



## **Supplier Code of Conduct**

|                            |                                 |
|----------------------------|---------------------------------|
| Responsibility for Policy: | Agreement Services & Compliance |
| Effective Date:            | October 2024                    |
| Last Updated:              | September 2025                  |

## Table of Contents

|    |   |   |
|----|---|---|
| A. | Policy Statement .....                          | 3 |
| B. | Applicability .....                             | 3 |
| C. | Code of Conduct .....                           | 3 |
| 1. | Social Considerations .....                     | 3 |
| a) | Human Rights.....                               | 3 |
| b) | Employment and Non-Discrimination .....         | 4 |
| c) | Fair Compensation .....                         | 4 |
| d) | Supplier Diversity .....                        | 4 |
| e) | Health & Safety .....                           | 4 |
| 2. | Environmental Sustainability .....              | 4 |
| a) | Environmental Protection.....                   | 4 |
| b) | Community Impact.....                           | 5 |
| 3. | Ethical Business Practices.....                 | 5 |
| a) | Highest Standards of Conduct.....               | 5 |
| b) | Compliance with Laws, Rules & Regulations ..... | 5 |
| c) | Bribery & Anti-Corruption.....                  | 5 |
| d) | Accounting and Business Records .....           | 5 |
| e) | Conflicts of Interest.....                      | 5 |
| f) | Gifts and Entertainment .....                   | 6 |
| g) | Compliance .....                                | 6 |
| h) | Supplier Selection .....                        | 6 |
| i) | Confidential Information.....                   | 6 |
| 4. | Data Protection and Information Security.....   | 6 |
| a) | Data Usage and AI Systems .....                 | 6 |
| b) | AI Tool Disclosure.....                         | 6 |
| c) | Data Security and Breach Notification.....      | 7 |
| d) | Regulatory Compliance.....                      | 7 |
| e) | Audit Rights.....                               | 7 |
| 5. | Independent Contractor Equipment .....          | 7 |
| 6. | Independent Contractor Access.....              | 7 |
| D. | Reporting Wrongdoing.....                       | 7 |
| E. | Supplier Acknowledgement .....                  | 8 |

## **A. Policy Statement**

Rare Inc. (Rare, or the Organization) is dedicated to making a positive contribution to society through our focus on the environment, our people, our communities, and responsible business practices. We are dedicated to better understanding the science of human behavior to encourage individuals and their communities to adopt more sustainable practices and behaviors that benefit people and nature.

As such, we hold ourselves and our suppliers (and our suppliers' suppliers) accountable and expect that they implement and maintain sustainable and just business practices and behaviors. Our success depends on conducting business honestly and in accordance with our legal and regulatory obligations. Fraud, dishonesty, unethical or criminal conduct on the part of any supplier or anyone doing business with Rare will not be tolerated.

The purpose of this Supplier Code of Conduct (Code) is to establish a baseline of expectations for Rare's Suppliers and a listing of conduct that if not followed could be grounds for disqualification of a vendor.

This Code is not intended to address every potential situation that relates to our standards of conduct. Rare employees encountering situations with suppliers that are not addressed specifically by this Supplier Code of Conduct should exercise sound judgment, seek advice when appropriate and adhere to the highest ethical standards.

## **B. Applicability**

This Code of Conduct applies to all Rare Suppliers – which are defined as any vendor, agent, or other third party (i.e., non-employee) which does work on behalf of Rare directly or through another third-party which has been contracted by Rare. It is our expectation that you (i.e., Suppliers) support, embrace, and comply with this Code as it relates to social, environmental, and business matters.

## **C. Code of Conduct**

### **1. Social Considerations**

#### **a) Human Rights**

Rare is committed to supporting the protection and advancement of human rights in our business and throughout our supply chain. We strive to conduct our business operations in ways that seek to respect, protect, and promote the full range of human rights.

We expect our suppliers to have appropriate policies and practices in place that apply to their employees and supply chains. Suppliers must ensure they are not complicit in human rights abuses, including modern slavery and human trafficking.

Suppliers shall take all appropriate measures to prevent sexual exploitation or abuse of any beneficiary of the services to be provided, or to any persons related to such beneficiaries, by its employees or any other persons engaged and controlled by the Supplier to perform its services. For these purposes, sexual activity with any person less than eighteen years of age shall constitute the sexual exploitation and abuse of such person. In addition, the Supplier shall refrain from, and shall take all reasonable and

appropriate measures to prohibit its employees or other persons engaged and controlled by it from exchanging any money, goods, services, or other things of value, for sexual favors or activities, or from engaging in any sexual activities that are exploitive or degrading to any direct beneficiary of any services to be provided to Rare or to any persons related to such beneficiaries.

