

# WHISTLEBLOWER POLICY

## **Policy:**

This policy addresses the commitment of Gevo, Inc. and its subsidiaries (“*Gevo*”) to integrity and ethical behavior by helping to foster and maintain an environment where employees, consultants, officers and directors can act appropriately, without fear of retaliation. Employees are strongly encouraged to discuss with supervisors, managers or other appropriate personnel, when in doubt, about the best and most ethical course of action in a particular situation.

## **Purpose:**

The purpose of this policy is to encourage all employees, consultants, officers and directors of Gevo to disclose any wrongdoing that may adversely impact Gevo, Gevo’s customers or employees, or the public at large. This policy sets forth (i) procedures for reports of wrongdoing, including reports of questionable auditing, accounting and internal control matters from employees on a confidential and anonymous basis and from other interested third parties, (ii) a process for investigating reported acts of wrongdoing and (iii) procedures to maintain confidentiality and keep records of such complaints and potential violations or concerns.

## **Definitions:**

For purposes of this policy:

Good Faith. Good faith is evident when a report is made without malice or consideration of personal benefit and the person making the report has a reasonable basis to believe that the report is true; provided, however, that a report does not have to be proven to be true to be made in good faith. Good faith is lacking when the disclosure is known to be malicious or false.

Wrongdoing. Examples of wrongdoing include, but are not limited to, fraud, including financial fraud and accounting fraud, violation of laws and regulations, violations of Gevo policies, unethical behavior or practices, endangerment to public health or safety and negligence of duty.

## **Procedures:**

### **1. General Guidance**

This policy presumes that employees, consultants, officers and directors of Gevo will act in good faith and will not make false accusations when reporting wrongdoing. An employee, consultant, officer or director who knowingly or recklessly makes statements or disclosures that are not in good faith may be subject to disciplinary action, which may include termination. Employees, consultants, officers and directors who report acts of wrongdoing pursuant to this policy can and will continue to be held to Gevo’s general job performance standards and adherence to Gevo’s policies and procedures.

## **2. Procedures for Reporting Alleged Violations or Concerns**

If an employee or consultant has a reasonable belief that a violation has occurred or is occurring, the employee or consultant should immediately report any such potential violation to his or her supervisor.

An employee or other party may also report a potential violation to Gevo's Compliance Officers, as identified in Gevo's Code of Business Conduct and Ethics.

All complaints may be submitted anonymously by mail or may be delivered confidentially, in person, by regular mail or by e-mail. If the complaint is written and sent via mail, the employee should mark the envelope as "confidential and private." It is encouraged that complaints be made in writing, but they may also be made orally.

Potential violations may also be reported by calling the anonymous toll-free compliance hotline at (866) 310-6369 or via the anonymous compliance website at [gevo.silentwhistle.com](http://gevo.silentwhistle.com).

Gevo may, in its reasonable discretion, determine not to commence an investigation if a complaint contains only unspecified or broad allegations of wrongdoing without appropriate support or specific information.

## **3. Investigations of Complaints**

Upon receipt of the complaint by a supervisor, the supervisor shall notify the Compliance Officers of the substance of the complaint. Complaints submitted to the compliance hotline or website shall likewise be forwarded to the Compliance Officers. Upon receipt of a complaint by the Compliance Officers, (for this purpose, the "*Investigators*"), the Investigators shall make a determination, in their reasonable judgment, whether a reasonable basis exists for commencing an investigation into the complaint. To assist in making this determination, the Investigators may conduct an initial, informal inquiry. Other parties may become involved in the inquiry based on their oversight responsibility or expertise. Upon receipt of an Accounting Allegation, as defined below, the Investigators shall immediately notify the Audit Committee and the Audit Committee will become the Investigator for purposes of this policy.

To the extent possible, all complaints should be handled in a confidential manner. In no event should information concerning the complaint be released to persons without specific need to know that information. Investigation of complaints should be prompt. The determination by the Investigators will be communicated to the person who brought the complaint (unless the complaint was made anonymously), the Audit Committee and to relevant members of management, as appropriate.

