

**BEYOND MEAT, INC.**  
**CORPORATE GOVERNANCE GUIDELINES**

(Amended as of February 9, 2024)

The following Corporate Governance Guidelines (these “Guidelines”) have been adopted by the Board of Directors (the “Board”) of Beyond Meat, Inc. (collectively with its subsidiaries, the “Company”) to promote the effective functioning of the Board and its committees, to promote the interests of stockholders, and to ensure a common set of expectations as to how the Board, its various committees, individual directors and management should perform their functions. The Board intends that these Guidelines serve as a flexible framework within which the Board may conduct its business, rather than as a set of binding obligations. These Guidelines are not intended to change or interpret any federal or state law or regulation, including the General Corporation Law of the State of Delaware, or the Restated Certificate of Incorporation (the “Certificate of Incorporation”) or Amended and Restated Bylaws (the “Bylaws”) of the Company. These Guidelines are subject to modification from time to time by the Board pursuant to the recommendations of the Nominating and Corporate Governance Committee of the Board (the “Governance Committee”).

**1. ROLE OF THE BOARD**

The business and affairs of the Company shall be managed by or under the direction of the Board, including through one or more of its committees. A director’s responsibility is to fulfill his or her fiduciary duties of care and loyalty, and otherwise to exercise his or her business judgment in a manner he or she reasonably believes to be in the best interests of the Company and its stockholders. The Board elects corporate officers, acts as the management team’s advisor and is expected to monitor the performance of the Company (in relation to its financial objectives, major goals, strategies and competitors). The Board regularly reviews the Company’s long-term strategic business plans with the officers and other pertinent issues affecting the business of the Company. The Board assesses major risks facing the Company and management’s approach to addressing such risks. The Board is also responsible for oversight of the Company’s program to prevent and detect violations of law, regulation or Company policies and procedures. The Board reviews and, if appropriate, approves significant transactions.

**2. INDEPENDENCE OF THE BOARD**

The Board shall be comprised of at least two-thirds of directors who, in the business judgment of the Board, qualify as independent directors (“Independent Directors”) under the applicable rules, regulations and listing standards of the stock exchange upon which the Company’s securities are listed for trading, as such rules, regulations and listing standards may be amended from time to time, the Sarbanes-Oxley Act of 2002, and these Guidelines. No director shall qualify as independent unless the Board affirmatively determines that the director (a) has no relationship which, in the opinion of the Board, would interfere with the exercise of independent judgment in carrying out the responsibilities of a director, (b) has no personal services contract(s) with the Company or any member of the Company’s senior management, and (c) is not employed by a public company at which an executive officer of the Company serves as a director, regardless of whether that executive officer serves on the compensation committee of that public company. The Board may adopt and disclose categorical standards to assist it in determining director independence.

**3. SIZE OF THE BOARD**

The Company’s Certification of Incorporation provides that the Board shall have such number of directors as are set by resolution of the Board. The Board shall periodically review the size of the Board, which may be increased or decreased if determined to be appropriate by the Board.

**4. BOARD MEETINGS**

There are at least four regularly scheduled meetings of the Board, held quarterly each year, plus special meetings as required by the needs of the Company. A director is expected to spend the time and effort necessary to properly discharge such director’s responsibilities. Accordingly, a director is expected to regularly attend meetings of the Board and committees on which such director sits, and to review prior to

meetings material distributed in advance for such meetings. To the extent feasible, the meeting agenda and any written materials relating to each meeting will be distributed to directors sufficiently in advance of each meeting to allow for meaningful review of such agenda and materials by the directors. A director who is unable to attend a meeting (which it is understood will occur on occasion) is expected to notify the Chief Executive Officer of the Company and Chairperson of the Board (the “Chairperson”) or the Chairperson of the appropriate committee in advance of such meeting.

## **5. CHAIRPERSON OF THE BOARD; LEAD INDEPENDENT DIRECTOR**

The Board does not require the separation of the offices of the Chairperson and the Chief Executive Officer. The Board shall be free to choose its Chairperson in any way that it considers in the best interests of the Company. The Governance Committee will periodically consider the Board’s leadership structure and make such recommendations to the Board with respect thereto as the Governance Committee deems appropriate. When the Chief Executive Officer retires or resigns from that position, the retiring or resigning Chief Executive Officer should offer to resign from the Board and all committees thereof as well. The Governance Committee will assess the appropriateness of the former Chief Executive Officer remaining on the Board.