**b) Employment and Non-Discrimination**

Suppliers must conduct all their operations in a socially responsible, non-discriminatory manner and in full compliance with applicable laws including, but not limited to, those associated with Equal Opportunity, Child Labor, Forced or Compulsory Labor, Working Hours, Compensation, Freedom of Association, Collective Bargaining and Harassment Free Work Environment.

Suppliers must ensure equal employment opportunity without discrimination or harassment on the basis of race, color, religion, creed, age, sex, sex stereotype, gender, gender identity or expression, transgender, sexual orientation, national origin, citizenship, disability, marital and civil partnership/union status, pregnancy, veteran or military service status, genetic information or any other characteristic protected by law.

**c) Fair Compensation**

Rare expects Suppliers to comply with the local minimum wage laws and benefits requirements. Additionally, Suppliers should not unlawfully use deductions from wages as a disciplinary measure.

**d) Supplier Diversity**

Working with diverse-owned companies not only fosters strategic and business relationships, but also stimulates economic development and strengthens the communities where we live and work. Rare encourages suppliers to make a good faith effort to ensure that diverse-owned enterprises have a significant opportunity to participate as second tier subcontractors and/or suppliers on Rare contracts.

**e) Health & Safety**

Rare takes health and safety seriously and aims to create a working environment that is both pleasant and safe to work in for its employees. We expect our suppliers to prioritize the occupational health and safety of their employees and meet legal and regulatory requirements.

## **2. Environmental Sustainability**

**a) Environmental Protection**

Rare is a global leader in driving social change for both people and nature. We expect our Suppliers to follow all applicable environmental laws, regulations, and standards. This includes requirements for chemical and waste management and disposal, recycling, industrial wastewater treatment and discharge, air emissions controls, environmental permits, and environmental reporting. Whenever possible, Suppliers are encouraged to develop and maintain business practices to promote energy efficiency, reduce pollution (including greenhouse gas emissions), and conserve resources. We also encourage

suppliers to implement policies and measures that aim to reduce the environmental impact of their operations.

b) Community Impact

Social responsibility is as critical to Rare's mission and success as any other initiative. Suppliers are encouraged to actively engage the communities in which they do business to promote sustainable social and economic practices and development. Suppliers should assess the potential impact of their activities on the local community and take steps to mitigate and avoid any negative impacts on the environment and community.

### **3. Ethical Business Practices**

a) Highest Standards of Conduct

Suppliers are expected to follow the highest standard of ethical business practices, including honesty, integrity, and transparency. This includes the fair and ethical treatment of Rare's employees, suppliers, customers, beneficiaries, and other stakeholders.

b) Compliance with Laws, Rules & Regulations

Suppliers are required to comply with both the letter and spirit of all laws, rules, regulations, and regulatory guidance that would be applicable to Rare if Rare were providing the goods and services, including those laws, rules and regulations addressing corruption, kickbacks, bribery, material support and resources to terrorists, and other prohibited business practices.

c) Bribery & Anti-Corruption

Rare does not tolerate bribery or corruption in any form. Suppliers and those acting on their behalf may not offer, promise, authorize, recommend, give or receive, directly or indirectly, anything of value to any person or entity if it is intended, or could reasonably appear as intended, to influence improper action, obtain or retain business, or secure an improper advantage for Rare. This is especially true when a supplier is interacting with foreign government officials, in alignment with Foreign Corrupt Practice Act (FCPA) requirements.

d) Accounting and Business Records

All Supplier financial books, records and accounts must reflect the underlying activity and conform to Generally Accepted Accounting Principles (GAAP) or other widely accepted frameworks (e.g., International Financial Reporting Standards (IFRS)). Reports and records must adhere to Rare's requirements, must be accurate and timely, and must be in full accordance with applicable legal and contractual requirements.

e) Conflicts of Interest

Rare manages, and where appropriate mitigates or prohibits, business conduct and practices that may pose a conflict among the interests of Rare, its employees and its clients. It is our obligation to be alert to actual or potential conflicts and to manage and/or escalate them as appropriate. We expect our suppliers to maintain a similar level of adherence. Suppliers, their employees and their family members cannot receive

improper benefits through their relationship with Rare or allow other activities to conflict with acting in the best interests of Rare. See section [Reporting Wrongdoing](#) below for guidance on reporting potential conflicts of interest.

f) Gifts and Entertainment

Gifts and entertainment may create an inappropriate obligation or expectation on the part of the recipient or provider. We expect our suppliers to refrain from providing personal gifts, fees, favors, other compensation, or business courtesies, including entertainment activities, which are intended to influence, or might reasonably appear to influence, a business decision.

