

EXHIBIT A

I. CORPORATE GOVERNANCE REFORMS

A. Board-Level Risk Management Enhancements

The Board, directly or through committees as appropriate, shall, to the extent it is not already doing so, and subject to the requirements and directives of the SEC-mandated Independent Compliance Consultant and the CFIUS-mandated National Security Agreement:

1. Oversee the risk management policies of the Company and conduct oversight of Momentus' risk management framework.
2. Oversee the identification and monitoring of material risks relating to Momentus' compliance with all applicable laws and regulations and public disclosures (including all SEC filings) about Momentus' business affairs, financial reporting, and risk exposure.
3. Whenever any material risks relating to Momentus' compliance are identified, consider actions for mitigating these risks, as well as relevant considerations relating to Momentus' public disclosures of these risks.
4. Oversee the Audit Committee's monitoring of compliance with Momentus' Code of Business Conduct and Ethics.
5. Oversee the Compensation Committee to assess on an annual basis the Chief Executive Officer's and Chief Financial Officer's contribution to Momentus' culture of ethics and compliance and their effectiveness and dedication to ensuring Momentus' compliance with applicable laws, rules, and regulations.
6. Receive at least annual reviews from management regarding the effectiveness of Momentus' internal controls over Momentus' legal and regulatory compliance, including disclosure compliance, and oversee management's implementation of changes to Momentus' policies and internal controls as necessary.
7. Oversee risks relating to Momentus' dissemination of information regarding product or technology development and progress.
8. Oversee risks relating to contracts and relationships with material third-party original equipment manufacturers ("OEM") and vendors, including Momentus' ability to adequately perform under the contracts, the risk of cancellation, non-payment and/or fines associated with any inability to perform under the contracts, and potential steps to fully disclose, rectify, and mitigate known risks.

9. The Board, with the assistance of the Chief Compliance Officer and the Nominating Committee, shall be responsible for monitoring compliance with Momentus' Corporate Governance Guidelines.
10. The Board shall conduct an annual assessment of the performance of all Momentus Board committees and each of its members.

B. Enhanced Board Reporting

The Chief Legal Officer or Chief Compliance Officer shall update the Board at each regular quarterly Board meeting regarding: (i) any material violations by the Company that are raised by the SEC, DOJ, or other regulatory agencies that fall under their respective purviews; and (ii) any material adverse developments or significant new information relating to technology or product testing that would potentially change the scope of product development, manufacturing, marketing and sales.

Upon the request of the Chief Legal Officer, Chief Compliance Officer, or the independent members of the Board, the independent members of the Board will meet in executive session with the Chief Legal Officer to review any concerns, including any whistle blower issues, reports of management wrongdoing, pending or threatened litigation, and such other matters that the Chief Legal Officer or independent board members identify. Similarly, following such a request, the independent members of the Board will meet in executive session with the Chief Compliance Officer to review any concerns, including any material compliance issues raised by the SEC, DOJ, or other regulatory agencies that fall under the Chief Compliance Officer's purview, and the effectiveness of the Company's policies, procedures, systems and controls designed to ensure regulatory compliance.

C. Strategic Planning Oversight

On no less than an annual basis, Momentus' management shall provide to the Board a strategic operating plan (the "Strategic Operating Plan"). In the ordinary course, the Board shall review and discuss the Strategic Operating Plan with management. The Board's review of the Strategic Operating Plan shall be recorded in the minutes of the Board.

The Strategic Operating Plan shall address, as warranted, the following topics:

1. Potential material strategic alternatives, such as mergers and acquisitions, joint ventures, acquisition or disposition of capital assets, equity and debt funding and modifications of existing capital structure, dividend policy, and stock offerings, repurchase programs and reverse splits.
2. An evaluation of the progress and effectiveness of the prior strategic operating plan(s), recommending changes to the plan(s) where necessary or advisable and evaluating other issues or opportunities.
3. A review of acquisition, sale, spin-off, and/or investment strategies.

4. Following any material acquisition, sale, spin-off, or investment, a review of the status of the integration of the business units and/or products materially impacted by such transaction, including any significant challenges or delays in integration and progress towards integration.

