



## Statement of Company Policy on Insider Trading and Disclosure

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This memorandum sets forth the policy of Berkshire Grey, Inc. and its subsidiaries (collectively, the “**Company**”) regarding trading in the Company’s securities as described below and the disclosure of information concerning the Company. This Statement of Company Policy on Insider Trading and Disclosure (the “**Insider Trading Policy**”) is designed to prevent insider trading or the appearance of impropriety, to satisfy the Company’s obligation to reasonably supervise the activities of Company personnel, and to help Company personnel avoid the severe consequences associated with violations of insider trading laws. **It is your obligation to understand and comply with this Insider Trading Policy.** Please contact the Company’s **General Counsel** at [compliance@berkshiregrey.com](mailto:compliance@berkshiregrey.com), if you have any questions regarding the policy.

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### **A. To Whom does this Insider Trading Policy Apply?**

This Insider Trading Policy is applicable to the Company’s directors, officers and employees, and continues to apply following the termination of any such individual’s service to or employment with the Company until any material, nonpublic information possessed by such individual has become public or is no longer material. The same restrictions that apply to you also apply to your spouse, significant other, child, parent or other family member, in each case, living in the same household, to any investment fund, trust, retirement plan, partnership, corporation or other entity over which you have the ability to influence or direct investment decisions concerning securities, unless such entity has established and follows appropriate procedures designed to prevent you and others listed above from influencing, approving or directing its investment decisions with respect to the Company’s securities, and to all persons who execute trades on your behalf. You are responsible for ensuring compliance with this Insider Trading Policy by all such persons affiliated with you.

All members of the Board of Directors, all executive officers and certain designated employees must comply with the Company’s Special Trading Procedures for Insiders (the “**Trading Procedures**”), which supplement and shall be deemed a part of this Insider Trading Policy. Generally, the Trading Procedures establish trading windows outside of which the persons covered by the Trading Procedures will be restricted from trading in the Company’s securities and also require the pre-clearance of all transactions in the Company’s securities by such persons. You will be notified if you are required to comply with the Trading Procedures.

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### **B. What is Prohibited by this Insider Trading Policy?**

It is generally illegal for any director, officer or employee of the Company to buy or sell the securities of the Company or derivatives relating to the securities of the Company while in the possession of material, nonpublic information about the Company. It is also generally illegal for any director, officer or employee of the Company to disclose material, nonpublic information about the Company to others who may trade on the basis of that information. These illegal activities are commonly referred to as “**insider trading.**”

## **1. What Activities are Prohibited when You Possess Material Nonpublic Information?**

When you know or are in possession of material, nonpublic information (as discussed in more detail below) about the Company, you are prohibited from the following activities:

- trading (whether for your account or for the account of another) in the Company's securities, which includes common stock, options to purchase common stock, any other type of securities that the Company may issue (such as preferred stock, convertible debentures, warrants, exchange-traded options or other derivative securities), and any derivative securities that provide the economic equivalent of ownership of any of the Company's securities or an opportunity, direct or indirect, to profit from any change in the value of the Company's securities, except for trades made in compliance with the affirmative defense of Rule 10b5-1 under the Securities Exchange Act of 1934, as amended, such as when trades are made pursuant to a written plan that was adopted, or trading instructions that were given, before you knew or had possession of such material, nonpublic information and certain other conditions are satisfied (this type of plan is referred to as a "**Rule 10b5-1 Plan**");
- having others trade for you in the Company's securities;
- giving trading advice of any kind about the Company; and
- disclosing the material, nonpublic information about the Company to anyone else who might then trade, or recommending to anyone that they purchase or sell the Company's securities when you are aware of material, nonpublic information (these practices are known as "**tipping**").

As noted above, these prohibitions also apply to your spouse, significant other, child, parent or other family member, in each case, living in the same household; any investment fund, trust, retirement plan, partnership, corporation or other entity over which you have the ability to influence or direct investment decisions concerning securities; and to all persons who execute trades on your behalf.

These prohibitions continue whenever and for as long as you know or are in possession of material, nonpublic information. Remember, anyone scrutinizing your transactions will be doing so after the fact, with the benefit of hindsight. As a practical matter, before engaging in any transaction, you should carefully consider how enforcement authorities and others might view the transaction in hindsight.

