

**Central Asia Metals plc**  
Sackville House  
40 Piccadilly  
London W1J 0DR  
+44 (0)20 7898 9001  
info@centralasiametals.com

**Supplier Guiding Principles**  
**"Supplier Code of Conduct"**

**Central Asia Metals Plc**  
**including Rudnik Sasa Makedonska Kamenica DOOEL,**  
**Sary Kazna LLP, and Kounrad Copper Company LLC**  
**(together the "Group" or the "Company")**

As an ethical business organisation, the Company takes responsibility to ensure that its business operations do not contribute directly or indirectly to human rights abuses. We use our influence internally to ensure that our employees fully understand the Company's commitment to human rights and their own rights and responsibilities.

Those who do business with us know we are committed to managing our business with a consistent set of values that represent the highest standards of quality, integrity and excellence. In pursuing this policy, we seek to develop relationships with suppliers that share similar values and conduct business in an ethical manner. We strive to treat our suppliers in the same manner we expect to be treated.

As part of ongoing effort to develop and strengthen our relationships with suppliers, we have adopted these Supplier Guiding Principles for use with our direct suppliers. These Principles are based on the belief that good corporate citizenship is essential to our long-term business success and must be reflected in our relationships and actions in the marketplace, the workplace, the environment and the community.

We are pleased to work with suppliers to ensure an understanding of and compliance with the requirements set forth in our Supplier Guiding Principles. Our Company has outlined its commitment to the UN Guiding Principles on Business and Human Rights and its upholding of ILO Conventions around forced labour, modern slavery, and human trafficking. The link to the resource can be found here: [https://www.ohchr.org/documents/publications/guidingprinciplesbusinesshr\\_en.pdf](https://www.ohchr.org/documents/publications/guidingprinciplesbusinesshr_en.pdf)

**At a minimum**, suppliers to the Company will be required to meet the following standards with respect to their operations as a whole:

**Workplace Practices**

We support fair employment practices consistent with our commitment to human rights in our workplace. We seek to work with suppliers who:

1. Establish a strong and direct relationship with their employees through open and honest communications.
2. Treat their employees with fairness, dignity, and respect.
3. Abide by applicable local labour laws, including those that address working hours, compensation, discrimination, and third-party representation.
4. Value diversity in its broadest sense.
5. Hold each other accountable for performance at the highest levels.
6. Reward their employees commensurate with performance.
7. Provide opportunities for their employees to develop personally and professionally.
8. Ensure, with their employees, the safety of the workplace.

We expect our suppliers to follow applicable laws, and similar standards and principles in the countries in which they operate.

**Non-Discrimination**

We expect our suppliers to judge their employees and contractors based upon their ability to do their jobs and not upon their physical and/or personal characteristics or beliefs, affirming the principle of no discrimination based on race, color, gender, religion, political opinion, national origin or sexual orientation.

**Health and Safety**

We expect our suppliers to provide a safe workplace with policies and practices in place to minimise the risk of accidents, injury, and exposure to health risks.

## **Child and Forced Labour, Abuse of Labour**

We expect our suppliers to refrain from employing anyone under the legal working age and to stand against physical or other unlawful abuse or harassment, or the use of forced or other compulsory labour in any of their operations. Our stance against modern slavery can be found in our Modern Slavery Statement found here: <https://www.centralasiametals.com/corporate-governance/modern-slavery-act/>

## **Wages and Benefits**

We expect our suppliers to compensate their employees fairly and competitively relative to their industry, in full compliance with applicable local and national wage and hour laws, and to offer opportunities for employees to develop their skills and capabilities. Our stance against modern slavery can be found in our Modern Slavery Statement found here: <https://www.centralasiametals.com/corporate-governance/modern-slavery-act/>

## **Freedom of Association**

In the event their employees have lawfully chosen to be represented by third parties, we expect our suppliers to recognise such parties in good faith and to encourage employees' lawful participation in labour organisation activities to the extent permissible by law.

