

AMENDED AND RESTATED  
HUMAN RESOURCE MANAGEMENT AND COMPENSATION COMMITTEE CHARTER  
ADOPTED BY THE BOARD OF DIRECTORS OF WORKHORSE GROUP INC.  
ON FEBRUARY 20, 2024

**A. Purpose**

The purpose of the Human Resource Management and Compensation Committee (the “Committee”) of the Board of Directors (the “Board”) of Workhorse Group Inc. (the “Company”) is to (1) oversee the Company’s culture and human resource management, including diversity and inclusion and (2) discharge the responsibilities of the Board relating to compensation of the Company’s directors and executive officers. The Committee has the overall responsibility for approving and evaluating all compensation plans, agreements, policies and programs of the Company as they affect the executive officers.

**B. Structure and Membership**

1. Number. The Committee shall consist of at least two members of the Board.
2. Independence. Except as otherwise permitted by the applicable Nasdaq Listing Rules (the “Nasdaq Rules”), each member of the Committee shall meet the independence requirements of the Nasdaq Rules. In addition, each member of the Committee shall qualify as a “non-employee director” within the meaning of Rule 16b-3 under the Securities Exchange Act of 1934, as amended.
3. Chair. Unless the Board members elect a Chair of the Committee, the Committee shall elect a Chair by majority vote. If the Committee Chair is not present at a meeting, the Committee members present at that meeting shall designate one of its members as the acting chair of such meeting.
4. Selection and Removal. Members of the Committee shall be appointed by the members of the Board, upon the recommendation of the Nominating and Corporate Governance Committee. The Board may remove members of the Committee with or without cause.

**C. Authority and Responsibilities**

1. Human Resource Management. The Committee shall assist the Board in its oversight of the Company’s policies and strategies relating to culture, diversity and inclusion, and talent development programs. The Committee shall oversee the Company’s Environmental, Social and Governance program relating to human resources matters, including overseeing the Company’s policies, processes and controls with respect to corporate policies relating to human resources and the reporting system relating to violations of such policies.
2. Executive Officer Compensation. The Committee reviews the Company’s overall compensation philosophy to ensure that the philosophy appropriately links management’s interests with those of stockholders, rewards executive officers for their contributions, and provides appropriate retention incentives. The Committee shall review and approve, at least annually, and recommend for approval by the independent members of the Board, the base salary, annual cash bonus incentive programs and equity award compensation of the Company’s Chief Executive Officer (the “CEO”) and the Company’s other executive officers. The Committee shall, periodically and as when appropriate, review and approve all other elements of executive compensation including: all other incentive awards and opportunities; deferred compensation; executive perquisites; employment agreements; severance arrangements; and compliance with the Company’s Stock Ownership Guidelines. The Committee shall meet without the presence of the CEO when voting or deliberating on the CEO’s compensation. In connection with its review of executive compensation, the Committee shall review on an annual basis the CEO’s and the Company’s Chief Financial Officer’s contribution to the Company’s culture of ethics and compliance and their effectiveness and dedication to ensuring the Company’s compliance with applicable laws, rules, and regulations.
3. Performance Metrics. The Committee shall annually assess the rigor of the performance targets and ranges included in the Company’s annual and long-term incentive programs for executive officers.