## **2. What Activities are Prohibited Activities Regardless of Whether You Possess Material Nonpublic Information?**

The Company has determined that certain additional trading activities in the Company's securities are either counter to the Company's interest or could inadvertently result in a director, officer or employee trading Company securities when in possession of material, nonpublic information. These additional prohibited activities are detailed below.

### ***No short sales***

You may not engage in short sales of Company securities (sales of securities that are not then owned), including "sales against the box" (short sales not exceeding the number of shares already owned). Generally, short sales are transactions whereby a person will benefit from a decline in the price of the

securities, and the Company believes it is inappropriate for directors, officers and employees to engage in these transactions with respect to Company securities.

***No margin accounts***

Securities held in a margin account may be sold without your consent by the broker if you fail to meet a margin call. Because a margin sale may occur at a time when you are aware of material nonpublic information or otherwise are not permitted to trade in Company securities, you are prohibited from holding Company securities in a margin account.

***No pledges of Company securities***

Securities pledged as collateral for a loan may be sold without your consent by the lender in foreclosure if you default on the loan. Because there is a risk that a foreclosure sale may occur at a time when you are aware of material nonpublic information or otherwise are not permitted to trade in Company securities, you are prohibited from pledging Company securities as collateral for a loan unless you first obtain prior approval from the Company's Audit Committee.

Any request for approval of a pledge of Company securities must be submitted to the Audit Committee in writing at least two (2) weeks prior to the proposed execution of documents evidencing the proposed pledge by contacting the Company's General Counsel or Chief Financial Officer. Any such request submitted will be considered by the Audit Committee on a case-by-case basis and, if permitted, shall be subject to all of the other restrictions on trading in the Company's securities set forth in this Insider Trading Policy and, for Insiders, under the Trading Procedures.

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***C. Are there Exclusions from the Prohibited Activities?***

***Cash-Based and Net Exercise-Based Exercises of Options and Sales to Cover Withholding for Restricted Stock Vesting***

This Insider Trading Policy does not prohibit (1) an exercise of an employee stock option when payment of the exercise price is made in cash, (2) an exercise of employee stock options when "net exercise" arrangement is used in lieu of paying the exercise price in cash, or (3) the withholding by the Company of shares of stock upon vesting of restricted stock or upon settlement of restricted stock units to satisfy applicable tax withholding requirements if (a) such withholding is required by the applicable plan or award agreement or (b) the election to exercise such tax withholding right was made by the Insider in compliance with the Trading Procedures.

The policy does prohibit, however, the use of outstanding Company securities to constitute part or all of the exercise price of an option, any sale of stock as part of a broker-assisted cashless exercise of an option, or any other market sale for the purpose of generating the cash needed to pay the exercise price of an option.

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#### **D. What is Material, Nonpublic Information?**

This Insider Trading Policy prohibits you from trading in the Company's securities if you are in possession of information about the Company that is both "**material**" and "**nonpublic**."

##### **1. What is "Material" Information?**

Information about the Company is "**material**" if it could reasonably be expected to affect the investment or voting decisions of a stockholder or investor, or if the disclosure of the information could reasonably be expected to significantly alter the total mix of information in the marketplace about the Company. In simple terms, material information is any type of information that could reasonably be expected to affect the market price of the Company's securities. Both positive and negative information may be material. While it is not possible to identify all information that would be deemed "material," the following items are types of information that should be considered carefully to determine whether they are material:

- projections of future earnings or losses, or other earnings guidance;
- earnings or revenue that are inconsistent with the consensus expectations of the investment community;
- potential restatements of the Company's financial statements, changes in auditors or auditor notification that the Company may no longer rely on an auditor's audit report;
- pending or proposed mergers, acquisitions, tender offers, joint ventures or dispositions of significant assets;
- changes in management or the Board of Directors;
- actual or threatened litigation or governmental investigations or major developments in such matters;
- a cybersecurity incident;
- developments regarding products, customers, suppliers, orders, contracts or financing sources (e.g., the acquisition or loss of a contract);
- changes in dividend policy, declarations of stock splits, or public or private sales of additional securities;
- potential defaults under the Company's credit agreements or indentures, or the existence of material liquidity deficiencies; and
- bankruptcies or receiverships.

