	Policy: Intellectual Property Policy
	Revision Level /Date: Rev. 0- 02/03/2023
	Department: Internal Audit
	Page 1 of 9

REVISION HISTORY

REVISION LEVEL/DATE	DESCRIPTION
Rev. 0- 02/03/2023	Initial Release

I. Purpose and Scope

This Intellectual Property Policy (this “Policy”) is designed to protect, safeguard, and recognize the importance of the inventions of Workhorse Group Inc. and its subsidiaries (collectively, the “Company”). The Policy is also designed to ensure that the Company does not knowingly infringe valid patent claims held by any third-party.

The Company’s research and development activities, as well as day to day operations, may lead to the creation of patentable inventions. In turn, Patents covering these inventions that are owned by or licensed to the Company may provide certain rights of significant value to the Company and give it a competitive advantage in the marketplace.


This Policy sets forth the procedures for protecting the Company’s inventions that all employees must follow. Exhibit A to this Policy provides definitions for important terms used in this Policy.

II. Employee Invention Assignment & Confidentiality Agreement

With every employee following this Policy, the Company can continue to rely on the validity and enforceability of its technological developments. This in turn will fuel Company-wide sustained growth and success through the effective use of the patent system.

Safeguarding proprietary technology is a paramount concern of the Company. By preventing premature or unnecessary disclosure of information to third parties, and assuring that confidential information is received only under circumstances which are consistent with the safeguards set out below, such protection can be achieved. In order to achieve maximum value from, and protection for the Company inventions, all employees must be responsible for the following:

- Ensuring that the Company has filed a Patent Application covering the relevant Proprietary Technology or entered into a binding confidentiality agreement before disclosing any information concerning such Proprietary Technology to any person outside the Company (including contractors). All such actions should first be brought to the office of the General Counsel to determine the appropriate strategy.
- Not accepting confidential, technical information from third parties without first obtaining a non-disclosure agreement and contacting General Counsel for appropriate guidance.

	Policy: Intellectual Property Policy
	Revision Level /Date: Rev. 0- 02/03/2023
	Department: Internal Audit
	Page 2 of 9

Employees are responsible for respecting the valid and enforceable Patents of others by:

- Avoiding infringement of such Patents or by accepting licenses under such Patents on terms that are in the Company's best interests.
- Complying with all Patent laws and avoiding even the appearance of illegal or unethical conduct

WHEN IN DOUBT, BRING ALL QUESTIONS TO THE OFFICE OF THE GENERAL COUNSEL

Take timely steps to notify General Counsel of any potentially patentable inventions or of any requests to receive the intellectual property of a third party. Such notification must occur before any disclosure or receipt of each such invention from or to a source outside the Company and far enough in advance of any such disclosure to allow General Counsel adequate time to evaluate each such invention and, where appropriate, perfect the Company's Patent rights in any such inventions by filing a Patent Application covering it in the USPTO/appropriate Patent office. In addition, every Company employee must provide General Counsel with all relevant Prior Art information of which the employee is aware that relates in any way to each such invention and must consult General Counsel concerning any aspect of the Patent Application process.

Contact General Counsel to obtain guidance on when to conduct a Freedom to Operate study before finalizing the design of any new product or product feature or new process. Periodically review granted third-party Patents to identify any potentially relevant Patents that could raise Freedom to Operate issues for the Company and consult with General Counsel concerning those patents for advice and to develop an action plan, if necessary, to avoid infringement of such Patents. No Company employee shall decide whether a Company or third-party Patent is valid or infringed and no Company employee shall reach any legal conclusion concerning any Patent or proceed based on any opinion concerning any legal conclusions, except where General Counsel provides the opinion.

III. Copyright Protection

Workhorse invests significant resources in its copyright assets, which include technical drawings, schematics, concept boards, advertisements, packaging, presentations, marketing materials, software, websites, manuals, creative/artistic works, and other original works of authorship. Workhorse employees must protect the Company's copyrights and the value of these assets from infringement by others.

In general, works created by Workhorse employees in the scope of their employment are owned exclusively by Workhorse as works made for hire under the US Copyright Act. Materials created by third-party independent contractors for Workhorse may, in some cases, also be works made for hire. For this to occur, appropriate language must be included in the applicable contractor agreement or in a separate agreement for such purpose. Contact the General Counsel prior to engaging any third-party independent contractors to confirm and secure copyright ownership in contractor work product.

