

MOMENTUS INC.

SUPPLEMENTAL CODE OF BUSINESS CONDUCT AND ETHICS

(Adopted and approved on August 12, 2021
and effective as of the consummation of the Company's business combination)

1. Purpose

Momentum Inc. (collectively with its subsidiaries, the "**Company**") is committed to promoting high standards of honest and ethical business conduct and compliance with applicable laws, rules and regulations. As part of this commitment, the Company has adopted the Code of Conduct (the "**Code**") and this supplement to the Code (this "**Supplement**" and together with the Code, the "**Business Conduct Code**"). The Company has adopted the Business Conduct Code to set expectations and provide guidance applicable to all members ("**directors**") of the Company's Board of Directors (the "**Board**") and officers, employees, independent contractors and consultants of the Company (all such persons for purposes of the Business Conduct Code, "**employees**"). All employees are responsible for reading and understanding the Business Conduct Code, and using it as a guide to the performance of their responsibilities for the Company. Employees should consider not only their own conduct, but also that of their family members. Throughout this Supplement, the term "**family member**" refers to an employee's spouse, parents, children and siblings, whether by blood, marriage or adoption, or anyone residing in such employee's home (other than a tenant or employee).

The Company expects all of its directors, executive officers, managers and other supervisory personnel to act with honesty and integrity, use due care and diligence in performing responsibilities to the Company, help foster a sense of commitment to the Business Conduct Code among its employees and foster a culture of fairness, honesty and accountability within the Company. The Company also expects such personnel to ensure that the Company's agents and contractors conform to the standards of the Business Conduct Code when working on the Company's behalf.

Anyone who violates the standards in the Business Conduct Code will be subject to appropriate action, which, in certain circumstances, may include (a) for directors, removal from the Board, legal action or referral for criminal prosecution and (b) for employees, termination of employment or service provider relationship for cause, legal action or referral for criminal prosecution.

2. Legal Compliance

All directors and employees must always obey the law while performing their duties to the Company. The Company's success depends upon each employee operating within legal guidelines and cooperating with authorities. In addition, each employee is expected to comply with all other Company policies and procedures that may apply to employees, many of which supplement the Business Conduct Code by providing more detailed guidance. It is essential that all employees know and understand the legal and regulatory requirements and other standards that apply to the Company's business and to their specific area of responsibility. To ask questions about whether or how any law applies to Company conduct, employees should contact the legal department.

2.1. Insider Trading.

Every director and employee is prohibited from using “inside” or material non-public information about the Company, or about companies with which the Company does business, in connection with buying or selling the Company’s or such other companies’ securities, including “tipping” others who might make an investment decision on the basis of this information. Employees must exercise the utmost care when in possession of material non-public information. Please review the Company’s Insider Trading Policy (the “*Insider Trading Policy*”) for additional information.

3. Competition and Fair Dealing

The Company strives to compete vigorously and to gain advantages over its competitors through superior business performance, not through unethical or illegal business practices. No employee may through improper means acquire proprietary information from others, possess trade secret information or induce disclosure of confidential information from past or present employees of other companies. If an employee becomes aware of the improper acquisition of this type of information, the employee should report it immediately.

Employees are expected to deal fairly and honestly with anyone with whom they have contact in the course of performing their duties to the Company and not engage in unfair business practices. Employees involved in procurement have a special responsibility to adhere to principles of fair competition in the purchase of products and services by selecting suppliers based exclusively on typical commercial considerations, such as quality, cost, availability, service and reputation, and not on the receipt of special favors. Employees involved in sales have a special responsibility to abide by all Company policies regarding selling activities, including Company policies relevant to revenue recognition. Further, no employee may take unfair advantage of anyone through manipulation, concealment, abuse or privileged information, misrepresentation of facts or any other unfair dealing practice.

4. Conflicts of Interest

In order to make good decisions for the Company, directors and employees need to be aware of their own biases and make sure they counter them. Employees are expected to avoid actual or apparent conflicts of interest between their personal and professional relationships. For directors, this may include recusal from discussions of the Board when their participation could be perceived as creating such a conflict.