By including the list above, the Company does not mean to imply that each of these items above is *per se* material. The information and events on this list still require determinations as to their materiality (although some determinations will be reached more easily than others). For example, some new products or contracts may clearly be material to a company; yet that does not mean that all product developments or contracts will be material. This demonstrates, in our view, why no "bright-line" standard or list of items can adequately address the range of situations that may arise. Furthermore, the Company cannot create an exclusive list of events and information that have a higher probability of being considered material.

The Securities and Exchange Commission (the “**SEC**”) has stated that there is no fixed quantitative threshold amount for determining materiality, and that even very small quantitative changes can be qualitatively material if they would result in a movement in the price of the Company’s securities.

## **2. What is “Nonpublic” Information?**

Material information is “**nonpublic**” if it has not been disseminated in a manner making it available to investors generally. To show that information is public, it is necessary to point to some fact that establishes that the information has become publicly available, such as the filing of a report with the SEC, the distribution of a press release through a widely disseminated news or wire service, or by other means that are reasonably designed to provide broad public access. Before a person who possesses material, nonpublic information can trade, there also must be adequate time for the market as a whole to absorb the information that has been disclosed. For the purposes of this Insider Trading Policy, information will be considered public after the close of trading on the second full trading day following the Company’s public release of the information.

For example, if the Company announces material information of which you are aware before trading begins on a Tuesday, the first time you can buy or sell Company securities is the opening of the market on Thursday. However, if the Company announces this material information after trading begins on that Tuesday, the first time that you can buy or sell Company securities is the opening of the market on Friday.

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### ***E. Quarterly Trading Windows and Event-Specific Trading Blackouts***

Although you are always responsible for monitoring for yourself whether you possess material non-public information, the Company may decide to permit trading only during trading windows based on the Company’s quarterly earnings announcement cycle. The four trading windows consist of the periods that begin after market close on the second full trading day following the Company’s issuance of its quarterly earnings press release and end at the close of business on the 14th day before the end of the then-current quarter. If these trading windows apply, trading will still be permitted outside of a trading window (a) pursuant to a Rule 10b5-1 Plan (as described above in Section B(1) of this Insider Trading Policy); or (b) with a waiver from the Chief financial Officer or General Counsel.

The Company may also decide to impose a special trading blackout on those who are aware of particular information that the Company determines may be considered material non-public information. This kind of trading blackout may be imposed in connection with a potential acquisition, a financial analyst conference, an anticipated positive or negative earnings surprise or other material development. If you are subject to a blackout, you may not trade in any Company securities, except pursuant to a Rule 10b5-1 Plan (as described above in Section B(1) of this Insider Trading Policy), until notified that the blackout has ended.

The **General Counsel**, in consultation with the **Chief Executive Officer** and the **Chief Financial Officer**, will determine whether an event-specific blackout should be imposed. The existence of an event-specific blackout will not be generally announced. If you are covered by the event-specific blackout, you will be notified by the **General Counsel** or **Chief Financial Officer**. Any person made aware of an event-specific blackout should not disclose the existence of the blackout to anyone else.

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**F. *What are the Penalties for Insider Trading and Noncompliance with this Insider Trading Policy?***

Both the SEC and the national securities exchanges, through the Financial Industry Regulatory Authority (“**FINRA**”), investigate and are very effective at detecting insider trading. The SEC, together with the U.S. Attorneys, pursue insider trading violations vigorously. For instance, cases have been successfully prosecuted against trading by employees in foreign accounts, trading by family members and friends, and trading involving only a small number of shares.

The penalties for violating insider trading or tipping rules can be severe and include:

- disgorgement of the profit gained or loss avoided by the trading;
- payment of the loss suffered by the persons who, contemporaneously with the purchase or sale of securities that are subject of such violation, have purchased or sold, as applicable, securities of the same class;
- payment of criminal penalties of up to \$5,000,000;
- payment of civil penalties of up to three times the profit made or loss avoided; and
- imprisonment for up to 20 years.

The Company and/or the supervisors of the person engaged in insider trading may also be required to pay civil penalties of up to the greater of \$2,166,279 (subject to periodic inflation adjustments) or three times the profit made or loss avoided, as well as criminal penalties of up to \$25,000,000, and could under certain circumstances be subject to private lawsuits.

