



Code of Business Conduct and Ethics



Code at a Glance



What to Expect from This Code?

Evolv is committed to integrity, safety, and ethical behavior in all aspects of its operations. This Code serves as a guide for employees, leaders, and partners to uphold these values and make principled decisions. The Code provides a short overview of key principles, policies, and ethical obligations spanning a variety of topics. This Compass provides a quick reference to help you jump to the section you need as you refer to the Code in your day-to-day activities.



Major Responsibilities

- Understand and comply with the full Code, all Evolv policies, and applicable laws.
- Speak up about concerns or violations.
- Cooperate with investigations and audits.



Key Principles – Your Compass

Put People First

- **Workplace Respect:** Go here for guidance on diversity, inclusion, respectful communication, and the rules that prohibit discrimination and harassment.
- **Equal Opportunities and Employee Rights:** Go here for guidance on fair hiring, labor, and promotion practices.
- **Workplace Health and Safety:** This section covers how we maintain a safe work environment, including our policies on substance abuse and workplace violence.

Do the Right Thing, Always

- **Conflicts of Interest:** How to avoid situations that compromise your objectivity and when and how to disclose potential conflicts to Legal.
- **Anti-Corruption and Anti-Bribery:** How to recognize, avoid, and report corruption red-flags.
- **Business Courtesies:** Guidance on limits and expectations for gifts, meals, and entertainment.
- **Political and Charitable Contributions:** Where to find rules on using company resources for political or charitable purposes.

- **Product and Regulatory Compliance:** This section covers product safety obligations and regulatory compliance.
- **Global Trade:** Guidance on complying with trade laws and avoiding business with sanctioned parties or countries.
- **Fair Dealing:** Go here for standards on ethical marketing and avoiding misleading claims.
- **Use of Third Parties:** Where to find expectations for selecting and monitoring third parties.
- **Accurate Books and Records:** Guidance on keeping complete, accurate, and truthful records, especially financial records.

Safeguard Our Resources

- **Company Records:** Where to find guidance on maintaining accurate documentation and avoiding misuse.
- **Physical Property:** This section covers protecting company assets and spending responsibly.
- **Confidential Information:** Guidance on protecting proprietary data and respecting confidentiality.
- **Intellectual Property:** Where to go for rules on safeguarding trade secrets and when to use NDAs.
- **Privacy:** This section explains how to use personal data responsibly and transparently.
- **Information Technology:** Guidance on protecting IT systems and reporting security incidents.
- **Emerging Technologies:** Where to find expectations for using AI and other new technologies ethically and carefully.
- **Outside Communications:** This section covers speaking on behalf of Evolv in public or other forums.
- **Insider Trading:** Guidance on how to avoid trading on material non-public information.

Protect Our Community

- **Human Rights and Labor:** Guidance on prohibiting forced labor and human trafficking in our operations and supply chain.
- **Sustainability:** This section covers compliance with environmental laws and support for sustainability efforts.
- **Giving Back:** Where to find information on how Evolv supports community development and employee civic engagement.

Speak Up Culture

- **Reporting Concerns:** Learn more about how a healthy culture relies on a Speak Up mentality and how to report suspected violations.

Table of Contents

A Message from John Kedzierski, CEO	05
Evolv Values	06
Our Code Applies to You	07
Responsibilities of Managers and Leaders	08
Put People First	09
● Workplace Respect	09
● Equal Opportunities and Employee Rights	09
● Workplace Health and Safety	09
Do the Right Thing, Always	10
● Conflicts of Interest	10
● Anti-Corruption, Anti-Bribery	11
● Business Courtesies	11
● Political and Charitable Contributions and Lobbying	11
● Product and Regulatory Compliance	11
● Global Trade	11
● Fair Dealing	12
● Use of Third Parties	12
● Ensuring Accurate Books and Records	12

Table of Contents

Safeguard Our Resources

- [Company Records](#)
- [Physical Property](#)
- [Confidential Information](#)
- [Intellectual Property](#)
- [Privacy](#)
- [Protect Our Information Technology Assets](#)
- [Use of Emerging Technologies](#)
- [Outside Communications](#)
- [Insider Trading](#)

13

13

13

14

14

14

14

15

15

15

Protect Our Community

- [Respect for Human Rights and Labor](#)
- [Sustainability](#)
- [Giving Back](#)

16

16

16

16

Speak Up!