D. Dissemination of Board Materials One Week Prior to Meetings

In order to give the Board the ability to meaningfully discuss and address critical matters at each Board meeting, the materials the Board will be discussing at each meeting should be sent to Board members at least a week prior to the meeting, or as far in advance as possible if a week prior is impractical (*e.g.*, if a special meeting is called on short notice).

E. Limited Director and Committee Engagements

Momentum shall limit director and committee engagements outside the Company to help ensure that each director fulfills his or her fiduciary oversight duties by devoting sufficient attention to Momentum's business and operations. The chair of the Company's Audit Committee shall not serve as the chair of the Company's Compensation Committee, and vice versa. No director, without approval by the Board, may serve on more than two (2) other public companies' boards of directors. The Company's Chief Executive Officer may not simultaneously serve as chairman of the board of another public company.

F. Attendance Of Stockholder Meetings

Absent extraordinary circumstances, all directors shall be required to attend the Company's annual meeting of stockholders, either "virtually" (*i.e.*, online) or in person.

G. Clawback Policy

The Board shall adopt a Clawback Policy providing that the Company may reduce or recoup the value of incentives awarded to certain company personnel for achieving financial objectives while failing to comply with laws and regulations or failing to adhere to the Company's Code of Business Conduct & Ethics (the "Code of Conduct"). The Company shall disclose the specific protocol used to determine whether its Clawback Policy has been triggered (including who reviews this, how often, and which decision-making process was used).

H. Additional Independent Director(s)

The Company shall, upon attainment of the Additional Director Financial Benchmark, nominate at least one (1) new independent director for approval by the stockholders at the next stockholder meeting. As used in this paragraph, the "Additional Director Financial Benchmark" shall occur if and when the Company continuously maintains a market capitalization, based on closing-day stock prices on the NASDAQ or comparable exchange, exceeding \$500,000,000.

I. Board Independence

The Company shall amend its By-laws or Articles of Incorporation to require that at least 70% of the Board be comprised of independent directors. In addition to the standards required by the NASDAQ Stock Exchange, a director will be deemed independent only if he or she:

1. Has not been employed by the Company or by any of its direct or indirect subsidiaries in any capacity within the last three (3) calendar years.
2. Has not served in an interim capacity as an officer of Momentus, its subsidiaries, or affiliates within the last three (3) calendar years.
3. Has no personal service contracts with the Company or any member of the Company's senior management.
4. Is not an employee or officer with a not-for-profit entity that receives contributions from the Company or the Company's executive officers totaling the lesser of \$100,000 or 1% of the charity's total contribution in the preceding two (2) calendar years.
5. Within the last three (3) calendar years, has not had any business relationship with the Company for which the Company has been required to make disclosure under Regulation S-K of the SEC other than for service as a director or for which relationship no more than de minimis remuneration was received in any one such year; provided, however, that the need to disclose any relationship that existed prior to a director joining the Board shall not in and of itself render the director non-independent.
6. Is not employed by a private or public company at which an executive officer of the Company serves as a director.
7. Has not had any of the relationships described in subsections (1) through (7) above with any affiliate of the Company.
8. Is not a member of the immediate family of any person described in subsections (1) through (7) above.
9. Does not have beneficial ownership interest of 5% or more in an entity that has received remuneration, other than de minimis remuneration, from the Company, its subsidiaries, or affiliates. De minimis remuneration is defined as: (i) direct remuneration of \$50,000 or less received from the Company, its subsidiaries, or affiliates during a calendar year (other than compensation); or (ii) indirect remuneration paid to an entity if such remuneration does not exceed the lesser of \$1 million or 1% of the gross revenues of the entity and did not directly result in an increase in the compensation received by the director from that entity.

If the Company fails to comply with the independence requirements set forth herein due to one or more vacancies of the Board, or if one or more directors cease to be independent due to circumstances beyond their reasonable control, Momentus shall within ninety (90) days regain compliance with these requirements.

In addition, the Board shall review any Related Party Transactions involving non-employee directors as part of the annual determination of their independence.

