



# Related Party Transaction Policy and Procedures

Effective April 29, 2021

## Policy

The Company recognizes that related party transactions present a potential risk of actual or perceived conflicts of interest and may raise questions as to whether those transactions are in the best interests of the Company and its shareholders. It is this Company's policy that all related party transactions, which are described in more detail later in this policy, are subject to approval or ratification under the following procedures. Further, it is the responsibility of each of the Company's directors, executive officers, nominees, and greater than 5% shareholders to notify the Company as soon as that person becomes aware of a past, current or proposed related party transaction with the Company that has not yet been approved.

## Procedures

Generally, the Corporate Governance Committee shall review and consider approval or ratification of related party transactions, which are defined below. However, the Board of Directors has delegated to the Chair of the Corporate Governance Committee the authority to pre-approve or ratify (as applicable) any related party transaction involving an aggregate amount of less than \$100,000. The Board has also determined that certain transactions, because of the relative amounts involved, the structure of the transactions, or the involvement of compensation approved by the Board or the Compensation Committee, should be deemed pre-approved. These transactions are described below in "Standing Pre-Approval for Certain Transactions." Related party transactions approved by the Corporate Governance Committee Chair or considered pre-approved and entered into between Corporate Governance Committee meetings will be reported at the next regularly scheduled Committee meeting.

In determining whether to approve or ratify a related party transaction, the Corporate Governance Committee will take into account all material facts and, among other factors it deems appropriate, whether the transaction is on terms no less favorable than terms generally available to an unaffiliated third party under the same or similar circumstances and the extent of the related party's interests in the transaction. No director shall participate in any discussion or approval of a related party transaction in which he or she is a related party, except to provide all material information concerning the related party transaction to the Corporate Governance Committee and to be counted for purposes of quorum.

If a related party transaction will be ongoing, the Corporate Governance Committee may establish guidelines for the Company's management to follow in its ongoing dealings with the related party. Thereafter, the Corporate Governance Committee, on at least an annual basis, shall review and assess ongoing relationships with the related party to see that they are in compliance with the Committee's guidelines and that the transaction remains appropriate.

## Definitions

**“Related party transaction”** is any transaction, arrangement, or relationship or series of similar transactions, arrangements, or relationships (including any indebtedness or guarantee of indebtedness) in which (1) the Company is a participant, and (2) any related party has or will have a direct or indirect material interest (other than solely as a result of being a director or a less than 10% beneficial owner of another entity).

**“Related party”** is (a) any person who is or was since the beginning of the last fiscal year (even if they do not currently serve in that role) a director, nominee, executive officer, (b) greater than 5% beneficial owner of the common stock of Spire Inc., (c) an immediate family member of any of the foregoing or (d) any firm, corporation or other entity in which any of the foregoing persons is employed or is a general partner or principal or in a similar position or in which such person has a 10% or greater beneficial ownership interest.

**“Immediate family member”** means a person’s child, stepchild, parent, stepparent, spouse, sibling, mother-in-law, father-in-law, son-in-law, daughter-in-law, brother-in-law, sister-in-law of a person, and any person (other than a tenant or an employee) sharing the household of such person.

## Standard Pre-Approval for Certain Transactions

The Board of Directors has reviewed the following types of related party transactions and determined that each of the following types of related party transactions shall be deemed to be pre-approved by the Committee, even if the aggregate amount involved will exceed \$100,000.

1. Any employment by the Company of, and compensation paid to, an executive officer of the Company if the officer’s compensation is approved by the Company’s Compensation Committee and is reportable in the Company’s proxy statement or would be reportable if the officer were a named executive officer; or
2. Any compensation paid to a director that is reportable in the Company’s proxy statement.
3. Any transaction with another entity at which a related party’s only relationship is as an employee (other than an executive officer) or director, or has an ownership interest of less than 10%, if the aggregate amount involved does not exceed the greater of \$1 million or 2% of that company’s total annual revenues;
4. Any charitable contribution, grant, or endowment by the Company to a charitable organization, foundation or university at which a related party’s only relationship is as an employee (other than an executive officer) or a director, if the aggregate amount involved does not exceed 2% of the charitable organization’s total annual contributions.
5. Any transaction where the related party’s interest arises solely from the ownership of the Company’s common stock and all holders of the Company’s common stock receive the same benefit on a pro rata basis.
6. Any transaction with a related party involving the rendering of services as a common or contract carrier or public utility at rates or charges fixed in conformity with law or governmental authority.
7. Any transaction reviewed and approved by members of the Board of Directors, none of whom were a related party to the transaction so reviewed and approved.