When the positions of Chairperson and Chief Executive Officer are held by the same person or the Chairperson does not otherwise qualify as independent, the Board shall designate a Lead Independent Director by a majority vote of the Independent Directors. The name of the Chairperson and Lead Independent Director will be listed in the Company’s proxy statement. In cases in which the Chairperson and Chief Executive Officer are the same person, the Chairperson schedules and sets the agenda for meetings of the Board in consultation with the Lead Independent Director, and the Chairperson or, if the Chairperson is not present, the Lead Independent Director chairs such meetings. In addition, the Lead Independent Director shall also:

- preside over executive sessions of the Independent Directors;
- serve as a liaison between the Chairperson and the Chief Executive Officer and the Independent Directors;
- consult with the Chairperson and the Chief Executive Officer regarding information sent to the Board in connection with its meetings;
- have the authority to call meetings of the Board and meetings of the Independent Directors;
- be available under appropriate circumstances for consultation and direct communication with stockholders;
- make recommendations to the Chairperson regarding the retention of consultants who report directly to the Board (other than consultants who are selected by the various committees of the Board); and
- perform such other functions and responsibilities as requested by the Board from time to time.

The Lead Independent Director shall also encourage direct dialogue between all directors (particularly those with dissenting views) and management.

## **6. SELECTION OF DIRECTORS**

The Board is classified into three classes, with the members of each class up for election once every three years. The Board shall be responsible for nominating members for election to the Board and for filling vacancies or newly-created directorships on the Board that may occur between annual meetings of stockholders. The Governance Committee is responsible for identifying, evaluating and recommending candidates to the Board for Board membership. The Governance Committee may use outside consultants to assist in identifying candidates. When formulating its Board membership recommendations, the Governance Committee may also consider advice and recommendations from stockholders, management

and others as it deems appropriate. Stockholders may recommend director nominees for consideration by the Governance Committee by writing the Secretary of the Company in a timely manner in accordance with the Bylaws and providing the information or other material required by the Bylaws with respect to proposed nominees.

## **7. BOARD MEMBERSHIP CRITERIA**

Nominees for director shall be selected on the basis of, among other things, independence, integrity, diversity, skills, financial and other expertise, breadth of experience, knowledge about the Company's business or industry, willingness and ability to devote adequate time and effort to Board responsibilities in the context of the existing composition, other areas that are expected to contribute to the Board's overall effectiveness and needs of the Board and its committees.

The Governance Committee shall be responsible for developing and recommending to the Board for determination:

- any specific minimum qualifications that the Governance Committee believes must be met by a Governance Committee-recommended nominee for a position on the Board;
- any specific qualities or skills that the Governance Committee believes are necessary for one or more of the Board members to possess; and
- the desired qualifications, expertise and characteristics of Board members, with the goal of developing an experienced and highly qualified Board with a diverse background and skillset, that contribute to the total mix of viewpoints and experience represented on the Board.

In evaluating potential candidates for the Board, the Governance Committee considers these factors in light of the specific needs of the Board at that time. The Governance Committee evaluates each individual in the context of the Board as a whole, with the objective of recommending for nomination directors that will best serve the interests of the Company and its stockholders. Among the criteria the Governance Committee and the Board may consider are experience and diversity; and with respect to diversity, the Board may consider such factors as gender, race, ethnicity, differences in professional background, experience at policy-making levels in business, finance and other areas, education, skill and other individual qualities and attributes.