J. Board Training

Each member of the Board shall receive training on the Company's Corporate Governance Guidelines, Code of Business Conduct, Supplemental Code of Business Conduct and Ethics, and Best-in-Class Practices within one (1) year after the settlement. Such training may be conducted on-site by and/or under the guidance of the Chief Compliance Officer or Chief Legal Officer. The training requirement may also be satisfied by attending a program offered by an outside entity specializing in director education, such as the Stanford Law School Directors' College, the Vanderbilt Directors' College, Dartmouth Tuck School, NACD, or similar program. All new Board members must receive similar training within six (6) months of their election or appointment to the Board. All such programs shall contain material directed to the issues of compliance with law and regulation, disclosures to stockholders, and fiduciary duties in the context of a heavily regulated public company, including compliance with Generally Accepted Accounting Principles ("GAAP"), the Sarbanes-Oxley Act, corporate governance, assessment of risk, compliance auditing, and reporting requirements for publicly traded corporations.

K. Management-level Disclosure Committee

The existing Management-level Disclosure Committee (the "Management Committee," as referred to in the Charter of the Disclosure Committee of the Board of Directors of Momentus Inc.) shall be enhanced to assure: (i) the accuracy of any material information disseminated via corporate disclosure channels delivering information to investors; (ii) truthful and accurate filings with the SEC; and (iii) adequate internal controls concerning the Company's audited financial statements.

The Company shall develop a Charter for the Management Committee which shall be posted on Momentus' website. The Management Committee will evaluate and assess its Charter and its performance annually or upon the occurrence of certain material events. Any changes to the Management Committee's Charter must be approved by the Certifying Officers (defined below).

No Board member shall serve on the Management Committee. The Management Committee members shall consist entirely of senior officers and representatives from the key manufacturing, operations, marketing, sales and other relevant functional areas of the Company, as well as Momentus' Chief Compliance Officer, Chief Legal Officer, and Chief Financial Officer ("CFO"). Additional committee members may be appointed and/or removed by the Chief Executive Officer ("CEO") and CFO (the "Certifying Officers") at any time. One member of the Management Committee will be designated the Committee's Chairperson by the Certifying Officers.

The management Committee Chairperson shall schedule and preside over meetings and ensure the timely preparation of agendas and written minutes from meetings. Any interpretation of the Charter or the Management Committee's procedures shall be made by the Management Committee Chairperson. The Chairperson or the Certifying Officers may retain outside consultants or advisors, including independent auditors, and other personnel of the Company as appropriate. The Chairperson will report at least quarterly to the Audit Committee and at least annually to the full Board.

The Management Committee shall hold regular meetings prior to the preparation and filing of Momentus' annual and quarterly financial statements, and ad-hoc meetings from time to time as directed by the Management Committee's chairperson or the Chief Compliance Officer. Representatives of the Company's independent auditors and other personnel of Momentus, or representatives of its outside advisors, may be invited to attend Management Committee meetings as deemed necessary or appropriate by the Management Committee in performing its duties and responsibilities. The Chief Compliance Officer shall report any concerns regarding disclosure issues to the Audit Committee and Board-level Disclosure Committee as outlined herein.

The mission of the Management Committee will include supporting the Board Disclosure Committee in ensuring effective procedures and protocols are in place at the Company to guarantee that all of Momentus' public statements, including, but not limited to, SEC filings, press releases, and material statements to non-Company individuals at public or private meetings, are vetted for accuracy, integrity, and completeness, and reviewing with management its ongoing compliance with these protocols and procedures.

In addition to the foregoing duties and responsibilities, the Management Committee shall support and supplement the efforts of the of the Board Disclosure Committee in creating and implementing the following policies, procedures, and internal controls:

1. Establish controls and other procedures that are designed to ensure that information required to be disclosed by Momentus in the reports it files or submits under the Securities Exchange Act of 1934 ("Exchange Act") and other information that the Company may disclose to the public is recorded, processed, summarized, and reported accurately and within the time periods specified in the SEC's rules and regulations.
2. Ensure the timely and accurate public disclosure of material information concerning, among other things: (i) Momentus' progress on developing new vehicle technology or vehicles, and any factors that may have a material impact on the Company's ability to produce and/or maintain such technology and related consumer products; (ii) material changes to the Company's technology development strategy; (iii) risks and benefits assessment for management's planned material changes to that strategy; and (iv) actual impact of management's material changes to Momentus' business and financial position.
3. Require each member of the Management Committee attend and participate in training regarding the standards of disclosure obligations of publicly

traded companies, including, but not limited to, the concept of subsequent events. This training will be conducted on at least an annual basis.