Violation of this Insider Trading Policy or any federal or state insider trading laws may subject the person violating such policy or laws to disciplinary action by the Company up to and including termination. The Company reserves the right to determine, in its own discretion and on the basis of the information available to it, whether this Insider Trading Policy has been violated. The Company may determine that specific conduct violates this Insider Trading Policy, whether or not the conduct also violates the law. It is not necessary for the Company to await the filing or conclusion of a civil or criminal action against the alleged violator before taking disciplinary action.

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**G. *Does the Company have any Other Policies Regarding Confidential Information?***

The Company also has strict policies relating to safeguarding the confidentiality of its internal, proprietary information and the use of social media and other online platforms. These policies include procedures regarding identifying, marking and safeguarding confidential information and employee confidentiality agreements. You should comply with these policies at all times.

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**H. *How Do You Report a Violation of this Insider Trading Policy?***

If you or any person affiliated with you that is subject to this Insider Trading Policy violates this Insider Trading Policy or any federal or state laws governing insider trading, either intentionally or inadvertently, or know of any such violation by any director, officer or employee of the Company, you

must report the violation immediately to the Company's General Counsel. However, if the conduct in question involves the General Counsel, or if you have reported such conduct to the General Counsel and you do not believe that he has dealt with it properly, or if you do not feel that you can discuss the matter with the General Counsel, you may raise the matter with the Chief Executive Officer or the Chief Financial Officer.

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***I. Is This Insider Trading Policy Subject to Modification?***

The Company may at any time change this Insider Trading Policy or adopt such other policies or procedures which it considers appropriate to carry out the purposes of its policies regarding insider trading and the disclosure of Company information. Notice of any such change will be delivered to you by regular or electronic mail (or other delivery option used by the Company) by the Company. You will be deemed to have received, be bound by and agree to revisions of this Insider Trading Policy when such revisions have been delivered to you, unless you object to any revision in a written statement received by the Chief Financial Officer within two (2) business days of such delivery.

Your failure to observe this Insider Trading Policy could lead to significant legal problems, including fines and/or imprisonment, and could have other serious consequences, including the termination of your employment or service relationship with the Company.

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Adopted July 23, 2021



## Special Trading Procedures for Insiders

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To comply with federal and state securities laws governing insider trading, Berkshire Grey, Inc. (the “**Company**”) has adopted these Special Trading Procedures for Insiders (“**Trading Procedures**”) as an addendum to the Company’s Statement of Company Policy on Insider Trading and Disclosure (the “**Insider Trading Policy**”). These Trading Procedures are in addition to and supplement the Company’s Insider Trading Policy, which is distributed to all directors, officers, and employees of the Company.

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### A. Scope

These Trading Procedures regulate securities trades by all directors and executive officers of the Company and certain designated employees of the Company and its subsidiaries who in the ordinary course of the performance of their duties have access to material, nonpublic information regarding the Company (collectively, these persons are referred to as “**Insiders**”). These Trading Procedures also apply to the following persons (collectively, these persons and entities are referred to as “**Affiliated Persons**”):

- an Insider’s spouse, child, parent, significant other or other family member, in each case, living in the same household;
- all trusts, family partnerships and other types of entities formed for the benefit of the Insider or the Insider’s family members over which the Insider has the ability to influence or direct investment decisions concerning securities;
- all persons who execute trades on behalf of the Insider; and
- all investment funds, trusts, retirement plans, partnerships, corporations and other types of entities over which the Insider has the ability to influence or direct investment decisions concerning securities; provided, however, that these Trading Procedures shall not apply to any such entity that engages in the investment of securities in the ordinary course of its business (e.g., an investment fund or partnership) if such entity has established its own insider trading controls and procedures in compliance with applicable securities laws and the Insider has included such entity on the Insider’s signed acknowledgment in the attached form.

Insiders are responsible for ensuring compliance with these Trading Procedures and the Insider Trading Policy by all of their Affiliated Persons. Unless the context otherwise requires, references to “Insiders” in these Trading Procedures refer collectively to Insiders and their Affiliated Persons.

These Trading Procedures apply to any and all transactions in the Company’s securities, including its common stock, options to purchase common stock, any other type of securities that the Company may issue (such as preferred stock, convertible debentures, warrants, exchange-traded options or other derivative securities), and any derivative securities that provide the economic equivalent of ownership of any of the Company’s securities or an opportunity, direct or indirect, to profit from any change in the value of the Company’s securities.

