

Benson Hill 完成與 Star Peak Corp II 的業務合併

創建一家領先的可持續食品技術上市公司，開發出更美味、營養更豐富、更具持續性和更實惠的配料和食品選擇

CropOS® 技術平台讓公司利用“從種子到餐桌”的創新技術去推動正在快速發展的植物性食品革命
這項交易為 Benson Hill 帶來約[XXX]萬美元的總收益

Benson Hill 的普通股預計將於 2021 年 9 月 30 日在紐約證券交易所開始交易，股票代碼為 "BHIL"。

美國密蘇里州聖路易斯市 - 2021 年 9 月 30 日 - [Benson Hill, Inc.](#) (下稱“Benson Hill”或“公司”) 是一家食品技術公司，它利用其尖端的食物創新引擎發掘植物的天然基因多樣性的。公司今天宣佈完成其先前宣佈的與 Star Peak Corp II (紐約證券交易所代碼：STPC) (“Star Peak”) 的業務合併。在完成合併的同時，Star Peak 更改名為“Benson Hill, Inc.”，Benson Hill 的普通股和認股權證預計將於 2021 年 9 月 30 日在紐約證券交易所開始交易，新的股票代碼分別為“BHIL”和“BHIL.WS”。

Benson Hill 首席執行官 [Matt Crisp](#) 說：“完成與 Star Peak 的業務合併鞏固了我們為未來增長所奠定的基礎，這些都是由我們尖端的食物創新引擎、綜合業務模式以及從一開始就想開發更好的食物、飼料和配料的願景所驅動的。我為 Benson Hill 優秀團隊所作出的貢獻以及我們的投資者為實現這一里程碑所作出的堅定承諾而感到自豪。”

“我們將繼續採取大膽和創新的行動，成為快速發展的植物性食品革命中的‘開疆闢土者’，我們已準備好以整個公司的勢頭和擴大的股東基礎下，開展下一階段的旅程。隨著合併完成，我們將擁有更多資源來助力我們打造加速計劃以塑造食物的未來，讓我們能為消費者提供更多營養豐富、價格實惠的食物選擇。”

Star Peak 董事長 Mike Morgan 說：“我們很高興與 Benson Hill 完成這項業務合併，Benson Hill 是同類型公司中首個上市的定義食物技術公司。憑著其突破性的 CropOS® 創新引擎、充足穩定的資本以及純粹的 ESG 投資特點，Benson Hill 擁有快速增長的優勢，因為它推動了植物性食物革命，並在近期內對植物性肉類替代品的快速增長需求發揮了基礎性作用。我們期待著與 Matt 和 Benson Hill 這個卓越的團隊繼續合作，為所有利益相關者創造重要且長遠的價值。”

交易概覽

此次業務合併獲得 Star Peak 董事會的一致通過，並在 2021 年 9 月 28 日的特別會議上獲得 Star Peak 股東的批准。

該交易為公司提供了約 3.19 億美元的總收益，其中包括來自 Star Peak 前信託賬戶的 9400 萬美元現金和來自超額認購和超額發行的完全承諾普通股 PIPE 的 2.25 億美元現金。Benson Hill 打算利用此次交易的收益來提升資本的實力和靈活性，以攻克龐大且不斷增長的國內和國際市場，擴大在

植物性配料方面的領導地位和商業規模，為 CropOS® 投資額外的專利數據，擴大產品組合，並建立協同渠道和合作夥伴關係，以加快增長和盈利能力。Benson Hill 的所有股東都已將其 100% 的股權轉入新公司。

Benson Hill 目前的領導團隊將領導合併後的公司，而 Matt Crisp 將繼續擔任首席執行官。新合併的公司計劃透過任命 Magnetar Capital 的高級董事總經理 [Craig Rohr](#) 來擴大其董事會。Magnetar Capital 是一家領先的另類資產管理公司，其成員為 Star Peak Corp II 提供贊助。

最近的業績顯示了公司關鍵增長計劃的強勁勢頭

- 從 Rose Acre Farms 收購大豆壓榨設施，通過公司的綜合業務模式實現 Benson Hill 超高蛋白大豆成分的商業化和規模化；
- 實現了強勁的財務業績：2021 年第二季度的收入比上一季度增長 28%，達到 3970 萬美元，在正常基礎上增長 47%¹。配料部門的收入增長了 28%，達到 2300 萬美元，在正常基礎上增長了 64%¹。公司開始將一系列專有大豆種子和產品組合商業化，這些產品蛋白質含量較高，具有 omega-9 脂肪酸的益處，並且抗營養素含量較低；
- 專有大豆種植面積實現了 133% 的增長 - 2021 作物年度的 7 萬畝合同種植面積超過了 6 萬畝的目標；
- 啟動了先進的黃豌豆育種和商業化計劃，縮短了植物性肉類替代品中增長最快的蛋白質來源之一的專有基因組創新的開發週期。
- 啟動食品系統創新者計劃，擴大與農民的合作，利用先進的創新技術以及公司專有的 CropOS® 平台來優化成果；
- Crop Accelerator (作物加速器) 有望於 2021 年底前啟用，預計育種週期將比傳統種植方法快兩倍。

¹ Benson Hill 在 2020 年底出售了一項非核心的大麥業務，該業務在 2020 年第二季度的收入為 400 萬美元。有關更多詳細信息，請參閱公司第二季度收益新聞稿 ([Q2 收益發布](#))

食物從一開始就變得更好

- **食品技術領導者：**Benson Hill 是一家定義類別的公司，透過發掘植物的天然基因多樣性，引領植物性食品革命，提供更有營養、更具持續性和更實惠的食品和配料選擇。

- **CropOS® 專利平台**：將人工智能 (AI)、數據分析和各種先進的育種技術與數據科學、植物科學和食品科學相結合，提供針對營養、風味和產量進行優化的新作物，跟傳統作物育種過程相比，有可能減少幾年的時間。
- **綜合商業模式**：先從種子開始，與農民和食品供應鏈合作夥伴合作，將食品和配料商業化並擴大規模，以滿足消費者對更健康、更具持續性的食品選擇的需求。

顧問

高盛集團公司和瑞士信貸集團會擔任 Star Peak 的聯席財務顧問兼資本市場顧問，以及發行 PIPE 的共同配售代理。而凱易律師事務所則擔任法律顧問。另外，柏克策會擔任 Benson Hill 的獨家財務顧問兼資本市場顧問，以及發行 PIPE 的共同配售代理，而 Winston & Strawn LLP 則擔任法律顧問。

關於 Benson Hill

憑著食品創新引擎 CropOS®，Benson Hill 為食品開拓新領域。引擎結合資料科學、生物學和遺傳學的機器學習。Benson Hill 鼓勵發掘植物的天然基因多樣性，務求創造出更健康、更美味、更具永續性、更實惠的食品和配料選擇。如想了解更多，請瀏覽 bensonhill.com 或在 Twitter 追蹤 @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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訊息來源：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.