



## **SUSTAINABILITY AND GOVERNANCE COMMITTEE CHARTER OF BENSON HILL, INC.**

**As adopted by the Board of Directors, effective July 18, 2024**

### **Purpose**

The purpose of the Sustainability and Governance Committee (the “Committee”) of the Board of Directors (the “Board”) of Benson Hill, Inc. (the “Company”) is to (i) identify, evaluate and recommend individuals qualified to become members of the Board, consistent with criteria approved by the Board, (ii) select, or recommend that the Board select, the director nominees to stand for election at each annual meeting of stockholders of the Company or to fill vacancies on the Board, (iii) assess and make recommendations to the Board concerning the Company’s Corporate Governance Guidelines (the “Corporate Governance Guidelines”) at least annually, (iv) oversee the annual performance evaluation of the Board and its committees and management, (v) oversee the Company’s environmental and social capital policies and initiatives and (vi) oversee the Company’s Scientific Advisory Board and Sustainable Food Advisory Council. The Committee shall also recommend directors eligible to serve on all committees of the Board.

### **Composition of the Committee**

The number of members of the Committee shall be determined by the Board and shall consist of two or more directors, each of whom the Board has determined to be “independent” under applicable rules of the Securities and Exchange Commission, listing standards of the New York Stock Exchange or other securities exchange on which the Company’s securities are listed (the “Exchange”) and the Corporate Governance Guidelines. Determinations as to whether a particular director satisfies the requirements for membership on the Committee shall be made by the Board.

Committee members (i) shall be appointed by the Board on the recommendation of the Committee, (ii) shall serve for such terms as the Board may determine, or until their earlier resignation, death or removal, and (iii) may be removed by the Board in its discretion. The Board, on the recommendation of the Committee, shall designate one member of the Committee as its chairperson.

### **Meetings**

The Committee shall meet with such frequency and at such intervals as it determines necessary to carry out its duties and responsibilities. The chairperson will preside, when present, at all meetings of the Committee. The Committee will meet at such times as determined by its chairperson or as requested by a majority of the Committee. Notice of all Committee meetings shall be given, and waiver thereof determined, in accordance with the notice and waiver of notice requirements applicable to the Board. The Committee may meet by telephone, video conference or similar means of remote communication.

Each member of the Committee shall have one vote. A majority of the Committee members, but not less than two members, shall constitute a quorum. The Committee shall be authorized to take any

permitted action only by the affirmative vote of a majority of the Committee members at any meeting at which a quorum is present, or by the unanimous written consent of all of the Committee members.

The Committee shall maintain copies of minutes of each meeting of the Committee, and each written consent to action taken without a meeting, reflecting the actions so authorized or taken by the Committee. A copy of the minutes of each meeting and all consents shall be placed in the Company's minute books.

As necessary or required, the chairperson may request that members of the management team or other independent consultants be present at any meetings of the Committee.

### **Delegation**

The Committee may form and delegate authority to subcommittees consisting of one or more members when it deems appropriate.

### **External Advisors**

The Committee shall have the sole authority, at the Company's expense, to retain and terminate search firms and other consultants to assist in the identification and evaluation of director candidates, including the sole authority to approve the search firms' or consultants' fees and other retention terms. The Committee shall also have authority to obtain advice and assistance from any officer or employee of the Company or, at the Company's expense but at funding levels determined by the Committee, any outside legal counsel, expert or other advisor to assist with the execution of its duties and responsibilities as set forth in this Charter. The Committee shall have full, unrestricted access to Company records.

### **Duties and Responsibilities**

In furtherance of its purpose, the Committee shall:

1. Review the structure, organization, function and composition of the Board and its committees and make recommendations to the Board regarding changes to the size and composition of the Board or any committee thereof.
2. Identify, recruit, screen and interview individuals that the Committee believes are qualified to become Board members, and select, or recommend that the Board select, the director nominees to stand for election at each annual meeting of stockholders of the Company in which directors will be elected.
3. Consider potential director candidates recommended by the Company's management and stockholders in the same manner as nominees identified by the Committee.
4. In the event there is a vacancy on the Board, identify individuals that the Committee believes are qualified to become Board members, and recommend such individual(s) for appointment to the Board.
5. Identify Board members qualified to fill any vacancy on a standing committee of the Board, and recommend directors for appointment to any such committee.