A “conflict of interest” occurs when a personal interest interferes in any way (or even appears or could reasonably be expected to interfere) with the interests of the Company as a whole. Sometimes conflicts of interest arise when an employee takes some action or has some outside interest, duty, responsibility or obligation that conflicts with an interest of the Company or the employee’s duty to the Company. A conflict of interest can arise when an employee takes actions or has interests that may make it difficult to perform the employee’s duties objectively and effectively. Conflicts of interest can also arise when an employee or relative of an employee (including a family member of an employee) receives improper personal benefits as a result of the employee’s position at the Company.

While we cannot list them all in this Supplement, some examples of a conflict of interest include:

- Service as a member of the board of directors of a competitor or accepting payments or other benefits from a competitor.
- Employment by or service on the board of directors of a business competitor partner, supplier or vendor.
- Holding a significant financial interest in a competitor or a business that does business with the Company or seeks to do business with the Company, other than holding a direct interest of less than 1% in the stock of a publicly-traded company.
- Accepting gifts of a value that may appear to or tend to influence business decisions or otherwise compromise independent judgment.
- Loans by the Company to employees, executive officers, or their family members (Note that loans by the Company to, or guarantees by the Company of obligations of, any director or executive officer are expressly prohibited).
- Taking personal advantage of corporate opportunities.
- Engaging a family member or close friend to provide services to the Company.

Employees must avoid these situations (and others like them), and any other situations where their loyalty to the Company could be compromised. Evaluating whether a conflict of interest exists can be difficult and may involve a number of considerations. The Company encourages directors and employees to seek guidance from their manager, the Compliance Officer or, in the case of directors, the chair of the Audit Committee (the “**AC chair**”) in this regard.

Any transaction that may implicate a conflict of interest needs to be approved in advance by the Compliance Officer or, in the case of directors, the Audit Committee. Senior financial employees may, in addition to speaking with the Compliance Officer, discuss potential conflicts with the AC chair. All related-party transactions, whether or not deemed to be a conflict of interest, must be approved in accordance with the Company’s Related Party Transactions Policy.

5. Corporate Opportunities

Employees may not compete with the Company or take personal advantage of business opportunities that the Company might want to pursue. Employees are prohibited from taking for themselves personally (or for the benefit of friends or family members) opportunities that are discovered through the use of Company property, information or position. Even opportunities that are acquired through independent sources may be questionable if they are related to the Company’s existing or proposed lines of business. Significant participation in an investment or outside business opportunity that is directly related to the Company’s existing or proposed lines of business must be pre-approved.

Employees (other than employees who also serve as directors) should consult with their manager or the Compliance Officer to determine an appropriate course of action if interested in pursuing an opportunity that they discovered through their Company position or use of Company property or information. Directors should consult with the AC chair or the Compliance Officer if interested in pursuing such opportunities.

In the interest of clarifying above, if any member of the Board who is also a partner or employee of an entity that is a holder of our capital stock, or an employee of an entity that manages such an entity (each, a “**Fund**”), acquires knowledge of a potential transaction (investment transaction or otherwise) or other matter other than in connection with such individual’s service as a member of the Board (including, if applicable, in such individual’s capacity as a partner or employee of the Fund or the manager or general partner of a Fund) that may be an opportunity of interest for both the Company and such Fund, then, provided that such director has acted reasonably and in good faith with respect to the best interests of the Company, such an event shall be deemed not to be a violation the Business Conduct Code.

6. Financial Integrity; Public Reporting

The Company strives to maintain integrity of the Company’s records and public disclosure. The Company’s corporate and business records, including all supporting entries to the Company’s books of account, must be completed honestly, accurately and understandably. The Company’s records are important to investors and creditors. They serve as a basis for managing the Company’s business and are important in meeting the Company’s obligations to business partners, suppliers, vendors, creditors, employees and others with whom the Company does business. The Company depends on the books, records and accounts accurately and fairly reflecting, in reasonable detail, the Company’s assets, liabilities, revenues, costs and expenses, as well as all transactions and changes in assets and liabilities.