## **Environmental Practices**

We expect our suppliers to conduct business in ways that protect and preserve the environment. At a minimum, we expect our suppliers to meet the applicable environmental laws, rules and regulations at their operations in the countries in which they do business.

## **Conflicts of Interest**

Company employees are expected to always select and deal with suppliers who are doing, or seeking to do, business in a completely straightforward, honest manner, based upon the merits of such persons and their products and services and without any special considerations given back to them or their friends, families, and other business contacts. For example, suppliers should not employ or otherwise make payments to any employee of the Company during the course of any transaction between the supplier and the Company.

Friendships outside of the course of business are inevitable and acceptable, but suppliers should take care that any personal relationship is not used to influence the Company employee's business judgment. If a supplier employee is a family relation (spouse, parent, sibling, grandparent, child, grandchild, mother- or father-in-law, or domestic partner) to an employee of the Company, or if a supplier has any other relationship with an employee of the Company that might represent a conflict of interest, the supplier should disclose this fact to the Company as soon as it becomes aware of such a potential conflict of interest. Potential and actual conflicts of interest, when disclosed through the proper channels and transparently, are normally acceptable in the ordinary course of business and do not present an issue to continuing or establishing a working relationship.

## **Gifts, Meals and Entertainment**

Employees of the Company are prohibited from accepting anything more than normal business hospitality from suppliers that is reasonable and appropriate under the circumstances. Ordinary business meals and small tokens of appreciation generally are fine, but suppliers should not offer Company employees excessive or lavish gifts, meals or entertainment that may give the appearance of undue influence. Gifts of cash or cash equivalents, such as gift cards, are never allowed. Gifts and entertainment for suppliers must support the legitimate business interests of the Company and should be reasonable and appropriate under the circumstances.

Our stance on this topic and related matters can be found in our Code of Conduct found here: <https://wp-centralasiametals-2020.s3.eu-west-2.amazonaws.com/media/2019/11/06095554/Central-Asia-Metals-Plc-Code-Of-Conduct.pdf>

## **Business and Financial Records**

Both the supplier and the Company must keep accurate records of all matters related to the supplier's business with the Company. This includes the proper recording of all expenses and payments. If the Company is being charged for a supplier employee's time, time records must be complete and accurate. Suppliers should not delay sending an invoice or otherwise enable the shifting of an expense to a different accounting period.

## **Bribery**

Suppliers acting on behalf of the Company must comply with all applicable laws dealing with bribery of government officials. In connection with any transaction as a supplier to the Company, or that otherwise involves the Company, the supplier must not transfer anything of value, directly or indirectly, to any government official,

employee of a government-controlled company, political party member, or any other person in order to obtain any improper benefit or advantage. Suppliers must keep a written accounting of all disbursements made on the account of the Company and furnish such a list upon request. Our stance on this can be found in our Anti-Bribery Policy found here: <https://wp-centralasiametals-2020.s3.eu-west-2.amazonaws.com/media/2019/06/06095511/Central-Asia-Metals-Plc-Anti-bribery-Policy.pdf>

### Protecting Information

Suppliers should protect the confidential information of the Company. Suppliers who have been given access to confidential information as part of the business relationship should not share this information with anyone unless specifically authorised to do so by the Company. Suppliers should not trade in securities, or encourage others to do so, based on confidential information received from the Company. If a supplier believes it has been given access to the Company's confidential information in error, the supplier should immediately notify its contact at the Company and refrain from further distribution of the information.

### Reporting Potential Misconduct

Suppliers and contractors, as well as their employees who believe that an employee of their organisation, our Company, or a third-party organisation has engaged in illegal or otherwise improper conduct, should report the matter to **vu@caml.uk** internally or via the following whistleblowing contact link: **cam.ethicspoint.com**.