4. Incentive Plans. The Committee shall administer, establish, terminate or amend and otherwise act on behalf of the Board with respect to the Company's incentive compensation, deferred compensation, stock option, restricted stock and other equity plans and programs of the Company, including the power and authority to authorize the issuance of common stock of the Company thereunder. In administering such plans, the Committee shall oversee the Company's policies and practices regarding the timing of equity grants as in relation to the release of material nonpublic information.
5. Peer Group. The Committee shall periodically review and approve the companies included in the compensation comparator group based on criteria the Committee deems appropriate.
6. Annual Short-Term Compensation Arrangements. In determining, setting, or approving annual short-term compensation arrangements, the Committee shall consider the particular executive's performance as it relates to both legal compliance and compliance with the Company's internal policies and procedures. This shall not affect payments or benefits that are required to be paid pursuant to the Company's plans, policies, or agreements.
7. Termination Benefits. In determining, setting, or approving termination benefits and/or separation pay to executive officers, the Committee shall consider the circumstances surrounding the particular executive officer's departure and the executive's performance as it relates to both legal compliance and compliance with the Company's internal policies and procedures. This shall not affect payments or benefits that are required to be paid pursuant to the Company's plans, policies, or agreements.
8. Director Compensation. The Committee shall review and recommend to the Board for approval the compensation of Board and committee members.
9. Review and Discussion of Compensation Discussion and Analysis; Recommendation to Board. The Committee shall review and discuss annually with management the Company's "Compensation Discussion and Analysis" required by Item 402(b) of Regulation S-K (the "CD&A"). The Committee shall consider annually whether it will recommend to the Board that the CD&A be included in the Company's Annual Report on Form 10-K, proxy statement on Schedule 14A or information statement on Schedule 14C.
10. Compensation Committee Report. The Committee shall prepare the annual Compensation Committee Report required by Item 407(e)(5) of Regulation S-K.
11. Plan Recommendation and Approvals. The Committee shall oversee the Company's compliance with the Securities and Exchange Commission's (the "SEC") rules and regulations regarding shareholder approval of certain executive compensation matters, including advisory votes on executive compensation and the frequency of such votes, and the requirement under the Nasdaq Rules, that, with limited exceptions, shareholders approve equity compensation plans.
12. Clawback Policy. The Committee shall review and approve the creation or revision of any clawback policy allowing the Company to recoup compensation paid to employees.
13. Stock Ownership Guidelines. The Committee shall determine and oversee the stock ownership guidelines applicable to Company executives.
14. Risk Management. The Committee shall annually review the potential risk to the Company from its compensation programs and policies, including any incentive plans, and whether such programs and policies incentivize unnecessary and excessive risk taking.
15. Succession of Executive Officers. The Committee shall oversee an annual review by the Board on succession planning for the Company's executive officers (other than the Company's Chief Executive Officer), which shall include transitional leadership in the event of an unplanned vacancy.
16. Additional Powers. The Committee shall have such other duties as may be delegated from time to time by the Board.

**D. Procedures and Administration**

1. Meetings. The Committee shall meet as often as it deems necessary in order to perform its responsibilities. The Committee may also act by unanimous written consent in lieu of a meeting. The Committee shall keep such records of its meetings as it shall deem appropriate.
2. Subcommittees. The Committee may form and delegate authority to one or more subcommittees as it deems appropriate.
3. Reports to Board. The Committee shall report regularly to the Board.
4. Charter. The Committee shall review and reassess the adequacy of this Charter and recommend any proposed changes to the Board for approval at least annually.
5. Advisors. The Committee shall have the authority, in its sole discretion, to retain, obtain the advice of and/or terminate any compensation consultant, legal counsel, or other advisor to assist in the evaluation of executive compensation and other matters in furtherance of the Committee's responsibilities and shall be directly responsible for the appointment, compensation and oversight of the work of any such compensation consultant, legal counsel, or other advisor. The Committee is empowered, without further action by the Board, to cause the Company to pay reasonable compensation, as determined by the Committee, to any such compensation consultant, legal counsel, or other advisor. The Committee may select, or receive advice from, a compensation consultant, legal counsel, or other advisor, other than in-house legal counsel, only after taking into account the independence factors that it is required to consider under the Nasdaq Rules. The Committee shall evaluate whether any compensation consultant retained or to be retained by it has any conflict of interest in accordance with Item 407(e)(3)(iv) of Regulation S-K. The Committee shall ensure that any disclosure required by the Nasdaq Rules or the rules and regulations of the SEC related to the foregoing is included in the Company's proxy statement.
6. Investigations. The Committee shall have the authority to conduct or authorize investigations into any matters within the scope of its responsibilities as it shall deem appropriate, including the authority to request any officer, employee or advisor of the Company to meet with the Committee or any advisors engaged by the Committee.
7. Annual Self-Evaluation. At least annually, the Committee shall evaluate its own performance.