To help ensure the integrity of the Company’s records and public disclosure, the Company requires that:

- no entry be made in the Company’s books and records that is intentionally false or misleading;
- transactions be supported by appropriate documentation;
- the terms of sales and other commercial transactions be reflected accurately in the documentation for those transactions and all such documentation be reflected accurately in the Company’s books and records;
- employees comply with the Company’s system of internal controls and be held accountable for their entries;
- any off-balance sheet arrangements of the Company are clearly and appropriately disclosed;
- employees work cooperatively with the Company’s independent auditors in their review of the Company’s financial statements and disclosure documents;
- no cash or other assets be maintained for any purpose in any unrecorded or “off-the-books” fund; and
- records be retained or destroyed according to the Company’s document retention policies or procedures then in effect.

The Company’s disclosure controls and procedures are designed to help ensure that the Company’s reports and documents filed with or submitted to the U.S. Securities and Exchange

Commission (the “**SEC**”) and other public disclosures are complete, fair, accurate, fairly present the Company’s financial condition and results of operations and are timely and understandable. Employees who collect, provide or analyze information for or otherwise contribute in any way in preparing or verifying these reports should be familiar with and adhere to all disclosure controls and procedures and generally assist the Company in producing financial disclosures that contain all of the information about the Company that is required by law and would be important to enable investors to understand the Company’s business and its attendant risks. These controls and procedures include, but are not limited to, the following:

- no employee may take or authorize any action that would cause the Company’s financial records or financial disclosure to fail to comply with generally accepted accounting principles, the rules and regulations of the SEC or other applicable laws, rules and regulations;
- all employees must cooperate fully with the Company’s finance department, as well as the Company’s independent auditors and legal counsel, respond to their questions with candor and provide them with complete and accurate information to help ensure that the Company’s books and records, as well as its reports filed with the SEC, are accurate and complete; and
- no employee should knowingly make (or cause or encourage any other person to make) any false or misleading statement in any of the Company’s reports filed with the SEC or knowingly omit (or cause or encourage any other person to omit) any information necessary to make the disclosure in any of such reports accurate in all material respects.

In connection with the preparation of the financial and other disclosures that the Company makes to the public, including by press release or filing a document with the SEC, directors must, in addition to complying with all applicable laws, rules and regulations, follow these guidelines:

- act honestly, ethically, and with integrity;
- comply with the Business Conduct Code;
- endeavor to ensure complete, fair, accurate, timely and understandable disclosure in the Company’s filings with the SEC;
- raise questions and concerns regarding the Company’s public disclosures when necessary and ensure that such questions and concerns are appropriately addressed;
- act in good faith in accordance with the director’s business judgment, without misrepresenting material facts or allowing independent judgment to be subordinated by others; and
- comply with the Company’s disclosure controls and procedures and internal controls over financial reporting.

If an employee becomes aware that the Company’s public disclosures are not complete, fair and accurate, or if an employee becomes aware of a transaction or development that the employee believes may require disclosure, the employee should report the matter immediately.

7. Conduct of Senior Financial Employees

The Company's Finance Department has a special responsibility to promote integrity throughout the organization, with responsibilities to stakeholders both inside and outside of the Company. As such, the Board requires that the Chief Executive Officer and senior personnel in the Company's finance department adhere to the following ethical principles and accept the obligation to foster a culture throughout the Company as a whole that ensures the accurate and timely reporting of the Company's financial results and condition.