The special trading restrictions set forth in these Trading Procedures apply to an Insider while the Insider is serving as a director, executive officer or designated employee of the Company and



thereafter until any material, nonpublic information about the Company possessed by the Insider has become public or is no longer material.

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## **B. Special Trading Restrictions Applicable to Insiders**

Please see the Insider Trading Policy for a description of prohibited activities applicable to all directors, executive officers and employees, including Insiders. In particular, no Insider may trade in any type of securities of the Company if such Insider is in possession of material, nonpublic information about the Company, unless the trade has been effected in compliance with a pre-approved Rule 10b5-1 Plan. This prohibition applies even if such Insider receives pre-clearance and the transaction would occur during a trading window in accordance with these Trading Procedures.

Please see the Insider Trading Policy for a discussion of what constitutes “insider trading” as well as “material” and “nonpublic” information. Any Insiders who are unsure whether the information that they possess is material or nonpublic should consult the Compliance Officer identified below for guidance.

In addition to the restrictions on trading in Company securities set forth in the Insider Trading Policy, Insiders are subject to the following special trading restrictions:

### **1. No Trading Except During Trading Windows**

The announcement of the Company’s quarterly financial results almost always has the potential to have a material effect on the market for the Company’s securities. Although an Insider may not know the financial results prior to public announcement, if an Insider engages in a trade before the financial results are disclosed to the public, such trades may give an appearance of impropriety that could subject the Insider and the Company to a charge of insider trading. Therefore, subject to limited exceptions described herein, Insiders may trade in Company securities only during four quarterly trading windows and then only after obtaining pre-clearance from the Compliance Officer in accordance with the procedures set forth below. Unless otherwise advised, the four trading windows consist of the periods that begin after market close on the second full trading day following the Company’s issuance of a press release (or other method of broad public dissemination) announcing its quarterly or annual earnings and end at the close of business on the 14th day before the end of the then-current quarter. Insiders may be allowed to trade outside of a trading window only (a) pursuant to a pre-approved Rule 10b5-1 Plan as described in Section D of these Trading Procedures or (b) in accordance with the procedure for waivers described in Section E of these Trading Procedures.

### **2. All Trades Must be Pre-Cleared by the Compliance Officer.**

No Insider may trade in Company securities unless the trade has been approved by the Compliance Officer in accordance with the procedures set forth below. The Company has designated its **General Counsel**, as its insider trading compliance officer (the “**Compliance Officer**”). The Compliance Officer will review and either approve or prohibit all proposed trades by Insiders in accordance with the procedures set forth in Section C below. The Compliance Officer may consult with the Company’s other officers and/or outside legal counsel and will receive approval for his or her own trades from the Company’s **Chief Financial Officer**. If you are unable to contact the **Compliance Officer**, or if you do not feel you can discuss the matter with the Compliance Officer, you may contact the **Chief Executive Officer**, who shall be the alternate Compliance Officer. The Compliance Officer and the alternate Compliance Officer are collectively referred to as the “**Compliance Officer**” in these Trading Procedures.

### **3. No Purchases or Sales of Derivative Securities or Hedging Transactions Without Pre-Approval.**

No Insider may buy or sell puts, calls, other derivative securities of the Company or any derivative securities that provide the economic equivalent of ownership of any of the Company's securities or an opportunity, direct or indirect, to profit from any change in the value of the Company's securities or engage in any other hedging transaction with respect to the Company's securities, at any time unless such transaction has been approved by the Audit Committee of the Board of Directors.

Any request for approval of such a derivative transaction by an Insider must be submitted to the Audit Committee in writing at least two (2) weeks prior to the proposed execution of documents evidencing the transaction by first contacting the Company's General Counsel or Chief Financial Officer. Any such request submitted by an Insider will be considered by the Audit Committee on a case-by-case basis and, if permitted, shall be subject to all of the other restrictions on trading in the Company's securities set forth in these Trading Procedures.

### **4. Distributions, Gifts and Other Transfers for No Consideration are Subject to Same Restrictions as All Other Securities Trades.**

No Insider may give or make any other transfer of Company securities without consideration (e.g., a gift) during a period when the Insider is not permitted to trade.