- [Integrity is at the Core of Our Reputation](#)
- [When to Report a Concern](#)
- [How to Report a Concern](#)
- [We Do Not Tolerate Retaliation](#)
- [Company Investigation](#)
- [Closing](#)

17

17

17

18

19

19

20

A Message from John Kedzierski, President and CEO

Evolvers,

At Evolv, our mission of safety is at the core of everything we do. We are committed to acting with integrity, owning our results, and doing what is right – even when difficult. Maintaining the trust of our customers, partners, employees, and communities where we operate is the foundation of our current and future growth.

Evolv is committed to conducting our business ethically and honestly. Our unwavering mission of making the world a safer place means that safety and quality are non-negotiable priorities that we never compromise.

Sometimes knowing the right course of action can be difficult. That's why we've developed this Code of Business Conduct and Ethics (the "Code"), along with detailed policies and guidance to support principled decision-making. While these resources can't cover every scenario, they provide a foundation to help you identify potential issues, seek guidance from the appropriate resources, and ensure your actions reflect our company's values and commitments.

It is your responsibility to read and understand the Code and to comply with the applicable laws, rules, and regulations, as well as with Evolv's policies and procedures. We rely on you to uphold our core values and conduct our business honestly, fairly, and with integrity.

We encourage you to take this opportunity to review this Code and related policies, and to discuss any questions you may have with your manager, any company leader, or with the Ethics and Compliance Office at compliance@evolvtechnology.com.

I look forward to working with you in advancing our mission and shaping Evolv into an even stronger, more impactful company.

Sincerely,



President and Chief Executive Officer, Evolv



Evolv Values

At Evolv, our Values are a critical part of who we are as a company and dictate how we will act as we seek to achieve our mission of making the world a safer place to live, work, learn, and play. They are a commitment that we make to each other, to our business partners, to our customers, and to the communities where we operate:



Do the Right Thing, Always

We help keep people safe by leading with courage and truth. We say what we'll do—and do what we say. We own our actions, stand tall for what's right (even when it's hard), and show up as our real, authentic selves every day.



Put People First

We exist to make a difference for our customers. We listen with empathy, act with compassion, and serve as a partner to solve real problems.



Win Together

We act as one team, share knowledge, break down walls, and celebrate success together. We're stronger when we collaborate and have each other's backs.



Own It

We're driven to take accountability. We take pride in aiming high and delivering results that matter. When something needs fixing, we fix it and learn from it. When something works, we make it even better.



Be Bold, Stay Curious

We push boundaries. We ask what's possible, challenge the status quo, and explore new ideas with relentless curiosity and smart risk-taking. We never stop innovating and asking, "How can we do this better?"

Our Code Applies to You

This Code applies to every Evolv employee worldwide, as well as our Board of Directors and officers of Evolv Technologies Holdings, Inc., including all of Evolv's controlled subsidiaries and entities in which the Company either owns a majority interest or manages operations (the "Company" or "Evolv"). All who act on our behalf are expected to embrace the spirit of this document and to behave with the highest level of integrity.

At Evolv, we commit to the highest ethical standards and conduct business with integrity. We protect our Company and its reputation by conducting ourselves in strict compliance with the letter and spirit of this Code, our internal policies, and all applicable laws. To the extent this Code requires a higher standard than required by commercial practice or applicable laws, rules or regulations, local policy, the Company adheres to these higher standards.

The Board of Directors must approve any waiver of this Code as it relates to any Section 16 officer or member of the executive committee. All approved waivers will be disclosed as required by applicable law or listing rules.