## **8. OTHER PUBLIC AND PRIVATE COMPANY DIRECTORSHIPS**

The Governance Committee, in making its recommendations, shall consider the number of other public company boards and other boards (or comparable governing bodies) of which a prospective nominee is a member, as well as a prospective nominee's other professional responsibilities. Incumbent directors should advise the Chairperson or Chair of the Governance Committee in advance of accepting an invitation to serve on the board of directors of any organization, whether public or private, and whether for-profit or not-for-profit. Unless the Governance Committee and full Board determine otherwise, no director shall serve on more than four public company boards, including the Board, and the Chief Executive Officer shall not serve on more than two public company boards, including the Board. Additionally, no member of the Audit Committee shall simultaneously serve on the audit committees of more than three public companies (including the Board), unless the member is a retired CPA, CFO, controller or has similar experience, in which case the limit shall be four audit committees, taking time and availability into consideration, including a review of the member's attendance at all board and committee meetings. Directors also are expected to limit the number of other boards, including non-profits, on which they serve in order to devote adequate time and effort to their Board responsibilities. Service on other boards and/or committees should be consistent with the Company's conflict of interest policies.

## **9. CONFLICTS OF INTEREST**

The Board expects its directors to act ethically at all times and acknowledge their adherence to the policies comprising the Company's Code of Business Conduct and Ethics. If a conflict of interest arises for a director, that person will promptly inform the Chair of the Audit Committee, who, together with the

Chairperson, will determine if the matter should be resolved by the Audit Committee or if it needs to be brought to the attention of the full Board. If it is determined that a conflict of interest would materially impact a director's ability to fulfill such director's duties as director and the conflict cannot be adequately addressed in another manner, this will be communicated back to the director who will, if requested, resign from the Board.

## **10. RETIREMENT AGE**

The Board does not believe that a fixed retirement age for directors is necessary or appropriate.

## **11. DIRECTOR TENURE**

There are no limits on the number of three-year terms that may be served by a director. However, in connection with evaluating recommendations for nomination for re-election, the Governance Committee shall consider director tenure, together with such other criteria determined by the Governance Committee, in light of the specific needs of the Board at that time.

## **12. ELECTIONS OF DIRECTORS**

In accordance with the Bylaws, unless the Secretary of the Company determines that the number of nominees exceeds the number of directors to be elected at any meeting of the stockholders as of the record date for the meeting, a nominee must receive more votes cast for than against his or her election or re-election (with abstentions not counted as a vote cast either for or against that nominee's election) in order to be elected or re-elected to the Board. The Board shall nominate for re-election as directors only incumbent candidates who tender, prior to the mailing of the proxy statement for the meeting at which they are to be re-elected as directors, irrevocable resignations that will be effective upon the occurrence of both (a) the failure to receive the required vote for re-election at any meeting at which they are nominated for re-election and (b) Board acceptance of such resignation. In addition, the Board shall fill director vacancies and new directorships only with candidates who tender, at or prior to the time of their appointment to the Board, the same form of resignation tendered by other directors in accordance with these Guidelines.

In the event one or more directors fails to receive the required vote for election or re-election (each, a "Subject Director"), either (i) the Governance Committee or (ii) if one or more of the members of the Governance Committee is a Subject Director or the Board determines that a committee other than the Governance Committee should recommend whether to accept the Subject Director's resignation, a committee consisting solely of Independent Directors who are not Subject Directors (the committee described in clause (i) or (ii) of this sentence, the "Committee" for purposes of these Guidelines) will make a recommendation to the Board as to whether to accept or reject the Subject Director's previously tendered resignation, or whether other action should be taken (including whether to request that a Subject Director resign from the Board if no resignation had been previously tendered). The Board, not including any Subject Director, shall act with respect to any Subject Directors, taking into account the recommendation of the Committee, within ninety (90) days from the date of the certification of the election results and shall notify the Subject Directors of its decision. Notwithstanding the foregoing, if the result of accepting all tendered resignations then pending and requesting resignations from directors who did not submit a resignation prior to the relevant meeting would be that the Company would have fewer than three directors who were in office before the election of directors, the Board may determine to extend such 90-day period by an additional ninety (90) days if it determines that such an extension is in the best interests of the Company and its stockholders.

