



**COMPENSATION COMMITTEE CHARTER
OF
BENSON HILL, INC.**

As adopted by the Board of Directors, effective September 29, 2021

Purpose

The purpose of the Compensation Committee (the “Committee”) of the Board of Directors (the “Board”) of Benson Hill, Inc. (the “Company”) is to: (i) together with the Company’s other independent directors, discharge the Board’s responsibilities relating to compensation of the Company’s executive officers¹ and directors and approve individual executive officer compensation intended to attract, retain and appropriately reward employees in order to motivate their performance in the achievement of the Company’s business objectives and align their interests with the long-term interests of the Company’s stockholders and (ii) review and recommend to the Board compensation plans, policies and programs. The Committee shall also prepare the compensation committee report on executive compensation required by the rules of the United States Securities and Exchange Commission (the “SEC”) to be included in the Company’s annual report or proxy statement relating to the election of directors.

Composition of the Committee

The number of members of the Committee shall be determined by the Board and shall consist of three or more directors, each of whom the Board has determined has no material relationship with the Company and each of whom (i) is otherwise “independent” under the rules of the New York Stock Exchange or other securities exchange on which the Company’s securities are listed (the “Exchange”), (ii) is otherwise independent under the applicable independence standards for compensation committee service imposed by the Securities Exchange Act of 1934, as amended (the “Exchange Act”) and the Exchange and (iii) meets the requirements for a “Non-Employee Director” contained in Rule 16b-3 under the Exchange Act. 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 Nominating and Corporate Governance 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 Nominating and Corporate Governance 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, but in no event less than once a year. 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

¹ For purposes of this Charter, “executive officer” has the same meaning specified for the term “officer” in Rule 16a-1(f) under the Exchange Act.

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. However, the Committee shall meet regularly without members of the management team present, and in all cases, the chief executive officer ("CEO") and any such other executive officers shall not be present at meetings at which their compensation or performance is being discussed.

Delegation

The Committee may form and delegate authority to subcommittees consisting of one or more members when it deems appropriate. Any decision of such subcommittee to take any action shall be presented to the full Committee at its next scheduled meeting.

In addition, the Committee may delegate to a member or certain members of management the administration of the Company's incentive compensation and equity-based compensation plans, to the extent permitted by law and as may be permitted by such plans and subject to such rules, policies and guidelines (including limits on the aggregate awards that may be made pursuant to such delegation), provided that, consistent with the duties and responsibilities outlined below, the Committee shall determine and approve the awards made under such plan to any officer (as defined in Rule 16a-1(f) under the Exchange Act), director of the Company, or any other member of senior management as the Committee shall designate and shall at least annually review the awards made to such other members of senior management as the Committee shall designate.

External Advisers

The Committee shall have the authority, in its sole discretion, to retain or obtain the advice of a compensation consultant, legal counsel or other adviser (a "Committee Adviser") as it deems appropriate to assist with the execution of its duties and responsibilities as set forth in this Charter. The Committee shall be directly responsible for appointing, compensating and overseeing the work of any Committee Adviser retained by the Committee and shall receive appropriate funding from the Company, as determined by the Committee, for payment of reasonable compensation to such Committee Adviser. The Committee shall not be required to implement or act consistently with the advice or recommendations of any Committee Adviser, and the authority granted in this Charter shall not affect the ability or obligation of the Committee to exercise its own judgment in fulfillment of its duties under this Charter. To the extent required by applicable Exchange rules, the Committee shall assess the independence of any Committee Adviser taking into account the factors specified by Section 303A.05(c)(iv) of the Exchange rules. In carrying out its duties, the Committee may retain, or receive advice from, any Committee Adviser that it prefers. The Committee shall also have authority to obtain advice and assistance from any officer or employee of the Company and shall have access to such Company records as required in execution of its duties and responsibilities.

Duties and Responsibilities

In furtherance of its purpose, the Committee shall:

1. Review and approve annually corporate goals and objectives relevant to CEO compensation, evaluate at least annually the CEO's performance in light of those goals and objectives and determine and approve the CEO's compensation, including salary, bonus, fees, benefits, incentive awards and perquisites, based on this evaluation. In determining the long-term incentive component of the CEO's compensation, the Committee shall consider, among other factors, the Company's performance and relative shareholder return, the value of similar incentive awards to CEOs at comparable companies and the awards given to the CEO in past years.
2. Review and approve the compensation of the Company's Executive Vice Presidents and any other officer as defined in Rule 16a-1(f) under the Exchange Act, other than the CEO, including salaries, bonuses, fees, incentive awards and perquisites.
3. From time to time assess the Company's competitive position with respect to the components of its executive compensation program by reviewing executive compensation surveys, studies and information concerning the compensation paid by other comparable companies.
4. Review and approve new incentive compensation plans and equity-based plans and amendments to any existing plans.
5. Approve grants and/or awards of restricted stock, stock options and other forms of equity-based compensation under the Company's stock option, incentive compensation and equity-based plans.
6. For the CEO, Executive Vice Presidents and other officers of the Company as defined in Rule 16a-1(f) of the Exchange Act, review and approve, when and if appropriate, employment agreements, severance agreements, consulting agreements and change in control or termination agreements.
7. Annually evaluate and recommend to the full Board appropriate compensation for the Company's non-employee directors for service on the Board and its committees, including compensation and expense reimbursement policies for attendance at Board and committee meetings.
8. If a compensation discussion and analysis ("CD&A") is required to be included in the Company's annual report or proxy statement, review and discuss with management the CD&A and related executive compensation information. Based on such review and discussion, the Committee shall make a recommendation to the Board as to whether such CD&A shall be included in such annual report or proxy statement and shall prepare the compensation committee report required to be included in such annual report or proxy statement.
9. Consider at least annually whether risks arising from the Company's compensation plans, policies and programs for its employees are reasonably likely to have a material adverse effect on the Company, including whether the Company's incentive compensation plans encourage excessive or inappropriate risk-taking.
10. Review and approve the creation or revision of any clawback policy allowing the Company to recoup compensation paid to current and former employees.

11. Make recommendations to the Board regarding the adoption of any anti-hedging or anti-pledging policies applicable to executive officers and directors.
12. Determine stock ownership guidelines for the CEO, Executive Vice Presidents, and other officers of the Company as defined in Rule 16a-1(f) of the Exchange Act, and make recommendations to the Board regarding stock ownership guidelines for the Company's non-employee directors, and in each case, monitor compliance with such guidelines.
13. Review periodically CEO succession planning and report its findings and recommendations to the Board, and work with the Board in evaluating potential successors to executive officer positions.
14. Assist in Board oversight of the Company's ESG priorities specifically regarding Human Capital Development metrics and initiatives.
15. Report regularly to the Board on the activities of the Committee.
16. Conduct an annual performance evaluation of the Committee and its members, including a review of adherence to this Charter.
17. Review the adequacy of this Charter annually and recommend any proposed changes to the Board for approval.
18. 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 or required under the provisions of any compensation plan maintained by the Company.
19. The Committee, as applicable, will review the results of the Company's "say on pay" vote as well as the results of other Company stockholder votes with respect to compensation-related matters, and will consider whether any changes should be made to the Company's compensation plans and programs as a result of such stockholder vote.