

# EVOLV TECHNOLOGIES HOLDINGS, INC.

## POLICIES AND PROCEDURES FOR COMPLAINTS REGARDING ACCOUNTING, INTERNAL ACCOUNTING CONTROLS, FRAUD OR AUDITING MATTERS

(As of July 16, 2021)

### I. INTRODUCTION

Evolv Technologies Holdings, Inc. (together with its subsidiaries, the “*Company*”) is committed to full and accurate financial disclosure and to maintaining its books and records in compliance with all applicable laws, rules and regulations. The Company wishes to encourage employees, independent contractors, third-party vendors, customers and business partners to make the Company aware of any practices, procedures or circumstances that raise concerns about the integrity of its financial disclosures, books and records. The following policies and procedures (this “*Policy*”) have been adopted by the Audit Committee (the “*Audit Committee*”) of the Board of Directors of the Company to govern the receipt, retention and treatment of complaints regarding the Company’s accounting, internal accounting controls or auditing matters, and to protect the confidential, anonymous (to the extent permitted by applicable law) reporting of employee concerns regarding questionable accounting or auditing matters.

All employees and third parties making reports are asked to provide as much detail and supporting information as possible about their concerns in order to assist the investigative process. It is the policy of the Company to treat complaints about accounting, internal accounting controls, auditing matters or questionable financial practices (the “*Accounting Complaints*”) seriously and expeditiously.

Employees will be made aware of the procedures described in this Policy and will be given the opportunity to submit for review by the Company confidential and anonymous (where legally permitted) Accounting Complaints regarding the following matters. The following is not an exhaustive list, and Accounting Complaints regarding matters not listed here may be submitted, as well.

- Fraud against investors, securities fraud, mail or wire fraud, bank fraud or fraudulent statements to the U.S. Securities and Exchange Commission (the “*SEC*”) or the investing public.
- Violations of SEC rules and regulations or any other laws applicable to the Company’s financial accounting, maintenance of financial books and records, internal accounting controls and financial statement reviews or audits.
- Fraud or deliberate error in the preparation, evaluation, review or audit of any financial statement of the Company.
- Significant deficiencies in or intentional noncompliance with the Company’s internal accounting controls.

- Misrepresentations or false statements regarding a matter contained in the financial records, financial reports or audit reports of the Company.
- Deviation from the full and fair reporting of the Company's financial condition.

If requested by the employee, the Company will protect the confidentiality and anonymity (where legally permitted) of the employee to the fullest extent possible, consistent with the need to conduct an adequate review. Independent contractors, vendors, customers, business partners and other parties external to the Company will also be given the opportunity to submit Accounting Complaints; however, the Company is not obligated to keep Accounting Complaints from non-employees confidential or to maintain the anonymity of non-employees.

Accounting Complaints will be reviewed by the Company's General Counsel or such other persons as the Audit Committee determines to be appropriate (the "**Compliance Officer**"), under the Audit Committee's direction and oversight. In the event that the Company contracts with a third party to handle complaints or any part of the complaint process, the third party will comply with these policies and procedures. The Company will abide by all laws that prohibit retaliation against employees who lawfully submit complaints under these procedures.

## **II. PROCEDURES**

The Company urges any person desiring to make an Accounting Complaint to contact the Compliance Officer directly. For persons who wish to make an Accounting Complaint but do not wish to contact the Compliance Officer directly, the Company has established alternative procedures to report an Accounting Complaint anonymously. Any person who desires to report an Accounting Complaint has three options for doing so (and may elect to use any of them).

### **A. Receipt of Accounting Complaints**

#### **1. *Ethics Hotline***

Any person with an Accounting Complaint can submit his or her Accounting Complaint, using the Company's Ethics Hotline that is available 24 hours a day, 7 days a week, by telephone at **833-770-2416** or on the Internet at <https://www.whistleblowerservices.com/evolv>.