g) Compliance

Rare reserves the right to audit our suppliers upon provision of reasonable notice to check the supplier's compliance with the requirements of this Supplier Code of Conduct. Rare encourages its suppliers to implement their own binding guidelines for ethical behavior. Any breach of the obligations contained in this Supplier Code of Conduct will be considered a material breach of contract by the supplier. Rare may require reimbursement for any costs associated with a violation of this Supplier Code of Conduct.

h) Supplier Selection

Suppliers contracted by Rare's Suppliers (those signing this agreement) on behalf of Rare are expected to undergo a thorough evaluation process to ensure their compliance with this Code. Ongoing monitoring should be conducted to ensure that suppliers continue to adhere to this Code throughout the duration of the business relationship. This may involve regular assessments, audits, or other mechanisms to verify compliance and address any identified issues.

i) Confidential Information

Suppliers are expected to respect and safeguard the confidential information shared by Rare, including trade secrets, data, and any other proprietary information. Suppliers should also respect and not infringe upon the intellectual property rights of the Organization, including trademarks, copyrights, and patents, and should not engage in any unauthorized use, reproduction, or distribution of such intellectual property.

#### **4. Data Protection and Information Security**

a) Data Usage and AI Systems

Suppliers shall not utilize Rare's proprietary data, confidential information, or any data provided by Rare in artificial intelligence systems, machine learning models, or automated decision-making tools without Rare's prior written consent.

b) AI Tool Disclosure

Suppliers must provide full disclosure regarding the use (proposed or actual) of artificial intelligence tools, automated systems, or machine learning technologies in the creation, development, or delivery of any products or services provided to Rare. Such

disclosure shall be made at the time of proposal submission and updated as necessary throughout the engagement.

c) **Data Security and Breach Notification**

Suppliers are required to implement appropriate technical, administrative, and physical safeguards to protect all data received from Rare. In the event of any actual or suspected data breach, security incident, or unauthorized access to Rare's data, suppliers must immediately notify Rare within 24 hours of discovery and provide regular updates on remediation efforts.

d) **Regulatory Compliance**

Suppliers must maintain compliance with all applicable privacy laws, data protection regulations, and cybersecurity requirements in their operating jurisdictions, including but not limited to GDPR, CCPA, and other relevant local and international data privacy statutes.

e) **Audit Rights**

Rare reserves the right to audit supplier compliance with these data protection requirements through third-party assessments or direct review of relevant policies, procedures, and security controls.

**5. Independent Contractor Equipment**

Independent contractors do not receive equipment from Rare and are expected to provide their own equipment to fulfill the work they are contracted for.

**6. Independent Contractor Access**

Independent contractors may be granted access to Rare's technology resources solely for the purpose of fulfilling contractual obligations. Such access will be limited, must be justified by the manager, and approved by Rare Technology and/or the system owner. Access will be governed by this Policy. Contractors agree to report any security incidents or vulnerabilities to Rare Technology immediately upon discovery.

**D. Reporting Wrongdoing**

Concerns relating to ethical or business conduct matters, including accounting, internal accounting controls or auditing matters, should be brought to Rare's attention. These communications may be made anonymously and confidentially. Suppliers should report concerns about potential legal, regulatory, or ethical misconduct, including that of Rare employees, such as concerns regarding:

- Regulatory compliance
- Bribery or other improper payments
- Potential money laundering or other suspicious activity
- Inappropriate conflicts of interest
- The integrity of Rare's accounting practices, internal controls, auditing matters
- Improper or questionable behavior by employees, supervisors, clients, counterparties, consultants, suppliers or other third parties

Report an issue to the Ethics and Whistleblower Hotline using one of the following:

- **Toll-Free Telephone:**
  - USA and Canada: 844-280-0005
  - Mexico: 800-681-5340
  - Outside of North America: 800-603-2869 (must dial country access code first, see the access codes and dialing instructions in the third-party reporting website listed below)
- **Website:** [www.lighthouse-services.com/Rare](http://www.lighthouse-services.com/Rare)
- **E-mail:** reports@lighthouse-services.com (must include company name with report)

Refer to [Rare's Ethics and Whistleblowing Policy](#) for more information on utilizing Rare's Ethics and Whistleblower Hotline.

#### **E. Supplier Acknowledgement**

By doing business with Rare, the Supplier acknowledges any violation (as determined by Rare) of the above guidelines or other relevant Rare policies can result in immediate termination of any agreement in place, cancellation of a purchase order, return or revocation acceptance of affected goods and/or disqualification from participation in future Rare activities.