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## **C. Pre-Clearance Procedures**

**Procedures.** No Insider may trade in Company securities until:

- The Insider has notified the Compliance Officer of the amount and nature of the proposed trade(s) using the Stock Transaction Request form attached to these Trading Procedures. In order to provide adequate time for the preparation of any required reports under Section 16 of the Securities Exchange Act of 1934, as amended (the "**Exchange Act**"), a Stock Transaction Request form should, if practicable, be received by the Compliance Officer at least two (2) business days prior to the intended trade date;
- The Insider has certified to the Compliance Officer in writing prior to the proposed trade(s) that the Insider is not in possession of material, nonpublic information concerning the Company;
- The Insider has informed the Compliance Officer whether, to the Insider's best knowledge, (a) the Insider has (or is deemed to have) engaged in any opposite way transactions within the previous six months that were not exempt from Section 16(b) of the Exchange Act and (b) if the transaction involves a sale by an "affiliate" of the Company or of "restricted securities" (as such terms are defined under Rule 144 under the Securities Act of 1933, as amended ("Rule 144")), whether the transaction meets all of the applicable conditions of Rule 144; and
- The Compliance Officer or his or her designee has approved the trade(s) and has certified such approval in writing. Such certification may be made via digitally-signed electronic mail.

The Compliance Officer does not assume the responsibility for, and approval from the Compliance Officer does not protect the Insider from, the consequences of prohibited insider trading.

**Additional Information.** Insiders shall provide to the Compliance Officer any documentation reasonably requested by him or her in furtherance of the foregoing procedures. Any failure to provide such requested information will be grounds for denial of approval by the Compliance Officer.

**No Obligation to Approve Trades.** The existence of the foregoing approval procedures does not in any way obligate the Compliance Officer to approve any trade requested by an Insider. The Compliance Officer may reject any trading request at his or her sole discretion. From time to time, an event may occur that is material to the Company and is known by only a few directors or executives. Insiders may not trade in Company securities if they are notified by the Compliance Officer that a proposed trade has not been cleared because of the existence of a material, nonpublic development. Even if that particular Insider is not aware of the material, nonpublic development involving the Company, if any Insider engages in a trade before a material, nonpublic development is disclosed to the public or resolved, the Insider and the Company might be exposed to a charge of insider trading that could be costly and difficult to refute even if the Insider was unaware of the development. So long as the event remains material and nonpublic, the Compliance Officer may determine not to approve any transactions in the Company's securities. If an Insider requests clearance to trade during the pendency of such an event, the Compliance Officer may reject the trading request without disclosing the reason.

**Completion of Trades.** After receiving written clearance to engage in a trade signed by the Compliance Officer, an Insider must complete the proposed trade within two (2) business days or make a new trading request. Any such proposed trade must be completed during a trading window in accordance with these Trading Procedures unless such trade is (a) pursuant to a pre-approved Rule 10b5-1 Plan as described in Section D of these Trading Procedures or (b) in accordance with the procedure for waivers described in Section E of these Trading Procedures.

**Post-Trade Reporting.** Any transactions in the Company's securities by an Insider (including transactions effected pursuant to a Rule 10b5-1 Plan) must be reported to the Compliance Officer by completing the "Confirmation of Transaction" section of the Stock Transaction Request form attached to these Trading Procedures on the same day in which such a transaction occurs.

**Compliance by directors and executive officers with this provision is imperative given the requirement of Section 16 of the Exchange Act that these persons generally must report changes in ownership of Company securities within two (2) business days. The sanctions for noncompliance with this reporting deadline include mandatory disclosure in the Company's proxy statement for the next annual meeting of stockholders, as well as possible civil or criminal sanctions for chronic or egregious violators.**

Each report an Insider makes to the Compliance Officer should include the date of the transaction, quantity of shares, price and broker-dealer through which the transaction was effected. This reporting requirement may be satisfied by sending (or having such Insider's broker send) duplicate confirmations of trades to the Compliance Officer if such information is received by the Compliance Officer on or before the required date. This requirement is in addition to any required notification that the Company receives from the broker who completes the trade.