Do not allow others to use Workhorse copyrights without appropriate internal approval. If a third party requests a license or permission to use any Workhorse copyrights, please contact the General Counsel.



Policy: Intellectual Property Policy

Revision Level /Date: Rev. 0- 02/03/2023

Department: Internal Audit

Page 3 of 9

Suspected infringements of Workhorse copyrights should be reported to General Counsel. It is important that action be taken quickly because undue delay can potentially limit legal remedies. If Workhorse must take enforcement action, time is of the essence and statutes of limitation and filing deadlines must be complied with.

The appropriate copyright notice should be included on all Workhorse copyrighted works, whether registered or unregistered. These include websites, apps, software, artwork, advertising, marketing and promotional materials, and product packaging and labels. Please contact the General Counsel to confirm the correct content and placement of the copyright notice.

Employees should not externally distribute any Workhorse materials without ensuring that appropriate security measures have been implemented to protect Workhorse's copyrights. Workhorse's security measures may include, among other methods, logging recipients, embedding non-functional but identifying code, and active monitoring.

It is Workhorse's policy to actively evaluate registering copyrights in:

Software;

Technical works, including manuals, schematics, and designs; and

Advertisements.

The General Counsel may contact you for additional information or materials necessary to register Workhorse copyrights. Please cooperate in responding promptly to these requests.

Copyright Law - Generally

Copyright is a type of intellectual property that protects original works of authorship. Refer to Exhibit B for further information.

Proper Use of Third-Party Copyrights


Use of third-party copyrighted works generally requires permission or a license. If a work was created by a third-party contractor, confirm with the Legal Department that the contractor has entered into a third-party contractor agreement. If the contractor has not entered into this written agreement, the third-party contractor may own the copyright in the work. Unpermitted use of the copyrighted work of a third party may constitute infringement and may result in damages.

Providing information regarding the source, author, or owner of a work does not eliminate the need to obtain permission or a license for use of the work. Accurate citation to the creator does not negate unpermitted use. If there are any questions regarding the permissibility of using third-party copyrighted works, please contact the Legal Department for additional guidance.

Fair use is a concept that is often misrepresented and misunderstood. Do not assume that a proposed use of third-party copyrighted work will qualify as fair use. Contact the Legal Department before relying on fair use instead of seeking permission or a license.

Permission to use third-party copyrighted works should be obtained through the Legal Department.

Workhorse may have purchased or licensed the use of certain third-party copyrighted works. Workhorse employees must comply with all terms and conditions of any applicable agreements concerning the use of these

	Policy: Intellectual Property Policy
	Revision Level /Date: Rev. 0- 02/03/2023
	Department: Internal Audit
	Page 4 of 9

third-party copyrighted works. Confirm through the Legal Department whether the proposed use complies with these agreements.

Registration with the US Copyright Office is not required for copyright protection. Use of a © symbol or copyright notice may be optional for copyright protection of a work. Do not assume that materials without a © symbol or a copyright notice are available for use without permission of the copyright owner. If you are unsure whether a work is protected by copyright, assume that the work is copyrighted and follow the procedures for obtaining permission or license described above.

Never assume that materials that are available on the internet or social media may be copied, distributed, or otherwise used without permission of the copyright owner, regardless of the ability to access, copy, or download such materials. The use of content posted on the internet or social media are also subject to the website or app provider's applicable terms of use. Do not circumvent or otherwise impair or remove any electronic or digital copyright protection measures, including markings. The removal of such markings may result in enhanced damages if the subsequent use is improper.

Workhorse facilities and equipment may not be used to make or distribute unauthorized copies of copyrighted materials whether for personal use, internal or external Workhorse use, or use by others.

IV. Trademark Protection

Workhorse brands are some of our most valuable assets. They identify the source of our goods to our customers and distinguish Workhorse products and services from those of Workhorse competitors. They signify to the public the high quality of our product and services. To maintain and protect these assets it is important that we:


- Use Workhorse trademarks properly.
- Monitor the marketplace for infringements and misuses of Workhorse trademarks.
- Take appropriate action quickly whenever infringements and misuses of Workhorse trademarks are identified.
- Implement appropriate requirements and quality control when permitting others to use Workhorse trademarks.
- Maintain records demonstrating the use, strength, and recognition of Workhorse trademarks.