4. Design, implement, and monitor the Company's disclosure controls and procedures, and mitigate any information gaps between management and investors through material information disseminated on social media and other non-SEC platforms delivering information to investors. Evaluate the effectiveness of Momentus' disclosure controls and procedures as of the end of each quarter and year.
5. Review and institute as necessary pre-clearing mechanisms for any material information disseminated on social media and other non-SEC platforms delivering information to investors.
6. Upon request by the Board Disclosure Committee, review the Company's Exchange Act filings (including Form 10-Qs, Form 10-Ks, Form 8-Ks, and Proxy Statements), registration statements, press releases containing financial information, information about material acquisitions or dispositions or other information material to the Company's security holders, correspondence to stockholders, and presentations to analysts and investors, which includes analyst and investor conferences and scripts utilized during question and answer sessions of earnings conference calls.
7. Upon request by the Board Disclosure Committee, review each Exchange Act report prior to filing with the SEC to assess the quality and completeness of the disclosures and whether the report is accurate and complete in all material respects.
8. Provide a sub-certification to the Certifying Officers before filing each SEC Periodic Report as to (i) the Management Committee's compliance with the Company's Disclosure Policy and this Charter, and (ii) the Management Committee's conclusions resulting from its evaluation of the effectiveness of the Disclosure Controls.
9. Report to and advise the Company's CEO and CFO with respect to the certifications they must provide for Momentus' quarterly and annual reports.
10. Evaluate the materiality of information and events relating to or affecting the Company and determine the timing and appropriate method of disclosure of information deemed material.
11. Discuss quarterly financial statements with the independent auditors and the overall scope and plans of the audit and ensure that Momentus' financial results, as reflected in the Company's public statements, comply with GAAP.

Moreover, the Management Committee shall be responsible for the creation and implementation of a policy to regulate any interim public disclosures to stockholders. These guidelines will apply to all public communications by Momentus, including SEC filings, presentations at conferences, including presentations at investor conferences, statements on quarterly earnings calls, and/or any other statements by members of management and/or the Board, as follows:

1. If management and/or the Board choose to publicly release interim product technologies, Momentus will disclose the status of such technologies or products in a manner that indicates if they are a working prototype and the stage or status of design, development, and testing.
2. If Momentus discloses interim product technologies in a manner that is designed, tested, or manufactured differently from the way in which it was previously described, the disclosure shall state that changes were made in the design, development, or testing of the technology or product.

In order to execute its responsibilities, the Management Committee shall have full access to all Momentus' books, records, facilities, employees, legal counsel, and independent auditors.

L. Management-level Training

The Management Committee, in consultation with the Chief Compliance Officer, shall select key members of management, including key gatekeepers in the internal control processes (e.g., those with approval authority or certification responsibilities), to receive training on the Company's Corporate Governance Guidelines, Code of Business Conduct, Supplemental Code of Business Conduct and Ethics, and Best-in-Class Practices within one (1) year after the settlement, and from time to time thereafter as determined by the Management Committee.

All such training programs shall contain material directed to issues of compliance with law and regulation, disclosures to stockholders, and fiduciary duties in the context of a heavily regulated public company, including compliance with GAAP, the Sarbanes-Oxley Act, corporate governance, assessment of risk, compliance auditing, and reporting requirements for publicly traded corporations.

This training may be conducted either at an outside entity or internally by the Company's General Counsel or outside counsel, at the discretion of the Management Committee.