Any employee or third party who uses these Ethics Hotline resources may remain anonymous and will not be required to reveal his or her 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 United Kingdom (the "**UK**") or in the European Union (the "**EU**"), or your Accounting Complaint 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.

The Company will use reasonable efforts to conduct the investigation that follows from any call or online (or mobile app) submission of an Accounting Complaint in a manner that protects the confidentiality and anonymity of the employee or third party making the call, to the extent permitted by applicable law. The intake phone call may be received by a third-party

contractor specifically engaged to provide Ethics Hotline services. Among other things, the following information may be requested by the person receiving the call:

- if the caller is an employee, the business function in which the caller works and, if the caller is a non-employee, where such person is employed or such person’s relationship to the Company;
- any relevant information concerning the Accounting Complaint allegations; and
- the name of the caller (unless an employee decides to remain anonymous, where legally permitted).

The information from the call will be documented in a format acceptable to the Company and shall include at a minimum a written description of the information received concerning the Accounting Complaint allegations and shall be provided to the Compliance Officer.

**2. *Audit Committee***

Any person with an Accounting Complaint can also report to the Audit Committee 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.  
500 Totten Pond Road  
Waltham, MA 025451  
Attention: Audit Committee c/o Chief Financial Officer

Employees submitting this information need not provide their name (although employees located in the UK or the EU or whose Accounting Complaint 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 an Accounting Complaint 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 Accounting Complaint.

**3. *Written Complaints to Compliance Officer***

Any person may submit a written Accounting Complaint to the Compliance Officer at the following address:

Evolv Technologies Holdings, Inc.  
500 Totten Pond Road  
Waltham, MA 025451  
Attention: General Counsel

Employees submitting this information need not provide their name (although employees located in the UK or the EU or whose Accounting Complaint 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 an Accounting Complaint from an employee in a manner that protects the confidentiality and anonymity (to the extent permitted by applicable law) of the employee submitting the Accounting Complaint.

Non-Accounting Complaints submitted through any of the foregoing channels will be directed to the appropriate reviewer to investigate and determine the legitimacy of such complaint, as set forth in the Company's Code of Business Conduct and Ethics.

**B. Treatment of Accounting Complaints**

1. An Accounting Complaint made under these procedures shall be directed to the Compliance Officer according to the procedures set forth above, and in the event of the Compliance Officer's extended absence, the chairperson of the Audit Committee, who shall report directly to the Audit Committee on such matters.
2. The Compliance Officer or the Audit Committee, as applicable, shall review the Accounting Complaint, and may investigate it himself or herself or themselves or may assign another employee, outside counsel, advisor, expert or third-party service provider to investigate or assist in investigating the Accounting Complaint. The Compliance Officer or the Audit Committee, as applicable, may direct that any individual assigned to investigate an Accounting Complaint work at the direction of or in conjunction with the Company's legal department, legal counsel or any other attorney in the course of the investigation.
3. Unless otherwise directed by the Compliance Officer or the Audit Committee, as applicable, the person assigned to investigate will conduct an investigation of the Accounting Complaint and report his or her findings or recommendations to the Compliance Officer or the Audit Committee, as applicable. If the investigator is in a position to recommend appropriate disciplinary or corrective action, the investigator also may recommend disciplinary or corrective action.
4. If determined to be necessary by the Compliance Officer or the Audit Committee, as applicable, the Company shall provide for appropriate funding, as determined by the Compliance Officer or the Audit Committee, as applicable, to obtain and pay for additional resources that may be necessary to conduct the investigation, including without limitation, retaining outside counsel and/or expert witnesses.
5. Periodically and whenever else as deemed necessary, the Compliance Officer shall submit a report to the Audit Committee and any member of Company management that the Audit Committee directs to receive such report, that summarizes each Accounting Complaint made within the last 12 months and shows specifically: (a) the complainant (unless anonymous, in

which case the report will so indicate), (b) a description of the substance of the Accounting Complaint, (c) the status of the investigation, (d) any conclusions reached by the investigator and (e) findings and recommendations.