If a trademark owner misuses its trademarks, fails to adequately police them, or allows others to use the trademarks without appropriate restrictions and quality control, the trademarks can be weakened and ultimately could be lost. We must all do our part to make sure that Workhorse trademarks remain strong and protected.

The following guidelines show proper (and improper) use of Workhorse trademarks. All Workhorse employees should follow these guidelines whenever they use Workhorse trademarks, in both internal and external materials. These materials include all advertising and promotional materials, including online materials, and product packaging.

If you have any questions, please contact the General Counsel.

Trademarks should be separate or otherwise distinguished from surrounding text to emphasize their brand name significance. Options include:

	Policy: Intellectual Property Policy
	Revision Level /Date: Rev. 0- 02/03/2023
	Department: Internal Audit
	Page 5 of 9

- Presenting the trademark in all capital letters (for example, WORKHORSE).
- Capitalizing the first letter of the trademark (for example, Workhorse).
- Presenting the trademark in bold typeface (for example, **Workhorse**).
- Presenting the trademark in its logo form, for example:



Trademarks should be used consistently and should not be altered. For example, do not:

- Abbreviate the trademarks.
- Change the colors or typeface of the trademarks.
- Add words or design elements to the trademarks.
- Hyphenate the marks unless the trademark itself is hyphenated.

Proper trademark notice symbols should be used with Workhorse trademarks. In the US the proper symbol to use depends on whether the trademark is registered with the US Patent and Trademark Office for the specific products or services for which the mark is used:

- Use the registered trademark symbol ® with registered Workhorse trademarks but only if the trademark is registered with the US Patent and Trademark Office for the specific products and services for which the trademark is used.
- If the trademark is not registered in the US Patent and Trademark Office, use the symbol:
 - “TM” with trademarks used to identify products.
 - “SM” with trademarks used to identify services.
 - “TM” with trademarks used to identify both products and services.


When using a registered or unregistered Workhorse trademark, the appropriate symbol should appear immediately following the mark. If you are unsure if a particular word, phrase, or design is a material trademark of the Company (either registered or unregistered), please contact the General Counsel.

It is imperative that all use of Company trademarks adhere to the Workhorse brand identify standards.

In addition to using Workhorse trademarks properly, it is equally important that we protect Workhorse trademarks from infringement or misuse by others. Please follow these guidelines to help ensure that Workhorse brands remain protected.

Trademarks can be weakened or lost if a trademark owner does not take appropriate action against infringements or other misuses of its marks. It is important that action be taken quickly because undue delay can potentially limit legal remedies. Please immediately contact the Legal Department if you become aware of:

- Any third-party use of Workhorse trademarks, or any similar trademarks, that you believe may violate Workhorse’s rights.
- Any third-party use of Workhorse trademarks in a generic sense, for example, by using the Workhorse trademark to refer to product/services generally and not Workhorse products/services offered under the Workhorse trademark.

	Policy: Intellectual Property Policy
	Revision Level /Date: Rev. 0- 02/03/2023
	Department: Internal Audit
	Page 6 of 9

- For example: If another vehicle manufacturer were to display in an advertisement that their vehicle was the “workhorse”, the Company would need to evaluate if such use violated its rights based on the context of the use.

Allowing third parties to use Workhorse trademarks without proper control over the nature and quality of the use can jeopardize the marks and expose Workhorse to potential liability. If a third party requests a license or permission to use any Workhorse trademarks, please contact the General Counsel

Documents showing the use and promotion of Workhorse trademarks are important:

- In enforcement actions against third parties that infringe or misuse the trademarks.
- In connection with registration and renewal of the trademarks.

Important documents to keep include:

- Representative samples of product packaging displaying Workhorse trademarks.
- Representative samples of advertising and promotional materials displaying Workhorse trademarks.
- Invoices, purchase orders, and other sales records documenting the dates that Workhorse trademarks were first used.
- Documents demonstrating sales of Workhorse products and services under Workhorse trademarks in dollars and units.
- Market research showing consumer recognition of Workhorse products and services and trademarks.

If you have any questions about the maintenance of these documents, please contact the General Counsel.


