropriate measures to avoid causing damage to recognised cultural heritage sites and to respect local customs and practices, in line with applicable local laws and regulations.
- Where feasible, the supplier will maintain accessible and appropriate channels through which local community members or stakeholders may raise concerns related to the supplier's activities.

6.8. Grievance mechanisms and remediation

- The supplier will provide access to a grievance mechanism, enabling workers and stakeholders to raise concerns without fear of retaliation, with clear communication, accessibility, and anonymous reporting options where appropriate and feasible.
- The supplier will address grievances in a transparent, timely and fair manner.

7. IDENTIFICATION OF RISKS AND IMPACTS

The supplier is committed to proactively identifying, assessing, and managing risks and impacts associated with its business activities, and is expected to remain aware of key risks and take proportionate steps to address them.

8. TRAINING AND AWARENESS

The supplier will take steps to ensure that its workers receive appropriate training to raise awareness and build capacity in all key areas of this SCC. This training should aim to equip personnel with the necessary knowledge and skills to understand and comply with this SCC including proactive identification and management of risks.

9. REPORTING

The supplier commits to transparent and accurate reporting of non-conformances, incidents and continuous improvement initiatives related to the principles within this SCC. This information shall be provided to the Company upon request.

10. BREACHES OF THE SUPPLIER CODE OF CONDUCT

The Syrah Group commits to working collaboratively with its suppliers to ensure compliance with this SCC. If the supplier becomes aware of a breach of the SCC, the supplier shall immediately notify the Company in writing.

The Company reserves the right to conduct periodic audits and/or request information to ensure compliance with this SCC. The supplier must cooperate fully during these audits, providing access to all relevant information and records.

If the supplier breaches this SCC, or is at risk of violating the SCC, the Company will require the supplier to implement appropriate corrective actions in order to prevent, mitigate and/or resolve the non-conformance. If serious or repeated breaches occur or where corrective actions are not fully implemented within a reasonable timeframe, Syrah may consider taking further action, including but not limited to, suspension or termination of the business relationship.

11. RELATED POLICIES

The following related policies underpin this SCC and provide additional guidance on expected standards of conduct and behaviour:

- **Syrah Code of Conduct:** Outlines the ethical principles and standards expected from all workers and relevant stakeholders.
- **Human Rights Policy:** Details our commitment to respecting and upholding human rights.
- **Modern Slavery Statement:** Describes our approach to preventing and addressing modern slavery in our operations and supply chain.
- **Whistleblower Policy:** Provides a framework for reporting and addressing unethical behaviour or misconduct, ensuring protection from retaliation and options for anonymity.
- **Anti-Bribery and Corruption Policy:** Sets out our stance against bribery and corruption, including measures to identify, prevent, report and address such practices.
- **Sustainability Policy:** Outlines our commitment to strong ESG performance, continuous improvement, robust corporate governance and sustainable development.

All Syrah Group policies are available on the [Syrah website](#).

12. DOCUMENTATION AND RECORDS MANAGEMENT

12.1 Monitor and review

The monitoring and review frequency of this SCC occurs on a 2-yearly basis and when any out-of-cycle changes are deemed necessary.

12.2 Documentation maintenance

This SCC shall be maintained as a controlled document in the Company's Document Management System.

13. ANNEXURE 1 – Supplier Acknowledgement Form

Supplier (Company Name):	
Supplier Representative (Name):	
Supplier Representative Position (Role Title):	

The abovementioned supplier confirms the following:

- The supplier has received and reviewed a copy of this Supplier Code of Conduct (“SCC”).
- The supplier undertakes to comply with the SCC and agrees that it shall serve as the foundation for present and future business engagements with the Syrah Group.
- The supplier may be required to reconfirm compliance with the SCC when entering into any subsequent agreements with the Company.
- The supplier accepts responsibility for ensuring adherence to the SCC by its workers and any business partners involved in supplying products and/or services to the Company.

By signing below, the undersigned confirms that he/she is an authorised representative of the supplier.

Supplier Representative Signature:	
Date:	

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