

RICE ACQUISITION CORPORATION 3

CODE OF ETHICS (Adopted as of September 30, 2025)

The board of directors (the “Board”) of Rice Acquisition Corporation 3 (together with its subsidiary, the “Company”) has adopted this Code of Ethics (this “Code”) in order to deter wrongdoing and promote:

1. honest and ethical conduct, including the ethical handling of actual or apparent conflicts of interest between personal and professional relationships;
2. full, fair, accurate, timely and understandable disclosure in reports and documents that the Company files with, or submits to, the Securities and Exchange Commission (the “SEC”) and in other public communications made by the Company;
3. compliance with applicable governmental laws, rules and regulations;
4. the protection of Company assets, including corporate opportunities and confidential information;
5. fair dealing practices;
6. the prompt internal reporting of violations of this Code to an appropriate person or persons identified in this Code; and
7. accountability for adherence to this Code.

All directors, officers and other employees are required to be familiar with this Code, comply with its provisions and report any suspected violations as described below.

HONEST AND ETHICAL CONDUCT

The Company’s policy is to promote high standards of integrity by conducting its affairs honestly and ethically.

Each director, officer and other employee must act with integrity and observe the highest ethical standards of business conduct in their dealings with the Company’s suppliers, partners, service providers, competitors, employees and anyone else with whom they have contact in the course of performing their job.

CONFLICTS OF INTEREST

A conflict of interest occurs when an individual’s private interest (or the interests of their family) interferes, or even appears to interfere, with the interests of the Company as a whole. A conflict of interest can arise when a director, officer or other employee (or a member of his or her family) takes actions or has interests that may make it difficult to perform his or her work for the Company objectively and effectively. Conflicts of interest also arise when a director, officer or

other employee (or a member of his or her family) receives improper personal benefits as a result of his or her position in the Company.

Loans by the Company to, or guarantees by the Company of, obligations of directors, officers, employees or their family members are of special concern. Loans by the Company to, or guarantees by the Company of, obligations of any director or executive officer (or his or her family members) are expressly prohibited.

Whether or not a conflict of interest exists or will exist can be unclear. Conflicts of interest should be avoided unless specifically authorized as described in the paragraph below.

Directors and executive officers must seek determinations and prior authorizations of potential conflicts of interest exclusively from the Audit Committee of the Board (the “Audit Committee”). Persons other than directors and executive officers who have questions about a potential conflict of interest or who become aware of an actual or potential conflict should discuss the matter with, and seek a determination and prior authorization from, the CFO.

CORPORATE OPPORTUNITIES

All directors, officers and other employees owe a duty to the Company to advance its interests when the opportunity to do so arises. Directors, officers and other employees are prohibited from taking for themselves personally (or for the benefit of friends or family members) opportunities that are discovered through the use of Company property, information or position. Directors, officers and other employees may not use Company property, information or position for personal gain (including for the gain of friends or family members). In addition, no director, officer or other employee may compete with the Company.

CONFIDENTIALITY

Directors, officers and other employees should maintain the confidentiality of information entrusted to them by the Company or by its suppliers or other business partners, except when disclosure is authorized or legally mandated or, in certain circumstances, permitted by law. Confidential information includes all non-public information (regardless of its source) that might be of use to the Company’s competitors or harmful to the Company or its suppliers or other business partners if disclosed.

FAIR DEALING

Each director, officer and other employee must deal fairly with the Company’s suppliers, competitors, business partners, service providers, employees and anyone else with whom they have contact in the course of performing their job. No director, officer or other employee should take unfair advantage of anyone through manipulation, concealment, abuse or privileged information, misrepresentation of facts or any other unfair dealing practice.

PROTECTION AND PROPER USE OF COMPANY ASSETS

All directors, officers and other employees should protect the Company's assets and ensure their efficient use. Theft, carelessness and waste have a direct impact on the Company's profitability and are prohibited.

All Company assets should be used only for legitimate business purposes. Any suspected incident of fraud or theft should be reported for investigation immediately.

The obligation to protect Company assets includes the Company's proprietary information. Proprietary information includes intellectual property as well as business and marketing plans, engineering and manufacturing ideas, designs, databases, records and any non-public financial data or reports. Unauthorized use or distribution of this information is prohibited and could also be illegal and result in civil or criminal penalties.

COMPLIANCE

Directors, officers and other employees should comply, both in letter and spirit, with all applicable laws, rules and regulations in the cities, states and countries in which the Company operates.

Although not all directors, officers and other employees are expected to know the details of all applicable laws, rules and regulations, it is important to know enough to determine when to seek advice from appropriate personnel. Questions about compliance should be addressed to the Company's Chief Financial Officer and Chief Accounting Officer (the "CFO").

Insider trading is unethical, illegal and a violation of the Company's Insider Trading Policy.

DISCLOSURE

The Company's periodic reports and other documents filed with the SEC, including all financial statements and other financial information, must comply with applicable federal securities laws and SEC rules.

Each director, officer and other employee who contributes in any way to the preparation or verification of the Company's financial statements and other financial information must ensure that the Company's books, records and accounts are accurately maintained. Each director, officer and other employee must cooperate fully with the Company's accounting departments as well as the Company's independent public accountants and counsel.

Each director, officer and other employee who is involved in the Company's disclosure process must:

1. be familiar with and comply with the Company's disclosure controls and procedures and its internal control over financial reporting; and

2. take all necessary steps to ensure that all filings with the SEC and all other public communications about the financial and business condition of the Company provide full, fair, accurate, timely and understandable disclosure.

REPORTING AND INVESTIGATION OF VIOLATIONS

Actions prohibited by this Code involving directors or executive officers must be reported to the Audit Committee.

Actions prohibited by this Code involving anyone other than a director or executive officer must be reported to the CFO.

After receiving a report of an alleged prohibited action, the Audit Committee or the CFO, as applicable, must promptly take all appropriate actions necessary to investigate.

All directors, officers and other employees are expected to cooperate in any internal investigation of misconduct.

PROHIBITION ON RETALIATION

The Company does not tolerate acts of retaliation against any director, officer or other employee who makes a good faith report of known or suspected acts of misconduct or other violations of this Code.

ENFORCEMENT

The Company must ensure prompt and consistent action against violations of this Code.

If, after investigating a report of an alleged prohibited action by a director or executive officer, the Audit Committee determines that a violation of this Code has occurred, the Audit Committee will report such determination to the Board.

Upon receipt of a determination that there has been a violation of this Code, the Board or the CFO will take such preventative or disciplinary action as it or he deems appropriate, including, but not limited to, reassignment, demotion, dismissal and, in the event of criminal conduct or other serious violations of the law, notification of appropriate governmental authorities.

WAIVERS

The Board or the Audit Committee (in the case of a violation by a director or executive officer) or the CFO (in the case of a violation by any other person) may, in its or his discretion, waive any violation of this Code.

Any waiver for a director or an executive officer shall be disclosed if and as required by SEC and the rules of the New York Stock Exchange.