The Committee in making its recommendation, and the Board in making its decision, may each consider all factors it considers relevant, including any stated reasons for "against" votes, whether the underlying cause or causes of the "against" votes are curable, the length of service of each Subject Director, each Subject Director's contributions to the Company, whether the acceptance of any resignation would cause the Company to fail to comply with any requirement of the stock exchange upon which the Company's securities are listed for trading or any rule or regulation promulgated under the Securities Exchange Act of 1934, as amended, whether acceptance of any resignation would lead to a "change of control" of the Company as determined pursuant to any financing or other material agreement of the Company or any of its subsidiaries, and whether acceptance of any resignation would lead to a default

under any material agreement to which the Company or any of its subsidiaries is a party or otherwise bound. Subject Directors shall not participate in the deliberation or recommendation(s) of the Committee or in the deliberation or decision(s) of the Board. Notwithstanding the foregoing, if all of the Independent Directors are Subject Directors, then the Committee shall consist of all the Independent Directors, except for the Independent Director whose resignation is under consideration, and furthermore, if the directors who are not Subject Directors constitute less than a quorum of the Board, then (A) all directors, except for the director whose resignation is under consideration, may participate in the Board's deliberation and decisions regarding whether to accept or reject the previously tendered resignations, and (B) the Board may determine that the effectiveness of its acceptance of any resignations of Subject Directors will occur after the Board has considered the resignations of all Subject Directors.

The Company shall promptly disclose the decision(s) of the Board in a filing with the Securities and Exchange Commission of a Current Report on Form 8-K. If a Subject Director's tendered resignation is not accepted by the Board or such Subject Director does not otherwise submit his or her resignation to the Board, such director shall continue to serve until his or her successor is duly elected and qualified, or his or her earlier resignation or removal. If a Subject Director's resignation is accepted by the Board, or if a nominee for director is not elected and the nominee is not an incumbent director, then the Board, in its sole discretion, may fill any resulting vacancy or decrease the size of the Board in accordance with the Bylaws.

### **13. NUMBER AND COMPOSITION OF BOARD COMMITTEES**

The Board currently has the following standing committees: Audit Committee, Human Capital Management and Compensation Committee, Nominating and Corporate Governance Committee, and Risk Committee. The purpose and responsibilities for each of these committees shall be outlined in committee charters adopted by the Board and published on the Company's website together with the Code of Business Conduct and Ethics and these Guidelines. Each of these committees shall be composed entirely of Independent Directors satisfying applicable legal, regulatory and stock exchange requirements, including any additional independence requirements, necessary for an assignment to any such committee, and as required pursuant to these Guidelines.

After consultation with the Governance Committee, the Board may, from time to time, form a new committee or subcommittee, re-allocate responsibilities of one committee to another committee or subcommittee or disband a current committee (subject to the applicable rules, regulations and listing standards of the stock exchange upon which the Company's securities are listed for trading) or subcommittee depending on circumstances. In addition, the Board may determine to form ad hoc committees from time to time and determine the composition and areas of competence of such committees.

To the extent a chairperson is appointed or elected to any committees formed by the Board, such committees shall be chaired by Independent Directors, except where the Board, pursuant to the recommendation of the Governance Committee, determines otherwise.

### **14. RISK OVERSIGHT**

The Board believes that each director should understand the principal risks associated with the Company's business on an ongoing basis and it is the responsibility of management to ensure that the Board and its committees are kept informed of these changing risks on a timely basis. It is important that the Board oversee the key risk decisions of management, which includes comprehending the appropriate balance between risks and rewards. The Board has delegated risk oversight responsibility to the appropriate committees in the following areas: the Audit Committee oversees risks relating to financial matters, financial reporting, and auditing and risks relating to cybersecurity; the Human Capital Management and Compensation Committee oversees risks relating to and arising from the Company's compensation programs and practices; the Governance Committee oversees risks relating to and arising from environmental, social and governance programs and practices; and the Risk Committee oversees the Company's management of key risks, including strategic and operational risks and legal, compliance and ethics risks, as well as the Company's guidelines, policies and processes for monitoring and mitigating such risks.

## **15. EXECUTIVE SESSIONS OF INDEPENDENT DIRECTORS**

The Independent Directors of the Company shall meet in executive session without management on a regularly scheduled basis, but no less than twice per year. The Chairperson or, if the Chairperson and the Chief Executive Officer are the same person, the Lead Independent Director shall preside at such executive sessions. Any Independent Director can request that an additional executive session be scheduled.