6. Review the independence of directors, including any conflicts of interest, and report to the Board.
7. Review the adequacy of the Corporate Governance Guidelines at least annually, recommend any proposed changes to such guidelines to the Board for approval and monitor compliance with such guidelines.
8. Review any director resignation that is made in accordance with the director resignation policy set forth in the Corporate Governance Guidelines and make a recommendation to the Board regarding whether to accept or reject the tendered resignation, or whether other action should be taken by the Board.
9. Establish procedures to exercise oversight of, and oversee the performance evaluation process of, the Board and management.
10. Lead the Board and its committees through an annual self-evaluation process to determine whether it and its committees are functioning effectively and report the results of the self-evaluation process to the Board.
11. Develop and oversee an orientation program for new directors and a continuing education program for all directors.
12. Report regularly to the Board on the activities of the Committee.
13. Advise the Board periodically with regards to significant developments in the law and practice of corporate governance as well as the Company's compliance with applicable laws and regulations, and make recommendations to the Board on all matters of corporate governance and on any remedial action to be taken.
14. Conduct an annual performance evaluation of the Committee and its members, including a review of adherence to this Charter.
15. Assist management in the preparation of the disclosure in the Company's annual proxy statement regarding director independence and the operations of the Committee.
16. Approve and oversee compliance with the Company's policies with respect to social, political and philanthropic contributions.
17. Oversee and periodically advise the Board regarding the Company's Environmental, Social and Governance ("ESG") matters, including environmental sustainability (climate, water, and biodiversity) and social capital (supply chain diversity, human rights, community relations, and philanthropy) matters, periodically review the Company's ESG strategy, goals, policies and procedures, as applicable, and recommend any proposed changes regarding the same to the Board for approval; *provided, however*, that the Compensation Committee of the Board has responsibility for overseeing the Company's ESG priorities specifically regarding Human Capital Development matters.
18. Oversee the Company's reporting and disclosure with respect to ESG matters and periodically review the Company's ESG reporting metrics, subject to the Compensation Committee's oversight of Human Capital Development matters, and coordinate as

necessary with the Compensation Committee regarding reporting and disclosure of the same.

19. Oversee and serve as the Board's primary interface with the Company's Scientific Advisory Board and Sustainable Food Advisory Council, periodically review feedback and assessments made by the Scientific Advisory Board and the Sustainable Food Advisory Council, and periodically report to the Board regarding the same.
20. Review the adequacy of this Charter periodically and recommend any proposed changes to the Board for approval.
21. Perform such other duties and responsibilities, consistent with this Charter, the Company's bylaws, governing law, the rules and regulations of the Exchange, the federal securities laws and such other requirements applicable to the Company, delegated to the Committee by the Board.

### **Nominating Criteria**

The Committee shall recommend to the Board for approval the criteria and policies for consideration and selection of directors to the Board and the Board committees. In evaluating candidates for nomination to the Board or service on a committee, the Committee shall take into account the listing standards of the Exchange and any other applicable law, regulation or rule. In selecting or recommending candidate, the Committee shall take into consideration any criteria approved by the Board and such other factors as it deems appropriate. Directors must possess the highest personal and professional ethics, integrity and values. Necessary qualifications and considerations may include:

- current or recent experience as a senior executive of a public company or as a leader of another major complex organization;
- experience as a director of a public company;
- business and financial expertise;
- ability to make independent judgments;
- general understanding of the Company's business;
- professional background, including current or prior industry experience;
- current employment; and
- diversity with respect to viewpoints, background, experience, skill, education, national origin, gender, race, age, culture and current [professional and personal] affiliations.

In the event the Committee determines to recruit candidates as potential nominees to join the Board, the candidate pool will include qualified female and racially and/or ethnically diverse candidates and any external advisors consulted in the recruiting process will be instructed to include such individuals in the list of candidates they provide to the Committee.

The Committee shall consider all candidates recommended by the Company's stockholders in accordance with procedures, that, if applicable, will be set forth in the Company's annual proxy statement. The Committee may consider candidates proposed by management but is not required to do so.