We would also like you, as our suppliers, to feel able to freely raise any issues of compliance or ethics you come across and feel confident that your concerns will be taken seriously and handled appropriately by the Company. Concerns should be raised initially with employee's manager in the Company or with Central Asia Metals PLC Legal Counsel at **vu@caml.uk**. The Company will not tolerate a reprisal by any of our employees against suppliers for reporting a concern in good faith or assisting with an investigation. Our stance on reporting misconduct responsibly can be found in our Whistleblowing Policy found here: <https://wp-centralasiametals-2020.s3.eu-west-2.amazonaws.com/media/2019/06/06095751/Central-Asia-Metals-Plc-Whistleblowing-Policy.pdf>

### Pre-Qualification Questionnaire

We ask that potential suppliers (as part of the on-boarding process) answer the following pre-qualification questions demonstrating compliance with our human rights standards and expectations of those third parties working with our Company. We understand that in some cases, there may be mitigating factors or additional information supporting the answer. We ask that you provide any comment related to the answer which we will consider in our evaluation. We ask that you provide any relevant policies in full. Where you do not have a policy in place, we ask that you provide an appropriate statement of fact explaining your position on the matter, including any measures you intend to take over the next 12-month period.

#	Question	Response	Additional Information/Comments
1)	Do you consider there to be a risk of child labour (according to the UN and ILO definition) occurring within your business or immediate supply chains?	Yes / No	
2)	Are wages and benefits paid at or above minimum wage (or living wage) in the country of operation, including relevant overtime payment and social insurance benefits in line with legal requirements and are working hours according to international standards? (up to 60 hours within any 7-day period with at least 1 rest day).	Yes / No	
3)	Do you have a Human Rights Policy developed and implemented or can you confirm that you uphold human rights to international standards or at least to our Human Rights Policy?	Yes / No	
4)	Are collective bargaining rights and freedom of association upheld within your organisation in compliance with ILO requirements?	Yes / No	

5)	Are anti-discrimination requirements included as part of your company policies preventing gender, race, religious, age, non-work related illness, sexual orientation or other discrimination in the workplace and ensuring equal opportunity and remuneration?	Yes / No	
6)	Is there an employee labour grievance mechanism in place either internally or externally (whistleblowing hotline, standards procedures, auditing of records)?	Yes / No	
7)	Do your policies, procedures, or standards prohibit abuse of labour (physical and verbal including abuse, harassment, and coercion)?	Yes / No	
8)	Are there standard operating procedures related to Health and Safety in place and are records of incidents documented accordingly?	Yes / No	
9)	Are you aware of any actual or potential conflicts of interest (ie does any person within your organisation have any connection or relation to employees or current managers within the Company or its subsidiaries)?	Yes / No	
10)	Do you currently have in place, or expect in the next 12 months to develop an Environment or Climate Change policy?	Yes / No	
11)	Do you have an environment management system or are you certified to any environmental standard (ISO 140001 or equivalent).	Yes / No	
12)	Have you conducted an environment impact assessment on your business to identify your impacts (emissions) or do you intend to do so in the next 12 months.	Yes / No	
13)	Have you had any environmental violations or instances of non-compliance with environmental laws over the past 3 years which have resulted in penalties, regulatory fines, or revocations of relevant permits.	Yes / No	

### Declaration of Compliance

Each supplier should be able to comply with these Supplier Guiding Principles. If the eight Core Convention of the International Labour Organization establish higher standard than local law, the Supplier shall meet the ILO standards. These minimum requirements are part of all agreements between the Company and its direct suppliers. We expect our suppliers to develop and implement appropriate internal business processes to ensure compliance with these Supplier Guiding Principles.

If a supplier fails to uphold any aspect of the requirements of the Supplier Guiding Principles, the supplier is expected to implement corrective actions. The Company reserves the right to potentially end a contractual relationship with any supplier which breaches the minimum requirements of these Supplier Guiding Principles.

Supplier:

The above presented information is accurate to our best knowledge and belief. Going forward we shall comply with the standards outlined in this Supplier Charter or implement appropriate remediation measures for the purposes of mitigation.

.....

(Company name)

(Date)

.....

(Name and surname, signature, stamp)