

Benson Hill 完成与 Star Peak Corp II 的业务合并

创建一家领先的可持续食品技术上市公司，开发出更可口、更健康、更具可持续性和更实惠的原料和食品

CropOS® 技术平台使公司能够实现从种子到餐桌的创新，以推动快速发展的植物性食品变革

本次交易为 Benson Hill 带来约[XXX]百万美元的总收益

Benson Hill 的普通股预计将于 2021 年 9 月 30 日在纽约证券交易所开始交易，股票代码为“BHIL”

密苏里州圣路易斯--2021 年 9 月 30 日--利用尖端食品创新引擎释放植物自然遗传多样性的食品技术公司 [Benson Hill](#), Inc. (即“Benson Hill”，或称“公司”)今天宣布，公司已完成其先前宣布的与 Star Peak Corp II (NYSE: STPC，即“Star Peak”)的业务合并。在完成交易的同时，Star Peak 将其名称更改为“Benson Hill, Inc.”，Benson Hill 的普通股和权证预计将于 2021 年 9 月 30 日在纽约证券交易所开始交易，新的股票代码分别为“BHIL”和“BHIL.WS”。

Benson Hill 首席执行官 **Matt Crisp** 表示：“完成与 Star Peak 的业务合并巩固了我们创造的未来增长基础，我们的尖端 CropOS® 技术平台、综合商业模式，以及从源头开始创造更优质的食品、饲料和原料的愿景将是未来增长的驱动力。我为 Benson Hill 优秀团队所完成的工作，以及我们的投资方为实现这一里程碑而坚定不移的承诺感到自豪。”

“伴随整个公司良好的发展势头和股东群体的扩大，我们继续采取大胆和创新的举措，成为快速增长的植物性食品变革的践行者，我们已经准备进入企业发展之旅的下一阶段。交易完成后，我们将拥有更多资源来打造加速计划以塑造未来的食品行业，为消费者提供更多营养丰富、价格合理的食品选择。”

Star Peak 公司董事长 **Mike Morgan** 评价道：“我们很高兴完成与 Benson Hill 公司的业务合并，Benson Hill 是一家食品技术领域的标杆企业，也是行业内的首家上市企业。凭借颠覆性的 CropOS® 创新引擎、雄厚的资本和纯粹的 ESG 投资特点，Benson Hill 在推动植物性食品变革，以及在满足对植物性肉类替代品快速增长的需求方面发挥着近期的基础性作用，占据了快速增长的有利地位。我们期待与 Matt 和优秀的 Benson Hill 团队继续合作，为所有利益相关方创造重要的长期价值。”

交易简介

本次业务合并由 Star Peak 董事会一致表决通过，并在 2021 年 9 月 28 日的特别会议上获得了 Star Peak 利益相关方的批准。

本次交易为公司创造了约 3.19 亿美元的总收益，其中包括来自 Star Peak 前信托账户的 9400 万美元现金，以及来自超额认购和大规模全额承诺普通股 PIPE 的 2.25 亿美元现金。Benson Hill 准备利用本次交易的收益为公司提供资金实力和灵活性，以打入庞大且不断增长的国内和国际市场、扩大植物性原料的领导地位和商业规模、投资于 CropOS® 的其他专利数据、扩大产品组合，并建立协同渠道和伙伴关系，以加速增长和盈利。Benson Hill 全体股东已将其股权全部转入新公司。

Benson Hill 目前的领导团队将负责领导合并后的公司，Matt Crisp 将继续担任首席执行官。新合并的公司计划扩大其董事会，首先是任命行业领先的另类资产管理公司 Magnetar Capital（其成员担任 Star Peak Corp II 的保荐人）的高级常务董事 [Craig Rohr](#)。

近期成果显示出关键增长举措的强劲势头

- 收购 Rose Acre Farms 的大豆压榨设施，通过公司的综合业务模式实现 Benson Hill 超高蛋白大豆原料的商业化和规模化；
- 实现了强劲的财务业绩，2021 年第二季度收入环比增长 28%，达到 3970 万美元，按正常化计算增长了 47%¹。原料市场的收入增长率为 28%，达到 2,300 万美元，按正常化计算增长了 64%¹。公司已经开始将专有的大豆种子和产品组合进行商业化，这些种子和产品的蛋白质含量较高，具有 omega-9 脂肪酸的营养优势，并且抗营养素含量低；
- 专有大豆种植面积实现了 133% 的增长——2021 作物年度的合同种植面积为 7 万英亩，超过了 6 万英亩的目标；
- 启动了先进的黄豌豆育种和商业化计划，缩短了专有基因组创新的开发周期，该基因组是植物性肉类替代品中增长最快的蛋白质来源之一。
- 启动了食品系统创新者计划，扩大与农民的合作，通过公司专有的 CropOS® 平台对先进的创新技术加以利用并优化成果；
- 农作物加速器(Crop Accelerator)有望于 2021 年底投入使用，届时，育种周期时间将比传统的种植方法快两倍。

¹ Benson Hill 于 2020 年底出售了一项非核心大麦业务，该业务在 2020 年第二季度创造了 400 万美元的收入。更多详细信息参见公司第二季度收益新闻稿([Q2 Earnings Release](#))。

从源头制作更优质的食品

- **食品技术领导者：**Benson Hill 是一家行业标杆企业，致力于释放植物的自然遗传多样性、引领植物性食品变革，以提供更营养、更具可持续性和更实惠的食品和原料选择。
- **专有 CropOS® 平台：**将人工智能(AI)、数据分析和各种先进的育种技术与数据科学、植物科学和食品科学相结合，提供营养、口感和产量首屈一指的新作物，有可能将传统的作物育种过程缩短数年时间。
- **综合业务模式：**从种子开始，然后与农民和食品供应链伙伴合作，实现食品和原料商业化并扩大规模，满足消费者对更健康 and 可持续食品选择的需求。

