

Compliance with U.S. Foreign Corrupt Practices Act and Other Anti-Corruption Laws

Purpose

At Benson Hill, our position is clear: we do not tolerate corruption in our business dealings anywhere in the world. We will conduct business in compliance with the U.S. Foreign Corrupt Practices Act (“FCPA”) and applicable anti-bribery laws of other countries.

Applicability of this Policy

This Policy applies to our Board members and our employees, no matter where they work or what their jobs are. Similarly, we expect contractors, consultants, trainees, temps/agency workers, interns and volunteers (“Associates”) to follow this Policy. In addition, we expect all our vendors, suppliers, consultants, agents, sales representatives, distributors, and other service providers (“Third Parties”) to follow this Policy.

Recognizing and Avoiding Bribery

- **We do not make improper payments (directly or indirectly).** Employees, Associates and Third Parties may not offer, promise, provide, or authorize giving anything of value—directly or indirectly—to anyone in exchange for an improper business advantage.
 - “Anything of value” is interpreted broadly. Items that have value include both tangible items—such as cash, event tickets, overpayments, and gift cards—and intangible items, such as employment offers or entertainment.
 - Payments made to a Third Party “while knowing” or while being aware of facts which suggest a “high probability” that they will in turn be paid, in whole or in part, to a foreign Public Official¹, are violations of the FCPA and other applicable anti-bribery laws. Accordingly, Benson Hill must approach relationships with Third Parties with care and monitor Third Parties to protect against anti-corruption violations caused by indirect payments.
- **We do not accept improper payments.** Employees, Associates, and Third Parties acting on the Company’s behalf may not accept anything of value in exchange for obtaining or maintaining a business relationship, granting business or a business advantage.

¹ “Public Official” includes all employees of a government department or agency, whether in the executive, legislative or judicial branches of government and whether at the national, state or local level (or their equivalents). The term covers part-time workers, unpaid workers, any person “acting in an official capacity,” and members of a royal family. Also included under the term are political parties, party officials, and candidates for political office.

- **We do not make facilitation payments without written approval.** Employees, Associates, and Third Parties acting on the Company's behalf may be asked to make payments to a Public Official to expedite or to secure the routine performance of a governmental action by that official such as processing visas, providing police protection or mail service, or supplying utilities. Such payments may violate local law and therefore Benson Hill prohibits the offering or making of such payments unless authorized to do so in writing by the Benson Hill Chief Legal Officer. Facilitation payments do not include standard published fees for expedited services.
- **We do not use Business Courtesies such as meals, gifts, and travel for improper purposes.** Non-cash gifts, meals, travel, accommodations, entertainment, and other promotional expenditures ("Business Courtesies") are all things of value that can, if provided for an improper purpose, qualify as bribery. The Company may spend reasonable amounts of money to provide such courtesies to create an opportunity to discuss business, so long as it is not intended that the expenditure itself will motivate a party to give the Company any type of improper advantage. For example, employees and Associates may spend reasonable amounts of money on Business Courtesies that are (i) directly related to the promotion, demonstration, or explanation of the Company's business, or (ii) required under a contract. Thus, acceptable expenditures can include the provision of inexpensive gifts (such as Company-branded promotional items and modest gifts reflecting goodwill on holidays), reasonable meals and entertainment, and Company-sponsored travel (including, for example, a site visit to see the Company's headquarters and/or facilities). Third Parties are not authorized to give gifts or entertain Public Officials on Benson Hill's behalf unless authorized to do so in writing by the Benson Hill Chief Legal Officer.
- **Health and safety payments are permissible.** In limited circumstances, employees, Associates, and Third Parties acting on the Company's behalf are permitted to make payments to avoid an imminent threat to personal health, safety, or freedom, but must report any health and safety payment to the Benson Hill Chief Legal Officer as soon as possible once danger has passed. The employee, Associate, or Third Party must also provide a written record of the amount of the payment, means of payment, recipient(s), and circumstances to ensure that the payment is accurately recorded in Benson Hill's financial records.
- **The Company will maintain internal controls and accurately record its transactions.** Benson Hill is required by law to keep books, records and accounts that report financial information accurately and honestly. This includes accurate reporting of both the monetary values and the nature of costs and revenues, time worked, business expenses incurred, payments to Third Parties for products or services, and all other business-related transactions. If a transaction is not reflected in Benson Hill's records in a manner that accurately and transparently reflects the nature and purpose of the transaction, that inaccurate record may be a violation of the law. It may also be an indication that the transaction itself violates the law.

Reporting & Non-Retaliation

Report all violations or suspected violations of this Policy to the Benson Hill Chief Legal Officer at yfundler@bensonhill.com or through the Ethics Hotline:

Report an Incident to the Ethics Hotline at:

Email: absolute@integritycounts.ca

Phone: North America Toll Free 1-866-921-6714

Online: www.integritycounts.ca/org/bensonhill

The Company prohibits retaliation against individuals who report potential misconduct in good faith. Individuals engaging in retaliatory conduct will be subject to disciplinary action, up to and including termination of employment. If you suspect that you or someone you know has been retaliated against, you should immediately contact the Benson Hill Chief Legal Officer at yfundler@bensonhill.com. Allegations of retaliation will be investigated and appropriate action will be taken.

This Policy should be read along with Benson Hill's Code of Conduct and relevant policies and procedures.

Failure to comply with this Policy may subject employees to discipline, up to and including termination. Failure of an associate to comply with this Policy, where applicable, may be considered grounds to modify or terminate our relationship with them. In addition, individuals who violate the law may expose themselves to substantial civil damages, criminal fines and prison terms.

Audit & Monitoring

This Policy is subject to periodic auditing and monitoring.