	Policy: Intellectual Property Policy
	Revision Level /Date: Rev. 0- 02/03/2023
	Department: Internal Audit
	Page 7 of 9

EXHIBIT A – PATENT DEFINITIONS

- **“Company”** means Workhorse Group Inc. and its subsidiaries.
- **“Freedom to Operate”** means the Company’s ability to use or commercialize its products and processes without infringing any valid third-party patents or other intellectual property.
- **“Patent”** means the set of exclusive rights concerning a particular invention a particular jurisdiction grants for a limited period of time. A Patent gives its owner the right to exclude others from practicing (making, using, selling, offering to sell and importing) the claimed invention. A Patent does not confer the actual right for the owner to practice that invention. A Patent covers useful, new, non-obvious machines, articles of manufacture, compositions of matter, processes, including business methods, and improvements to any of the foregoing.
- **“Patent Application”** means the written application submitted to the USPTO/various worldwide patent offices to obtain a Patent on the claimed invention.
- **“Prior Art”** generally means any public disclosure of information concerning an invention covered by a Patent Application or Patent if it occurs before either the effective filing date or invention date of the relevant Patent Application. Prior art disclosures may include patents and published patent applications; scientific articles; product brochures and specifications; instruction manuals; actual products (public demonstrations, offers for sale or sales); and textbooks.

Consult the General Counsel for any questions concerning the scope, content or application of Prior Art.

- **“Proprietary Technology”** means Workhorse technology. Information concerning Proprietary Technology can be in electronic or tangible form and may include manufacturing and material specifications; manufacturing devices, equipment, manuals or procedures; techniques or processes, operating data and capacity; chemical or product formulas; prototype samples and information; software; algorithms; product analysis; analytic modeling; and innovation program plans.
- **“Third Party”** means any person or entity that is not a Company employee.
- **“USPTO”** means the US Patent and Trademark Office, which is the federal government agency whose primary role is reviewing Patent Applications and issuing Patents on the Patent Applications that meet the requirements for patentability and setting certain regulations in this area.


	Policy: Intellectual Property Policy
	Revision Level /Date: Rev. 0- 02/03/2023
	Department: Internal Audit
	Page 8 of 9

EXHIBIT B – COPYRIGHT LAW

Copyright arises automatically when an author creates an expressive work if the work is both:

Original, meaning that the work:

is independently created by the author(s); and

has some minimal creativity (the required level of creativity is low).

Fixed, meaning that the work is captured in a tangible form.

Copyright protects both published and unpublished original works of authorship in a broad range of forms, including:

Text of advertising or marketing materials, books, and newsletters.

Website content, including text, graphics, and audiovisual elements.

Computer software programs, including any accompanying manuals and documentation.

Photographs, drawings, diagrams, and other types of artworks.

Audiovisual works.

Songs and jingles.

Copyright does not protect:

Ideas, systems, processes, or methods of operation.

Titles, short phrases, or slogans.

General layouts or formats, for example, of a website, poster, or book cover.

Common symbols and designs, for example, polka dots, abbreviations, familiar religious symbols, or emoticons.

However, these elements may be protected by trademark, patent, or other proprietary or personal rights.


A copyright provides its owner with a bundle of exclusive rights in a protected work. The primary exclusive rights are as follows:

Reproduction (making copies of a work).

Distribution (transferring ownership of a tangible copy of a work, or transferring custody, but not ownership, of a tangible copy, for example, through rental or lending).

Public performance (reciting, rendering, playing, dancing, or acting a work in a place open to the public or where a substantial number of people other than family members and acquaintances are gathered).

Public display (showing a copy of a work in a place open to the public or where a substantial number of people other than family members and acquaintances are gathered).

	Policy: Intellectual Property Policy
	Revision Level /Date: Rev. 0- 02/03/2023
	Department: Internal Audit
	Page 9 of 9

Derivative works (making adaptations of a work, for example, translations, art reproductions, or a motion picture based on a book).

For the copyright's duration, use of any of these exclusive rights generally requires the copyright owner's permission to avoid infringement. The duration of copyright protection is limited and varies depending on several factors.

Fair use allows certain limited uses of copyrighted works without the copyright owner's permission. These may include uses for the purpose of:

- Criticism.
- Commentary.
- News reporting.
- Teaching.
- Scholarship.
- Research.

Whether a use qualifies as fair use depends on a legal analysis balancing the following factors:

- The purpose and character of the use (for example, whether it is for a commercial or a nonprofit educational purpose).
- The nature of the copyrighted work (whether the work is creative or factual).
- The amount and substantiality of the portion used in relation to the copyrighted work as a whole.
- The effect of the use on the potential market for or value of the copyrighted work.

The determination of fair use is highly dependent on the particular facts, and the distinction between fair use and infringement is not always clear or easily defined.