6. At any time with regard to any Accounting Complaint received by the Compliance Officer or the Audit Committee, as applicable, the Compliance Officer may specify a different procedure for investigating and treating such an Accounting Complaint, such as when the Accounting Complaint concerns pending litigation, in which case it must be reported to the members of the Audit Committee.

#### **C. Access to Reports and Records and Disclosure of Investigation Results**

All reports and records associated with Accounting Complaints are considered confidential information and access will be restricted to the Compliance Officer (and/or any person assigned to investigate the complaint on his or her behalf), members of the Audit Committee, the Company's legal department, employees of the Company and outside counsel involved in investigating an Accounting Complaint, as contemplated by these procedures. Access to reports and records may be granted to other parties at the discretion of the Audit Committee.

Accounting Complaints and any resulting investigations, reports or resulting actions will generally not be disclosed to the public except as required by any legal requirements or regulations or by any corporate policy in place at the time.

#### **D. Retention of Records**

All Accounting Complaints and documents relating to such Accounting Complaints made through the procedures outlined above shall be retained for at least five years from the date of the complaint, after which the information may be destroyed unless the information may be relevant to any pending or potential litigation, inquiry or investigation at such time, in which case the information may not be destroyed and must be retained for the duration of that litigation, inquiry or investigation and thereafter as necessary.

Any personal data in an Accounting Complaint that relates to persons based in, or that took place in, the EU or the UK will be retained in accordance with the retention periods set out in the applicable Online Privacy Notice located on the Company's website.

#### **E. EU and UK Data Protection**

The Company has in place an Online Privacy Notice for Accounting Complaints that are made from the EU or the UK, or relates to an incident that took place in the EU or the UK. The Online Privacy Notice sets out restrictions on what issues can be reported and how data collected through the hotline will be processed as required under EU or UK data protection laws, including any international transfers of personal data. Additionally, the Privacy Notice contains information on the rights and obligations in relation to the personal data of a person reporting through the hotline.

The Company has a procedure in place for redacting or deleting any sensitive personal data that may be included in the reporting of an Accounting Complaint. Sensitive personal data for this purpose includes information on race, religion, health, sexual orientation, political beliefs, trade union membership and criminal offences.

**F. No Retaliation**

The Company will not discipline, discriminate against or retaliate against any person who reports an Accounting Complaint in good faith and will not tolerate any such action. It will abide by all laws that prohibit retaliation against employees who lawfully submit complaints under these procedures. The Company urges any employee that believes that he or she has been subjected to retaliation due to submitting an Accounting Complaint, to immediately report the issue to the Compliance Officer, an executive officer of the Company or any supervisor. The Company will promptly and thoroughly investigate any assertion that a manager, supervisor or employee is involved in discrimination or retaliation related to reporting of or the Company's subsequent investigation of an Accounting Complaint.

**G. Compliance with Law**

This Policy is intended to meet the requirements of Rule 10A-3(b)(3) under the U.S. Securities Exchange Act of 1934, as amended.

**H. Review**

This Policy will be subject to the periodic review of the Audit Committee. Any proposed changes to this Policy will be approved by the Audit Committee.

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**Acknowledgment of Receipt and Review**

I, \_\_\_\_\_ (employee name), acknowledge that on \_\_\_\_\_ (date), I received a copy of Evolv Technologies Holdings, Inc.’s (the “**Company**”) Policies and Procedures for Complaints Regarding Accounting, Internal Accounting Controls, Fraud or Auditing Matters (the “**Policy**”), dated July 16, 2021, and that I read it, understood it, and agree to comply with it. I understand that the Company has the maximum discretion permitted by law to interpret, administer, change, modify, or delete this Policy at any time with or without notice. This Policy is not promissory and does not set terms or conditions of employment or create an employment contract.

\_\_\_\_\_  
Signature

\_\_\_\_\_  
Printed Name

\_\_\_\_\_  
Date