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## D. Exemptions

**Pre-Approved Rule 10b5-1 Plan.** Transactions effected pursuant to a pre-approved Rule 10b5-1 plan will not be subject to the Company's trading windows or pre-clearance procedures, and Insiders are not required to complete a Stock Transaction Request form for such transactions. Rule 10b5-1 of the Exchange Act provides an affirmative defense from insider trading liability under the federal securities

laws for trading plans that meet certain requirements. A trading plan that meets the requirements of Rule 10b5-1 (a “**Rule 10b5-1 Plan**”) enables Insiders to establish arrangements to trade in Company securities outside of the Company’s trading windows, even when in possession of material, nonpublic information. If an Insider intends to trade pursuant to a Rule 10b5-1 Plan, such plan must:

- satisfy the requirements of Rule 10b5-1;
- be documented in writing;
- be established during a trading window when such Insider does not possess material, nonpublic information; and
- be pre-approved by the Compliance Officer.

Any deviation from, or alteration to, the specifications of an approved Rule 10b5-1 Plan (e.g., the amount, price or timing of a purchase or sale) must be reported immediately to the Compliance Officer.

The Compliance Officer may refuse to approve a Rule 10b5-1 Plan as he or she deems appropriate including, without limitation, if he or she determines that such plan does not satisfy the requirements of Rule 10b5-1. The Compliance Officer may consult with the Company’s legal counsel before approving a Rule 10b5-1 Plan. If the Compliance Officer does not approve an Insider’s Rule 10b5-1 Plan, such Insider must adhere to pre-clearance procedures and/or trading windows set forth above until such time as a Rule 10b5-1 Plan is approved.

Any modification of an Insider’s prior Rule 10b5-1 Plan requires pre-approval by the Compliance Officer. A modification must occur during a trading window and while such Insider is not aware of material, nonpublic information.

### **Employee Benefit Plans.**

1. **Exercise of Stock Options.** The trading prohibitions and restrictions set forth in these Trading Procedures do not apply to the exercise of an option to purchase securities of the Company when payment of the exercise price is made in cash. However, the exercise of an option to purchase securities of the Company is subject to the current reporting requirements of Section 16 of the Exchange Act and, therefore, Insiders must comply with the post-trade reporting requirement described in Section C above for any such transaction. In addition, the securities acquired upon the exercise of an option to purchase Company securities are subject to all of the requirements of these Trading Procedures and the Insider Trading Policy. Moreover, these Trading Procedures apply to the use of outstanding Company securities to constitute part or all of the exercise price of an option, any net option exercise, any exercise of a stock appreciation right, share withholding, any sale of stock as part of a broker-assisted cashless exercise of an option, or any other market sale for the purpose of generating the cash needed to pay the exercise price of an option.

2. **Tax Withholding on Restricted Stock/Units.** The trading prohibitions and restrictions set forth in these Trading Procedures do not apply to the withholding by the Company of shares of stock upon vesting of restricted stock or upon settlement of restricted stock units to satisfy applicable tax withholding requirements if (a) such withholding is required by the applicable plan or award agreement or (b) the election to exercise such tax withholding right was made by the Insider in compliance with these Trading Procedures.

3. **Employee Stock Purchase Plan.** If the Company adopts an employee stock purchase plan, the trading prohibitions and restrictions set forth in these Trading Procedures do not apply to periodic wage withholding contributions by the Company or employees of the Company which are used to purchase the Company's securities pursuant to the employees' advance instructions under such employee stock purchase plan, if any. However, no Insider may: (a) elect to participate in the plan or alter his or her instructions regarding the level of withholding or purchase by the Insider of Company securities under such plan; or (b) make cash contributions to such plan (other than through periodic wage withholding) without complying with these Trading Procedures. Any sale of securities acquired under such plan is subject to the prohibitions and restrictions of these Trading Procedures.

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#### **E. Waivers**

A waiver of any provision of these Trading Procedures or the Insider Trading Policy may only be authorized in writing by the Compliance Officer, his or her designee or the Audit Committee of the Board of Directors, and any such waiver shall be reported to the Company's Board of Directors.

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#### **F. Acknowledgment**

In addition to the Company's Insider Trading Policy, these Trading Procedures will be delivered to all current Insiders and to all new Insiders at the start of their employment or relationship with the Company. Upon receiving these Trading Procedures, each Insider must acknowledge receipt and agrees to comply with the terms of these Trading Procedures and the Insider Trading Policy. Such Insider shall return the acknowledgment attached hereto within ten (10) days of receipt to the Compliance Officer at:

Berkshire Grey, Inc.  
140 South Road  
Bedford, MA 01730

The acknowledgment constitutes consent for the Company to penalize violation of the Insider Trading Policy or these Trading Procedures, and to restrict an Insider's trading if necessary.