Our Responsibilities

- **Read and understand** the Code and all Evolv policies that apply to your job.
- **Comply** with the letter and spirit of the law, this Code, and Evolv policies.
- **Seek guidance** if you are uncertain as to the right way to proceed or you need help with any of the topics addressed in the code.
- **Speak up!** If you hear or see anything that leads you to believe that an actual or potential violation of this Code, our policies, or any law has occurred, report it immediately.
- **Cooperate** in Company investigations, audits, or other reviews.

We only engage in ethical and fair business practices.

Evolv is committed to ethical and compliant business practices that align to the spirit and letter of the various regulations, laws, and contractual requirements to which we are subject. When contemplating anything from a text message to a large financial decision, pause and consider:

You must be able to answer each of these questions, "Yes!"

1. Is it legal?
2. Is it ethical?
3. Does it align with Evolv values?
4. Does it comply with this Code and our policies?
5. Would you be proud of your decisions if you saw them trending or in a media headline?

If the answer to any of these questions is no, stop and talk to your manager, Legal, HR, or the Compliance team for help.

Responsibilities of Managers and Leaders

As an Evolv leader or manager, you have a special responsibility to demonstrate Evolv's values and to support our employees in understanding their compliance obligations and conducting business with integrity. Evolv leaders and managers must commit to the following:



Lead by example. Model ethical behavior in every decision and action—employees will take their cues from you.



Set the right tone. Create an environment where doing the right thing is expected, supported, and rewarded.



Promote a speak-up culture. Encourage employees to ask questions, raise concerns, and report potential misconduct without fear of retaliation.



Never ignore red flags. Take concerns seriously and ensure they are addressed promptly, thoroughly, and respectfully.



Communicate clearly and consistently. Make sure your team understands the importance of compliance, the Code, and how it supports Evolv's mission.



Support ethical decision-making. Provide guidance when your team faces gray areas and reinforce that meeting goals never justifies cutting corners.



Partner with Legal, Compliance, and Human Resources. Know when to escalate and involve the right teams to manage risk and uphold our standards.



Foster accountability. Ensure that performance expectations include integrity and compliance—not just results.



Comments like those listed below can create a misunderstanding for employees who hear them. Be sure to couple messages about meeting business goals with a reminder that we can only do so ethically.

- “As long as we hit our targets, how you get there is up to you.”
- “Let’s not get legal involved just yet.”
- “It doesn’t have to be perfect—just make it work for the demo.”

Put People First

We foster a collaborative and inclusive work environment that facilitates innovation and continuous improvement.

Workplace Respect

Evolv believes that all individuals should be treated with dignity and respect. We are committed to creating and maintaining a workplace in which all employees have an opportunity to participate and contribute to the success of the business and are valued for their skills, experience, and perspectives. This commitment is embodied in Evolv policies and the way we do business and is an important principle of sound business management. As outlined in the **Employee Handbook**, Evolv prohibits discrimination or harassment based on any legally protected characteristic. As further guidance, the principles of this policy will extend to:

- Supporting an atmosphere of respectful communication among employees and any other persons engaged to perform services on behalf of Evolv.
- Fostering inclusive teamwork and employee participation, with representation of different backgrounds and employee perspectives.
- Promoting a greater understanding and respect for all Evolvers.
- Conveying respect for the unique perspectives of the customers, partners, suppliers and contractors with whom Evolv does business.

We respect the diversity of ideas and encourage an atmosphere of trust, fairness, openness, and candor. We place a high value on a respectful and inclusive work environment that encourages Evolvers to bring their authentic selves to work.

Equal Opportunities and Employee Rights

We ensure that equal employment practices apply in the recruitment, hiring, training, and promotion of the most qualified candidates, regardless of personal characteristics. We provide competitive compensation and work hours, and we prohibit the use of child and forced labor.

Workplace Health and Safety

We are committed to providing a safe working environment as the health and safety of our employees, our customers, and their visitors is our priority. Follow all safety procedures. Do not work impaired by alcohol or drug use. The distribution, dispensing, possession, or use of illegal drugs or other controlled substances, except for approved medical purposes, at any Evolv office or site where employees are engaged in work-related activities is strictly prohibited. We do not tolerate workplace violence. Do not engage in any act that could cause another individual to feel threatened or unsafe, understand the hazards of your job, and wear proper personal protective equipment, as needed.