Because of this special role, the Company requires that the Chief Executive Officer, Chief Financial Officer, Controller and any other persons performing similar functions ("**Senior Financial Employees**"):

- Act with honesty and integrity and use due care and diligence in performing their responsibilities to the Company.
- avoid situations that represent actual or apparent conflicts of interest with their responsibilities to the Company, and disclose promptly to the Audit Committee and the Compliance Officer, any transaction or personal or professional relationship that reasonably could be expected to give rise to such an actual or apparent conflict. Without limiting the foregoing, and for the sake of avoiding an implication of impropriety, Senior Financial Employees shall not:
 - accept any material gift or other gratuitous benefit from a business partner, supplier or vendor of products or services, including professional services, to the Company (this prohibition is not intended to preclude ordinary course entertainment or similar social events);
 - except with the approval of the disinterested members of the Board, directly invest in any privately-held company that is a business partner, supplier or vendor of the Company where the Senior Financial Employee, either directly or through people in such Senior Financial Employee's chain of command, has responsibility or ability to affect or implement the Company's relationship with the other company; or
 - maintain more than a passive investment of greater than 1% of the outstanding shares of a public company that is a business partner, supplier or vendor of the Company.
- Provide constituents with information that is accurate, complete, objective, relevant, timely and understandable, including information for inclusion in the Company's submissions to governmental agencies or in public statements.
- Comply with applicable laws, rules, and regulations of federal, state and local governments, and of any applicable public or private regulatory and listing authorities.
- Achieve responsible use of and control over all assets and resources entrusted to each Senior Financial Employee.

8. Protection and Proper Use of Company Assets

All employees are expected to protect the Company's assets and ensure their efficient use for legitimate business purposes. These assets include the Company's proprietary information, including intellectual property such as trade secrets, patents, trademarks, and copyrights, as well as business and marketing plans, engineering and manufacturing ideas, designs, databases, records and any nonpublic financial data or reports. Theft, carelessness and waste have a direct impact on the Company's business and operating results. The Company's physical property, such as computer equipment, buildings, furniture and furnishings, office supplies, products and inventories, should be used only for activities related to an employee's employment, although incidental personal use is permitted. Similarly, unauthorized use or distribution of the Company's proprietary information is prohibited. Any theft, misuse or suspected theft or misuse of the Company's assets that becomes known to an employee must be immediately reported.

9. Amendment and Waiver

Any amendment or waiver of the Business Conduct Code must be in writing and must be authorized by a majority of the members of the Board or, to the extent permissible under applicable laws, rules and regulations, a committee of the Board if the Board has delegated such authority to a committee. The Company will notify employees of any material changes to the Business Conduct Code. Any such amendment or waiver may be publicly disclosed if required by applicable laws, rules and regulations.

10. No Rights Created

The Business Conduct Code is a statement of fundamental principles, policies and procedures that govern the conduct of the Company's employees. It is not intended to and does not create any legal rights for any business partner, supplier, vendor, competitor, stockholder or any other non-employee or entity.

11. Administration of the Business Conduct Code

The Audit Committee is responsible for reviewing the Business Conduct Code as set forth in the Audit Committee's charter and overseeing the establishment of procedures for the prompt internal reporting of violations of the Business Conduct Code. It may request reports from the Company's executive officers about the implementation of the Business Conduct Code and may take any steps in connection with the implementation of this Code as it deems necessary, subject to the limitations set forth in the Business Conduct Code. The Audit Committee will have the authority to review and assess the Business Conduct Code and recommend revisions for approval by the Board. The Company will notify directors of any material changes to the Business Conduct Code.

CODE OF BUSINESS CONDUCT AND ETHICS

ACKNOWLEDGMENT

I certify that I have read, understand and agree to comply with Momentus Inc.'s Code of Conduct and the Supplement to the Code of Conduct (collectively, the "**Business Conduct Code**"). I agree that I will be subject to sanctions imposed by the Company, in its discretion, for violation of the Business Conduct Code. I acknowledge that one of the sanctions to which I may be subject as a result of violating the Business Conduct Code is termination of my employment or service provider relationship for cause, or if I am a director, removal from the Board.

Date: _____

Signature: _____

Printed Name: _____