顾问

由 Goldman Sachs & Co. LLC 和 Credit Suisse Securities (USA) LLC 担任 Star Peak 的联合财务顾问和资本市场顾问，并担任 PIPE 发行的联合配售代理。由 Kirkland & Ellis LLP 担任 Star Peak 的法律顾问。由 Barclays 担任 Benson Hill 的独家财务顾问、资本市场顾问和 PIPE 发行的联合配售代理。由 Winston & Strawn LLP 担任 Benson Hill 的法律顾问。

关于 Benson Hill

Benson Hill 通过 CropOS®平台推动食品技术发展，该平台是一个将数据科学和机器学习与生物学和遗传学相结合的尖端食品创新引擎。Benson Hill 使创新者能够释放从植物到餐桌的自然遗传多样性，旨在提供营养丰富、美味可口的食品和原料选择，既可以大范围地获取，又具有可持续性。如需了解更多信息，请访问 bensonhill.com 或在 Twitter 上关注 [@bensonhillinc](https://twitter.com/bensonhillinc)。

Forward-Looking Statements

Certain statements in this press release may be considered “forward-looking statements” within the meaning of the “safe harbor” provisions of the United States Private Securities Litigation Reform Act of 1995. Forward-looking statements generally relate to future events or the Company’s future financial or operating performance. These forward-looking statements include, but are not limited to, statements regarding estimates and forecasts of other financial and performance metrics and projections of market opportunity. In some cases, you can identify forward-looking statements by terminology such as “may,” “should,” “expect,” “intend,” “will,” “estimate,” “anticipate,” “believe,” “predict,” or the negatives of these terms or variations of them or similar terminology. Such forward-looking statements are subject to risks, uncertainties, and other factors which could cause actual results to differ materially from those expressed or implied by such forward-looking statements. These forward-looking statements are based upon estimates and assumptions that, while considered reasonable by the Company and its management, as the case may be, are inherently uncertain factors that may cause actual results to differ materially from current expectations include, but are not limited to: 1) the ability to recognize the anticipated benefits of the business combination, which may be affected by, among other things, competition, the ability of the combined company to grow and manage growth profitably, maintain relationships with customers and suppliers and retain its management and key employees; 2) costs related to the business combination; 3) the ability to maintain NYSE listing standards; 4) the Company’s ability to execute its business plans; 5) the Company’s transition to becoming a public company including the associated expenses and the impact of public financial and other disclosures on its negotiations and arrangements with key counterparties; 6) changes in applicable laws or regulations; 7) the possibility that the Company may be adversely affected by other economic, business and/or competitive factors; 8) the impact of the COVID-19 pandemic and its effect on business and financial conditions; and 9) other risks and uncertainties set forth in the sections entitled “Risk Factors” and “Cautionary Note Regarding Forward-Looking Statements” in the Company’s filings with the Securities and Exchange Commission (“SEC”), which are available on the SEC’s website at www.sec.gov. Nothing in this press release should be regarded as a representation by any person that the forward-looking statements set forth herein will be achieved or that any of the contemplated results of such forward looking statements will be achieved. There may be additional risks that the Company presently does not know or that the Company currently believes are immaterial that could also cause actual results to differ from those contained in the forward-looking statements. You should not place undue reliance on forward-looking statements, which speak only as of the date they are made. The Company does not undertake any duty to update these forward-looking statements, except as otherwise required by law.

Use of Non-GAAP Financial Measures

In this press release, the Company includes normalized revenues and normalized ingredients revenues, which are non-GAAP performance measures that the Company uses to supplement its results presented in accordance with U.S. GAAP. As required by the rules of the SEC, the Company has provided herein a reconciliation of the non-GAAP financial measures contained in this press release to the most directly comparable measure under GAAP. The Company’s management believes normalized revenues and normalized ingredients revenues are useful in evaluating its operating performance. By providing this non-GAAP measure, the Company’s management intends to provide investors with a meaningful, consistent

comparison of the Company's revenues for the periods presented. Neither normalized revenues nor normalized ingredients revenues are intended to be a substitute for any U.S. GAAP financial measure and, as calculated, may not be comparable to other similarly titled measures of performance of other companies in other industries or within the same industry. The Company defines and calculates normalized revenues as revenues less revenues attributable to the Company's non-core barley business, which was sold in late 2020. The Company defines and calculates normalized ingredients revenues attributable to its ingredients segment less revenues attributable to the Company's non-core barley business, which was sold in late 2020.

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来源: Benson Hill, Inc.

Benson Hill, Inc.
Reconciliation of GAAP Revenues to non-GAAP Normalized Revenues
(Unaudited, in thousands)

Three Months Ended June 30

	2021	2020	Percent Change
Revenues	\$ 39,692	\$ 31,028	27.9%
Less non-core Barley Operations	-	(4,000)	
Normalized Revenues	<u>\$ 39,692</u>	<u>\$ 27,028</u>	46.9%

Benson Hill, Inc.
**Reconciliation of GAAP Ingredient Segment Revenues to non-GAAP Normalized
Ingredient Segment Revenues**
(Unaudited, in thousands)

Three Months Ended June 30

	2021	2020	Percent Change
Ingredient Segment Revenues	\$ 22,724	\$ 17,819	27.5%
Less non-core Barley Operations	-	(4,000)	
Normalized Ingredient Segment Revenues	<u>\$ 22,724</u>	<u>\$ 13,819</u>	64.4%

In October 2020, Benson Hill sold a non-core barley operation.