M. Chief Compliance Officer

1. The Chief Compliance Officer ("CCO") shall report directly to the Audit Committee and Board Disclosure Committee ("Disclosure Committee"), as necessary, to facilitate the Board's oversight responsibilities.
2. To the extent that the CCO is not already, the CCO shall also be designated as a member of the Company's Management Committee and shall be subject to the responsibilities delegated therein consistent with the improvements proposed herein.

3. The CCO shall be primarily responsible for managing the Company's ethics and compliance program and for assisting the Board in fulfilling its oversight duties regarding the Company's compliance with applicable laws, regulations, and accounting standards, and the dissemination of true and accurate information.

In performing his or her duties and fulfilling the responsibilities described herein, the CCO shall keep the Audit Committee, the Disclosure Committee, and the Management Committee timely informed, seek the Audit Committee and the Disclosure Committee's assistance, and may delegate responsibilities as reasonably necessary.

The responsibilities and duties of the CCO shall include the following:

1. Oversight and administration of the Company's corporate governance policies, fostering a culture that integrates compliance and ethics into business processes and practices.
2. Working with the Management Committee, Audit Committee, and the Disclosure Committee to evaluate and define the goals of the Company's ethics and compliance program in light of trends and changes in laws which may affect the Company's compliance with laws relating to disclosure of the Company's risk exposure.
3. Managing and overseeing the Company's ethics and compliance program, implementing procedures for monitoring, and evaluating the program's performance, and communicating with the Audit Committee, the Disclosure Committee, and the full Board as needed, regarding progress toward meeting program goals.
4. Acting as the liaison between management, including the Management Committee, the Chief Legal Officer, the Disclosure Committee, the Audit Committee, and the Board, in which capacity the CCO shall: (i) be primarily responsible for assessing organizational risk for misconduct and noncompliance with applicable laws and regulations; (ii) report material risks relating to compliance or disclosure issues to the Management Committee and Disclosure Committee and, as applicable, the Audit Committee promptly upon identification of these risks; and (iii) make written recommendations for further evaluation and/or remedial action, as appropriate, within deadlines established by the Disclosure Committee; (iv) prepare quarterly written reports to the Disclosure Committee designed to keep the Board up to date on all material compliance risks; and (v) prepare annual reports evaluating new and ongoing compliance risks, the effectiveness of the Company's compliance-related internal controls, and management's effectiveness in anticipating, addressing and mitigating compliance risk, along with recommendations for improvements.

5. Performing an independent review of the Company's draft quarterly and annual reports filed with the SEC on Forms 10-Q and 10-K, and related materials prior to their publication to ensure: (i) the accuracy, completeness, and timeliness of disclosures relating to risk exposure from the Company's reporting of financial data and quality of its internal controls; (ii) the identification and disclosure of any material risks to the Company's compliance with applicable laws and regulations; and (iii) accurate reporting of any material issues that may merit disclosure to Management Committee and the Disclosure Committee.
6. Reviewing and approving the Company's press releases, and related materials prior to their publication to ensure the accuracy, completeness, and timeliness of disclosures relating to accounting matters and any material risks to the Company's compliance with applicable laws and regulations and reporting any material issues that may merit disclosure to the Management Committee and Disclosure Committee.
7. Working with the Audit Committee, and as part of the Management Committee, to ensure the completeness and accuracy of the financial data contained in the Company's periodic financial reports.
8. Promptly reporting to the Audit Committee any allegations of noncompliance and ethics concerns relating to fraud or reporting violations and preparing written reports to the Disclosure Committee evaluating, and where necessary recommending, remedial actions.
9. Working with the Company's Chief Legal Officer, outside legal counsel, and the Disclosure Committee to evaluate the adequacy of the Company's internal controls over compliance and developing proposals for improving these controls. This includes meeting with the Company's legal counsel and Disclosure Committee at least every quarter to discuss ongoing and potential litigation and compliance issues.
10. Working with the Company's Chief Legal Officer to oversee employee training in risk assessment and compliance.
11. Implementing and maintaining systems for the timely compliance with all Section 16 reporting and disclosure requirements.
12. Receiving up-to-date lists from all Board members and executive officers of companies in which they are a director, an officer, and/or of which they own a controlling interest, and promptly update the list and report to the Audit Committee regarding the same when any changes occur.