Every Evolv employee is responsible for safety in the workplace and for reporting to their manager or human resources all work-related safety incidents, regardless of severity. Take immediate action if you see a situation that could put others, including employees, customers, or their visitors, at risk.

Do the Right Thing, Always

We always act with integrity and to the highest ethical standards.

Conflicts of Interest

We always act in the best interest of Evolv. Your duty of loyalty lies with Evolv. Avoid situations that result in actual or perceived conflicts of interest. A conflict of interest exists or may arise when an employee's personal, financial, or other interests compromise that employee's ability to make sound and objective decisions that are in the best interest of Evolv. Ask yourself these questions:

1. Could you or someone close to you financially benefit from an Evolv or client business transaction?
2. Could anyone perceive that you are engaging in favoritism as it relates to an employee, vendor, or supplier due to your personal relationships?
3. Could your position outside Evolv interfere or influence with any Evolv business decision?
4. Could your personal or familial relationships cause anyone to question your duty of loyalty to Evolv?

Some conflicts may be mitigated via disclosure and some basic preventative measures. The Legal team can help you evaluate the best choices for your unique situation. Other conflicts must always be avoided. If you discover that a personal relationship, investment, opportunity, or position could compromise, or could even appear to compromise, your duty of loyalty to Evolv, disclose it immediately to your manager. Please carefully review the **Conflicts of Interest Policy** for more information about potential conflicts and how to address them.



Anti-Corruption, Anti-Bribery

Helping build a safer world means doing business the right way. Bribery and corruption erode public trust, harm communities, distort fair competition, and put our mission and reputation at risk.

We win business based on the strength of our technology, our people, and the value we deliver—not through improper influence. All forms of bribery and corruption are strictly prohibited, whether involving government officials, public institutions, or private entities. This applies to everyone at Evolv, in every country where we operate, and to all third parties acting on our behalf.

We do not offer, give, or accept bribes, kickbacks, or anything of value—including gifts, cash, favors, or hospitality—with the intent of securing an unfair business advantage or favorable treatment. We also do not make so-called “facilitation payments” to speed up routine government actions.

If you suspect or become aware of any improper conduct or requests—whether involving a teammate, partner, or public official—you must report it immediately. Failing to speak up, or looking the other way, can expose you and Evolv to severe legal and reputational consequences, including fines, criminal penalties, and loss of trust.

Please carefully review the **Anti-Corruption Policy** for more information about your role in fighting corruption in all our business practices.

Business Courtesies

We understand the value in using gifts, meals, and entertainment to create goodwill and sound working relationships. Such business courtesies should be for a legitimate business reason, reasonable and customary, infrequent, given openly and transparently, and properly recorded in our books and records. Do not give or receive gifts or entertainment that are lavish or made for the purpose of influencing a business decision. Evolv employees and their immediate family members may not solicit or accept cash, gifts, favors, or special accommodations from any person or entity doing business with, or seeking to do business with Evolv—except for gifts of

nominal value that are consistent with Evolv’s Business Courtesies Policy and that are customary and do not influence business decisions. **You are prohibited from offering any business courtesy to a government employee inside or outside the U.S. without approval from Compliance.** These recipients are subject to complex laws and regulations that strictly limit their ability to solicit, receive, or accept gifts and gratuities, including meals, favors, entertainment, loans, hospitality, or other things of value from companies and persons with whom the government does business or over whom it exercises regulatory authority. Please carefully review the **Business Courtesies Policy** to understand more about what you may and may not provide to our commercial customers, partners and other third parties.

Political and Charitable Contributions and Lobbying

Do not use Evolv resources to make political or charitable contributions without Legal team approval. Evolv respects the right of employees to be involved in political activity and to contribute their own time and resources. Please consult the Legal Department before entering into any type of lobbying either directly or through a third party.