## **16. DIRECTOR COMPENSATION**

Non-employee directors are eligible to receive reasonable compensation for their service on the Board and its committees, as well as reimbursement of reasonable expenses incurred in connection with their service. Employee directors are not paid additional compensation for their services as directors. The Human Capital Management and Compensation Committee reviews the form and amount of any cash-based and equity-based compensation to be paid or awarded to non-employee directors for service on the Board and its committees and provides a recommendation to the Board, for determination by the Board, as to such compensation based upon, among other things, the Human Capital Management and Compensation Committee's consideration of the responsibilities and time commitment of Company directors, as well as information regarding the compensation paid by peer companies. The Human Capital Management and Compensation Committee will periodically review the level and form of, and, if it deems appropriate, recommend to the Board changes in, director compensation.

Except as otherwise permitted by the applicable rules, regulations and listing standards of the stock exchange upon which the Company's securities are listed for trading, members of the Audit Committee, Human Capital Management and Compensation Committee and Risk Committee may not directly or indirectly receive any compensation from the Company other than their directors' compensation, including any compensation for service on committees of the Board and the receipt of equity incentive awards.

## **17. DIRECTOR AND SENIOR EXECUTIVE STOCK OWNERSHIP**

The Human Capital Management and Compensation Committee periodically assesses the appropriateness of stock ownership guidelines for directors and senior executives, including whether and to what extent directors and senior executives should be restricted from selling stock acquired through equity compensation.

## **18. BOARD ACCESS TO OFFICERS AND EMPLOYEES**

The Board has full and free access to officers and employees of the Company in order to ensure that directors can ask all questions and glean all information necessary to fulfill their duties. Any meetings or contacts that the Board or an individual director wishes to initiate may be arranged through the Company's Chief Executive Officer or Chairperson, or directly by the Board or such director. The Board will use its judgment to ensure that any such contact is not disruptive to the business operations of the Company and may, to the extent not inappropriate, copy the Chief Executive Officer on any written communications between any directors and an officer or employee of the Company.

The Board may invite Company management and/or advisors to the Company to attend, from time to time, meetings of the Board (or a portion thereof).

## **19. ATTENDANCE AT ANNUAL MEETING OF STOCKHOLDERS**

It is Company policy that directors are invited and encouraged to attend the Annual Meeting of Stockholders, either in person or by teleconference or video conference.

## **20. DIRECTOR ORIENTATION AND CONTINUING EDUCATION**

The Company shall provide for an orientation process for new directors that includes background material, meetings with senior management and visits to Company facilities. The Board encourages all directors to stay abreast of developing trends for directors from the variety of sources available. Directors may be expected, based on the recommendations of the Governance Committee, to participate in continuing educational programs relating to the Company's business, corporate governance or other issues.

pertaining to their directorships in order to maintain the necessary level of expertise to perform their responsibilities as directors.

## **21. EVALUATION OF BOARD PERFORMANCE**

The Board and each of its committees will conduct a self-evaluation at least annually. Committees will assess their performance relative to their charter and best practices. The Governance Committee will oversee an annual self-evaluation of each individual director's performance, the Board's performance and the operation and composition of each committee of the Board.

The Governance Committee will utilize the results of this self-evaluation process to determine if the Board and its committees are functioning effectively and in assessing and determining the characteristics and critical skills required of prospective candidates for election to the Board and making recommendations to the Board with respect to assignments of Board members to various committees. The full Board will discuss the self-evaluations to determine what actions, if any, would improve Board and committee performance and whether any changes to these Guidelines would be appropriate.

## **22. CHIEF EXECUTIVE OFFICER AND EXECUTIVE OFFICER PERFORMANCE REVIEW**

The Human Capital Management and Compensation Committee shall conduct an evaluation (which shall include the review and approval of corporate goals and objectives) annually in connection with the determination of the base salary, incentive compensation and equity-based grants of all executive officers (including the Chief Executive Officer). The Human Capital Management and Compensation Committee shall determine the specific criteria on which performance of the Chief Executive Officer is evaluated and conduct a periodic performance review, the results of which will be shared with the full Board and the Chief Executive Officer.