Upon making a determination to recommend a formal investigation, the Investigators will promptly notify the Audit Committee. The Audit Committee will then determine, in its reasonable judgment, whether a reasonable basis exists for commencing a formal investigation into the complaint and will have the authority to retain the outside legal counsel and accounting experts it deems necessary to conduct the investigation. If the

Audit Committee makes a determination that there is a reasonable basis for commencing a formal investigation, then it shall instruct outside counsel to proceed with such investigation. Unless otherwise provided by the Audit Committee, the Investigators shall oversee all investigations under the authority of the Audit Committee. The Audit Committee shall ensure coordination of each investigation and shall have overall responsibility for implementation of this policy.

Before each regular meeting of the Board of Directors, if any complaints have been submitted to the Investigators but not resolved, the Investigators shall prepare a report to the Board of Directors stating the nature of each complaint submitted during the period immediately preceding the meeting, whether or not the complaint resulted in the commencement of a formal investigation, and the status of each investigation.

#### **4. Responsibilities of Audit Committee With Respect to Accounting Allegation Complaints**

The Audit Committee shall investigate and act on complaints and concerns regarding questionable accounting, internal accounting controls and auditing matters, including those regarding the circumvention or attempted circumvention of internal accounting controls or that would otherwise constitute a violation of Gevo's accounting policies (an "*Accounting Allegation*").

At the discretion of the Audit Committee, responsibilities of the Audit Committee created by these procedures may be delegated to any member of the Audit Committee or to a subcommittee of the Audit Committee.

#### **5. Corrective Action**

The Audit Committee, with the input of the Investigators and Gevo management, if requested, will determine the validity of a complaint and any corrective action, as appropriate. It is the responsibility of the Audit Committee to report to Gevo management any noncompliance with legal and regulatory requirements and to assure that management takes corrective action, including where appropriate, reporting any violation to the relevant federal, state or regulatory authorities. Directors, officers, employees or consultants that are found to have violated any laws, governmental regulations or Gevo policies will face appropriate, case specific disciplinary action, which may include demotion or discharge.

#### **6. Protection of Whistleblowers – No Retaliation for Submitting Complaints, Providing Information or Participating in Investigation**

Except as otherwise provided above with respect to confidential and anonymous submissions of concerns regarding questionable accounting, auditing or internal control matters, to the extent practicable, the identity of any person who makes reports pursuant to this policy shall not be revealed to persons in the employee's department, division or work location. Gevo will make good faith efforts to protect the confidentiality of people making reports; provided, however, that Gevo shall be permitted to reveal the reporting person's identity and confidential information to the extent necessary to permit a thorough and effective investigation, or as required by law or court proceedings.

Consistent with the policies of Gevo, the Audit Committee shall not retaliate, and shall not tolerate any retaliation by management or any other person or group, directly or indirectly, against anyone who, in good faith, makes any claim or provides assistance to the Investigators, Audit Committee, management or any other person or group, including any governmental, regulatory or law enforcement body, investigating an Accounting Allegation.

#### **7. Retention of Complaints and Documents**

All complaints submitted regarding an alleged violation or concern will remain confidential to the extent practicable. In addition, all written statements, along with the results of any investigations relating thereto, shall be retained by Gevo for a period of seven years.

It is illegal and against Gevo's policy to destroy any corporate audit records or other records that may be subject to or related to any investigation by Gevo or any federal, state or regulatory body.

#### **8. Compliance with this Policy**

All employees, consultants, officers and directors must follow the procedures outlined in this policy and cooperate with any investigation initiated pursuant to it. Adhering to this policy is a condition of employment. This policy does not constitute a contractual commitment of Gevo. This policy does not change the at-will employment status of any employee. Specifically, unless otherwise agreed, in writing, by Gevo and an employee, each employee's employment is for an indefinite period of time and is terminable at anytime with or without cause.

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