Product and Regulatory Compliance

At Evolv, we are committed to delivering safe, effective, and trustworthy security solutions that help our customers protect what matters most. Because our technology is used in high-stakes environments—like schools, hospitals, and public venues—product integrity and compliance with applicable regulations designed to ensure our products and services are safe and used appropriately is paramount.

If you become aware of any potential issues related to the performance, quality, or safety of our products or services, you must promptly report them to the appropriate Evolv customer support or technical team.

Global Trade

We comply with all applicable laws and regulations governing how we do business across borders including restrictions on imports, exports, and other dealings with certain countries, persons, or groups. We do not do business with parties subject to

sanctions, including trade-embargoed countries and politically exposed parties. We do not support boycott activities. If your responsibilities include the sale or transfer of goods, services, or technology between countries, you must stay informed of current law and Company policy.

Fair Dealing

We deal fairly with our customers, suppliers, business partners, and competitors. Consult the Legal team before considering any type of agreement or understanding that might appear to limit any party's freedom to conduct business with others or to conduct business in a particular geographic area. We never engage in side-deals or "off the record" transactions. We use ethical sales and marketing techniques. Never seek an unfair advantage over potential or current clients, vendors or competitors by abusing confidential information, manipulating, concealing or misrepresenting facts, or any other unfair-dealing practice. Our communications about our products and their capabilities, whether oral or in written promotional materials, presentations, or slide decks should always be accurate, supported, and not misleading. Our marketing claims and materials are developed in accordance with **Evolv's Marketing Policy**.

Fair Dealing Guidelines

- We will not mislead anyone about our products or services through our marketing or other materials.
- We will not use a competitor's trade secret or other confidential business information to our advantage.
- We will not engage in unauthorized use, copying, distribution, or alteration of software or other intellectual property.
- We will not collude on pricing with our competitors.
- We will not engage in bid rigging with our competitors.
- We will not agree to allocate markets or customers with our competitors.
- We never engage in side-dealing or other tactics to work around company policies.

Use of Third Parties

We choose our partners carefully. Evolv's reputation is tied to the actions of those with whom we choose to do business. You are accountable for carefully managing relationships with a business partner, vendor, supplier, or other third party. You must ensure that the third party's reputation in the market is solid, conduct appropriate due diligence, and work with the Legal Team to secure a contract before engaging with a third party. Ensure they are qualified to do the work that we are hiring them to do and only pay fair market value for the products or services they are providing. Monitor the third party for compliance with Company expectations, as outlined in this Code, as well as compliance with all contractual rights and obligations. Immediately escalate to your manager or the Legal Department if you suspect that one of our customers, suppliers, vendors, or business partners is potentially engaging in money laundering or any corrupt behavior. Please consult the **Dealing with Third Parties Policy** to understand more about your responsibilities related to third parties.

Ensuring Accurate Books and Records

We ensure that Evolv's books and records, specifically our financial accounting records, are true, accurate and complete. Follow Evolv policies around financial reporting controls as well as all applicable accounting principles. Even if you are not directly responsible for the preparation of financial reports, you are responsible for ensuring that relevant transactions, from a dinner receipt to an invoice approved for payment, accurately reflect the transaction. All records relating to Evolv's performance of government contracts will be retained for any required statutory or regulatory period, as well as any contractually required period. Should you become aware of any records, material, or other information that reveals fraud or inaccurate invoicing related in any way to a government contract, you must immediately bring it to the attention of the Legal team.

Safeguard Our Resources

We protect the Company's assets and ensure their efficient and appropriate use.

Employees must use Evolv's resources and property for the benefit of the company. You must not misappropriate or misuse Evolv assets, whether through theft, fraud, or other means, for personal benefit. Company assets are anything that is not generally available to the public and include, but are not limited to, physical resources, intellectual property, intangible assets and proprietary information, information concerning pricing, products and services being developed, and a prospective acquisition or sale. You must hold these assets in the strictest of confidence.