## **23. SUCCESSION PLANNING**

The Board will review Chief Executive Officer and senior management selection and succession planning in order to assure the orderly functioning and transition of the management of the Company. As part of this process, the Human Capital Management and Compensation Committee, in consultation with the Chief Executive Officer, will assess management needs and abilities of potential successors, and report its findings and recommendations to the full Board.

The Board shall be responsible for identifying potential candidates for, and selecting, the Chief Executive Officer. In identifying potential candidates for, and selecting, the Chief Executive Officer, the Board shall consider, among other things, a candidate's experience, understanding of the Company's business environment, leadership qualities, knowledge, skills, expertise, integrity and reputation in the business community.

## **24. CHANGE IN DIRECTOR'S STATUS**

Directors must inform the Chairperson or Lead Independent Director of any change in their principal occupation or business association or status as a member of the board of any other public company, including retirement. Independent Directors must inform the Chairperson or Lead Independent Director of any change in circumstance that may cause their status as an Independent Director to change. This communication shall be relayed to the Governance Committee which will consider the circumstances in each case and may make a recommendation to the Board that a director submit such director's resignation, at which time, the Board (excluding the director in question) shall determine the Governance Committee's recommendation and make a determination regarding the continued appropriateness of Board or committee membership by such director. If the Board requests that such director tender his or her resignation, the Board expects that such director will promptly tender his or her resignation.

## **25. AUTHORITY TO RETAIN AND ACCESS ADVISORS**

The Board and each of its committees have the authority and ability, at the Company's expense, to:

- retain and terminate independent advisors as the Board and any such committee deems necessary; and
- access any accounting, financial, legal or other advisors currently engaged by the Company.

## **26. EMPLOYEE AND STOCKHOLDER COMMUNICATIONS WITH THE BOARD**

Employees may communicate concerns about the Company's conduct, or about its accounting, internal accounting controls or auditing matters, by following the procedures outlined in the Company's Code of Business Conduct and Ethics, and Whistle-Blower Policy and Procedures.

Stockholders and other interested parties may communicate with the Board as a whole, the Chairperson, Lead Independent Director (if any) or the independent directors as a group by writing to the Board, c/o Chief Legal Officer and Secretary, Beyond Meat, Inc., 888 N. Douglas Street, Suite 100, El Segundo, CA 90245. All mail received will be opened and communications that relate to matters that are within the scope of the responsibilities of the Board, other than solicitations, junk mail and frivolous or inappropriate communications, will be forwarded to the Chairperson, the Lead Independent Director or the independent directors as a group, as applicable. If the correspondence is addressed to the Board, the Chairperson will share it with the other Board members if the Chairperson determines it is appropriate for the Board to review such correspondence.

## **27. BOARD RESPONSIBILITIES**

A director should discharge his or her duties, including duties as a member of any committee of the Board on which he or she serves, in good faith and in a manner the director reasonably believes to be in the best interests of the Company and its stockholders. Board members will comply with the laws and requirements of the stock exchange upon which the Company's securities are listed for trading and other applicable regulatory agencies and with all of the Company's policies and guidelines, including, without limitation, the Company's Code of Business Conduct and Ethics.

Each director is expected to disclose promptly to the Board and respond promptly and accurately to periodic questionnaires or other inquiries from the Company regarding any existing or proposed relationships with the Company, including compensation and stock ownership, which could affect the independence of the director. Each director is also expected to promptly inform the Board of any material change in such information, to the extent not already known by the Board.

Directors have an obligation to protect and hold confidential all non-public information that comes to them, from whatever source, in their capacity as directors of the Company, unless disclosure is authorized or required by applicable law. Such information includes proceedings and deliberations of the Board. Additionally, directors may not use any non-public information for personal benefit or to benefit other persons or entities other than the Company. The obligations described above continue even after service on the Board has ended.

Any questions or concerns about potential disclosures should be directed to the Chief Legal Officer of the Company, who then may communicate with the Company's Chief Executive Officer or the Governance Committee regarding the potential disclosures.

## **28. AMENDMENTS**

The Board may amend these Guidelines, or grant waivers in exceptional circumstances, provided that any such modification or waiver may not be a violation of any applicable law, rule or regulation and further provided that any such modification or waiver is appropriately disclosed.