Insiders will be required upon the Company's request to re-acknowledge and agree to comply with these Trading Procedures and the Insider Trading Policy (including any amendments or modifications). For such purpose, an Insider will be deemed to have acknowledged and agreed to comply with these Trading Procedures and the Insider Trading Policy when copies of such items have been delivered to the Insider by regular or electronic mail (or other delivery option used by the Company) by the Compliance Officer or his or her designee, unless the Insider objects in a written statement received by the Compliance Officer within two (2) business days of such delivery.

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**Failure to observe these Trading Procedures and the Insider Trading Policy could lead to significant legal problems and other serious consequences, including termination of employment. Questions regarding these Trading Procedures or the Insider Trading Policy are encouraged and may be directed to the Compliance Officer.**

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Adopted July 23, 2021

## ACKNOWLEDGMENT

I hereby acknowledge that I have read, that I understand, and that I agree to comply with, the Statement of Company Policy on Insider Trading and Disclosure (the “**Insider Trading Policy**”) and the Special Trading Procedures for Insiders (the “**Trading Procedures**”) of Berkshire Grey, Inc. (the “**Company**”). I further acknowledge and agree that I am responsible for ensuring compliance with the Insider Trading Policy and the Trading Procedures by all of my “Affiliated Persons”.

I also understand and agree that I will be subject to sanctions, including termination of employment, that may be imposed by the Company, in its sole discretion, for violation of the Insider Trading Policy or the Trading Procedures, and that the Company may give stop-transfer and other instructions to the Company’s transfer agent against the transfer of any Company securities in a transaction that the Company considers to be in contravention of the Insider Trading Policy or the Trading Procedures.

Date: \_\_\_\_\_

Signature: \_\_\_\_\_

Name: \_\_\_\_\_

Title: \_\_\_\_\_

# STOCK TRANSACTION REQUEST

Pursuant to Berkshire Grey, Inc.'s Special Trading Procedures for Insiders (the "Trading Procedures"), I hereby notify Berkshire Grey, Inc. (the "Company") of my intent to trade the securities of the Company as indicated below:

## **REQUESTER INFORMATION**

Insider's Name: \_\_\_\_\_

## **INTENT TO PURCHASE**

Number of shares: \_\_\_\_\_

Intended trade date: \_\_\_\_\_

Means of acquiring shares:  Acquisition through employee benefit plan (please specify): \_\_\_\_\_

Purchase through a broker on the open market

Other (please specify): \_\_\_\_\_

## **INTENT TO SELL**

Number of shares: \_\_\_\_\_

Intended trade date: \_\_\_\_\_

Means of selling shares:  Sale through employee benefit plan (please specify): \_\_\_\_\_

Sale through a broker on the open market

Other (please specify): \_\_\_\_\_

## **CERTIFICATION**

I hereby certify that (1) I am not in possession of any material, nonpublic information concerning the Company, as defined in the Company's Statement of Company Policy on Insider Trading and Disclosure, and (2) I am not purchasing any securities of the Company on margin in contravention of the Company's Trading Procedures. I understand that, if I trade while possessing such information or in violation of such trading restrictions, I may be subject to severe civil and/or criminal penalties, and may be subject to discipline by the Company including termination.

\_\_\_\_\_  
Insider's Signature

\_\_\_\_\_  
Date

## **AUTHORIZED APPROVAL**

\_\_\_\_\_  
Signature of Compliance Officer (or designee)

\_\_\_\_\_  
Date

## **CONFIRMATION OF TRANSACTION**

I hereby confirm that the transaction(s) requested above was (were) executed as follows:

Purchase of shares:  
\*Number of shares: \_\_\_\_\_ Price per share: \_\_\_\_\_ Date and approximate time of purchase: \_\_\_\_\_

Sale of shares:  
\*Number of shares: \_\_\_\_\_ Price per share: \_\_\_\_\_ Date and approximate time of sale: \_\_\_\_\_

\_\_\_\_\_  
Insider's Signature

\_\_\_\_\_  
Date

Signature \_\_\_\_\_

Date \_\_\_\_\_

*\*NOTE: Multiple lots must be listed on separate forms or broken out herein.*