Company Records

The use, expenditure, and disposal of Evolv's resources must be documented as required by Evolv's procedures. Documents and other records must be maintained in accordance with the applicable requirements of law, contracts, and company policies and must not be used for personal gain or benefit. No employee or anyone acting on the Evolv's behalf shall take any action to circumvent the Evolv's system of internal controls or provide misleading information in documents and records.

Physical Property

Treat Evolv property as if it were your own. Protect our physical assets, such as offices, supplies, IT equipment, and company monies. Do not steal or abuse company property. Evolv assets may only be used for business purposes, although occasional private use is permitted if it does not conflict with Evolv's interests. Spend Evolv's money as if it were your own. Do not waste funds on unnecessary expenses. Seek bids to obtain the best deal possible for the company. Confirm that products or services were delivered as agreed to before approving and paying invoices.



Confidential Information

Our most valuable asset, aside from our employees, is our proprietary information. Protect Evolv's confidential information as well as our intellectual property.

"Confidential information" also includes information relating to Evolv employees and other persons or entities that Evolv is obligated by law or agreement to maintain in confidence. Examples of confidential information include: strategy documents, product roadmaps, sales forecasts, non-public financial data, customer supplier or employee lists, marketing plans, merger or acquisition activity, and research and development information.

Remember

- Never use proprietary or confidential information in any way other than what is required to perform your job.
- Mark sensitive information as "Confidential" or "Proprietary" and store, transfer, and protect it accordingly.
- Your obligation to protect proprietary or confidential information continues even after you leave Evolv.
- All physical property, files, records, and other information acquired or created in the course of your employment are the property of Evolv and must be returned upon separation.
- Do not discuss or review confidential information in places where you can be easily overheard or observed by others.

Intellectual Property

It is essential for all employees to safeguard Evolv's trade secrets and confidential information and to refuse any improper access to trade secrets and confidential information of any other company or entity, including our competitors. Company proprietary information must not be discussed with others within Evolv, except on a strict need-to-know basis. If there is a need to disclose Evolv trade secrets or confidential information to any person outside the company, such disclosure must be done only in conjunction with an enforceable non-disclosure agreement. Similarly, Evolv's rights related to its technology and products must be protected by use of appropriate agreements whenever such technology and/or products are used, transferred, or disclosed.

Privacy

We protect the privacy of any personal data we collect, access, use, store, share, or dispose of. Only use personal information for legitimate business purposes. Always be transparent about Evolv's practices around personal data. Provide choice to individuals regarding their privacy preferences. Please consult our **Privacy Policy** for more information.

Protect Our Information Technology Assets

Technology is a primary gateway into a company's information and operations. Unauthorized access to Evolv's IT systems could lead to the unwanted disclosure of confidential information, intellectual property, or customers' or employees' personal information. Similarly, unauthorized access to our systems could also severely impact our ability to operate as a business. It is all our jobs to protect our IT systems. Never share your password with anyone. Never leave your Evolv devices unattended. Always watch for potential phishing or social engineering schemes. Do not open suspicious emails. Do not click on suspicious links. Do not authorize any financial transaction solely based on instructions that originated from a telephone call or email. Immediately contact IT if you suspect any unauthorized access, security incident or breach.



Use of Emerging Technologies

We use emerging technologies, such as Artificial Intelligence (AI), ethically and aligned with Evolv's values and this Code. We protect confidential information entrusted to us by the Company, our employees, customers, and third parties by taking extra care when using such technologies. We ensure that we use AI consistent with Company procedures and with all applicable laws and regulations. Please consult our **AI Responsible Use Policy** for more information.

Outside Communications

Do not make any public statements on Evolv's behalf unless you have specifically been authorized to do so. Refer any contact by a government regulator to Evolv's Legal team. Refer any media inquiry to the Public Relations team. Get approval from the Public Relations team before you plan to take part in a work-related public speaking opportunity. Use good judgment and common sense when using both public and private social media platforms. Never disclose confidential information or information about our employees, customers, suppliers, or other business partners on social media. Whether using a personal or Evolv device, never make threats, bully, discriminate, or harass others.

Insider Trading

You may learn material non-public information ("MNPI") about Evolv, a competitor, customer, supplier, or business partner in your role at Evolv. MNPI is non-public information that an investor would think important in deciding whether to buy or sell a security. Examples can include financial results, new or lost contracts, new products, a significant merger or acquisition, sales results and important personnel changes. You are prohibited from trading securities of a publicly held company or influencing others (including family members and friends) to trade securities based on MNPI. Criminal and civil penalties for violating securities laws and engaging in insider trading are severe. If you have a question about whether the sale or purchase is permissible, contact the Legal team. Please consult our **Insider Trading Policy** for more information.

Protect Our Community

We are committed to protecting our planet, the environment, and the precious resources we all share.

Respect for Human Rights and Labor

Evolv prohibits forced labor, child labor and human trafficking in all of our operations around the world. Beyond prohibiting these practices in our own operations, Evolv prohibits such practices by our contractors, subcontractors, suppliers and their sub-suppliers. We are committed to identifying, assessing and eliminating the risks of modern slavery and human trafficking at not only our facilities and operations, but also within our supply chain.

Sustainability

We strive to continuously improve our sustainability efforts and decrease our environmental impact on the planet. We are committed to complying with the environmental laws and regulations in the markets where we operate and expect all companies and contractors doing business with us to do the same. Learn more in **Evolv's Sustainable Safety Report**.

Giving Back

We support the communities in which we live, work, learn and play. We constantly seek to foster good relationships within the communities in which we operate and encourage employees to engage in local activities aimed at community development and improvement. Evolv supports employees who, in their capacity as private citizens (not Evolvers) decide to participate in the electoral or governmental process so long as that work is conducted on the employees' own time, using their own money and resources (including computers and other equipment).



Speak Up!

We expect prompt reporting of any known or suspected conflicts of interest, ethics, or compliance issues.

Integrity Is at the Core of Our Reputation

This Code is not intended to be a comprehensive rulebook and cannot address every situation that you may face. If you feel uncomfortable about a situation or have any doubts about whether it is consistent with Evolv's ethical standards, seek help. Speaking up when you need help understanding or following a policy, asking questions, and reporting potentially inappropriate behavior are all part of a healthy culture and the responsibility of all employees. You are required to speak up if you suspect someone you work with, work for, or contract with is violating our Code of Conduct or the law. You are also required to understand your obligations explained in this Code and related policies, make good-faith reports, and cooperate fully with investigations.

When to Report a Concern

All employees, officers, and directors are required to report suspected noncompliance with this Code of Conduct, Evolv's policies or any applicable law. Employees are required to come forward with any such information, without regard to the identity or position of the person or entity involved. Evolv will treat the information in a confidential manner to the fullest extent possible. If you know of or suspect any violation of this Code, you must immediately report the conduct to your supervisor, the Legal team, or HR. You may be asked to share your observations and any facts, records, or context that may help Evolv investigate the concern. You should not conduct your own investigation of the suspected noncompliance prior to reporting it. Investigations are conducted by appropriate designated personnel. Nothing in this Code or any other Company Policy prohibits or limits any employee from filing a claim or charge or otherwise communicating with any governmental regulatory authority or making disclosures that are protected under applicable laws or regulations.



Important Reminders

- Concerns related to your employment status or management business decisions should be addressed with HR at people@evolvtechnology.com
- Concerns related to Information and Cyber Security should be directed to cybersecurity@evolvtechnology.com

How to Report a Concern

Evolv is committed to establishing and maintaining an effective process for employees, officers, and directors to report, and for Evolv to respond to and correct any type of misconduct. If you encounter an ethics or compliance issue and you are not sure about the best course of action, you should ask for help.

The Company has established several methods by which you can report your concerns and ask questions. You should first discuss issues, concerns, problems, suggestions, and suspected noncompliance with your immediate manager, HR, or Legal without fear of retaliation and with the assurance that the matter will be kept as confidential as possible. You may also use these contacts:

The Company has established several ways to make an inquiry or report a concern, including, where legally permitted, the option for anonymity.



Ethics Helpline

Any person with a concern can make a report using the Company's Ethics Helpline that is available 24 hours a day, 7 days a week, by telephone at **833-761-6497** or via the Internet at <https://evolv.ethicspoint.com/>. The Ethics Helpline is operated by a third-party vendor. Any employee or third party who uses these Ethics Helpline resources may remain anonymous and will not be required to reveal their identity in a telephone call or on the anonymous website or mobile app, except in countries that have laws that do not allow for anonymous reporting. If you are located in the UK or in the EU, or your Concern relates to an incident that took place in the UK or in the EU, while you may remain anonymous, the Company prefers that you identify yourself so that the Company can obtain all facts and properly investigate allegations.



Ethics & Compliance Office

Any person may report a concern or ask a question directly to Evolv's Ethics & Compliance Office at compliance@evolvtechnology.com.



Audit Committee or General Counsel

Any person with a concern can also report it directly to the Audit Committee or General Counsel openly, confidentially, or anonymously (where legally permitted). Fraud and accounting allegations can be made orally or in writing to the members of the Audit Committee at the below address:

Evolv Technologies Holdings, Inc.
Attention: Audit Committee c/o Chief Financial Officer
(or General Counsel)
500 Totten Pond Road, 4th Floor
Waltham, MA 02541

Employees submitting this information need not provide their name (although employees located in the UK or the EU or whose Concern relates to an incident that took place in the UK or the EU are encouraged to identify themselves) or other personal information and reasonable efforts will be used to conduct the investigation that follows from any employee who reports a concern in accordance with the procedures set forth herein in a manner that protects the confidentiality and anonymity (to the extent permitted by applicable law) of the employee submitting the concern.

We Do Not Tolerate Retaliation

Speaking up can take courage and sometimes feel uncomfortable. We rely on all employees to let us know if a colleague or business partner is falling short of our highest standards. Evolv has zero tolerance for, and will not permit, retaliation of any kind against an employee for reporting potential ethics or compliance issues in good faith, or for assisting in the investigation of these issues. Good faith does not mean that you need to be right, nor does it mean that your questions or concerns must have substantial facts to support it. Good faith requires only that the information you are providing is not fabricated or presented in any intentionally misleading manner.

No director, officer, or employee who makes a good faith report of a possible violation of the Code of Conduct or who cooperates with an investigation should suffer harassment, retaliation, or adverse employment consequences. Retaliation includes any adverse action taken against an employee for reporting a good faith concern about a potential violation of any applicable law, this Code of Conduct, or any Evolv policy or procedure. Examples of retaliation include but are not limited to demotion, suspension, failure to consider for a promotion, and/or creating a hostile work environment.

If you experience retaliation or know someone else being subjected to retaliation, please report it immediately to your supervisor, the Legal team, or HR. An employee who retaliates against someone who has reported a violation in good faith or who cooperated with an investigation will be subject to discipline, up to and including termination of employment. Additional information about speaking up, options for anonymous reporting, and what happens after a report is made, may be found in Evolv's **Speak Up Policy**.

Company Investigation

Evolv will investigate any allegation of suspected wrongdoing and will take appropriate action at the conclusion of the investigation. Employees must cooperate in any company investigation, litigation, or audit. The Legal team or any other persons assisting in the investigation are not lawyers or personal representatives for any employee. These persons are representatives of Evolv and are obligated to act in the company's best interests. Violations of this Code, any policy or procedure, or applicable law will result in discipline, up to and including termination of employment, consistent with applicable labor laws. Learn more about what to expect during an investigation by reviewing the

What to Expect During an Investigation Overview.

Closing

Thank you for doing your part to uphold our company's reputation for integrity. We know it can be hard to keep up with all the laws and policies that govern our work. Hopefully this Code and the related policies give you the information you need to make good decisions and seek help when needed.

If you have any questions or concerns about this Code, please contact our Ethics and Compliance Office at: compliance@evolvtechnology.com.



CODE OF BUSINESS CONDUCT AND ETHICS