#### UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

#### FORM 8-K

#### **CURRENT REPORT**

#### PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

Date of Report (Date of earliest event reported): September 17, 2020

## DIAMONDPEAK HOLDINGS CORP.

(Exact name of registrant as specified in its charter)

Delaware (State or other jurisdiction of incorporation) **001-38821** (Commission File Number) 83-2533239 (IRS Employer Identification No.)

40 W 57th Street, 29th Floor New York, New York 10019

(Address of principal executive offices, including zip code)

Registrant's telephone number, including area code: (212) 716-2000

N/A

(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

□ Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)

□ Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

D Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Units, each consisting of one share of Class A common stock,	DPHCU	The Nasdaq Stock Market LLC
\$0.0001 par value, and one-third of one Warrant		
Class A common stock, par value \$0.0001 per share	DPHC	The Nasdaq Stock Market LLC
Warrants to purchase Class A common stock	DPHCW	The Nasdaq Stock Market LLC

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company ⊠

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

#### Item 7.01. Regulation FD Disclosure.

On September 17, 2020, DiamondPeak Holdings Corp. ("DiamondPeak") and Lordstown Motors Corp ("Lordstown") hosted an analyst day with select Wall Street firms to provide an overview of Lordstown's business and discuss historical and projected financial performance and various other matters including recent developments with respect to Lordstown and the electric vehicle industry generally.

Attached hereto as Exhibit 99.1 and incorporated by reference herein is the presentation used by Lordstown as part of the analyst day, dated September 17, 2020.

Attached hereto as Exhibit 99.2 is an article dated September 1, 2020 from the Detroit News in which Lordstown's Chief Executive Officer Stephen S. Burns gave an interview.

The information in this Item 7.01, including Exhibits 99.1 and 99.2, is furnished and shall not be deemed "filed" for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), or otherwise subject to liabilities under that section, and shall not be deemed to be incorporated by reference into the filings of DiamondPeak under the Securities Act or the Exchange Act, regardless of any general incorporation language in such filings. This Current Report on Form 8-K will not be deemed an admission as to the materiality of any information of the information in this Item 7.01, including Exhibits 99.1 and 99.2.

#### Item 8.01. Other Events.

On September 17, 2020, DiamondPeak and Lordstown hosted an investor presentation to discuss various matters including recent developments with respect to Lordstown and the electric vehicle industry generally.

Attached hereto as Exhibit 99.1 and incorporated by reference herein is the presentation, dated September 17, 2020.

#### Important Information About the Merger and Where to Find It

DiamondPeak has filed with the Securities and Exchange Commission (the "SEC") a preliminary proxy statement and will file other documents regarding the proposed transaction with the SEC. After the SEC has concluded its comments, DiamondPeak will mail the definitive proxy statement to its shareholders. INVESTORS AND SECURITY HOLDERS OF DIAMONDPEAK ARE URGED TO READ ALL RELEVANT DOCUMENTS FILED WITH THE SEC, INCLUDING THE COMPANY'S PROXY STATEMENT, BECAUSE THEY WILL CONTAIN IMPORTANT INFORMATION ABOUT THE PROPOSED TRANSACTION. The definitive proxy statement will be mailed to stockholders of DiamondPeak as of a record date to be established for voting on the proposed transaction. Investors and security holders will be able to obtain copies of the proxy statement and other documents filed with the SEC (when available) free of charge at the SEC's website, http://www.sec.gov or by directing a request to: DiamondPeak Holdings Corp., 40 W 57th Street, 29th Floor, New York, NY 10019, (212) 716-2000.

#### FORWARD-LOOKING STATEMENT LEGENDS

#### Additional Information and Where to Find It

This communication does not constitute an offer to sell or the solicitation of an offer to buy any securities or a solicitation of any vote or approval, and is not a substitute for the Proxy Statement or any other document that DiamondPeak may file with the SEC or send to its shareholders in connection with the proposed transaction. INVESTORS AND SECURITY HOLDERS OF DIAMONDPEAK ARE URGED TO READ THE PROXY STATEMENT AND ALL OTHER RELEVANT DOCUMENTS THAT ARE FILED OR WILL BE FILED WITH THE SEC, AS WELL AS ANY AMENDMENTS OR SUPPLEMENTS TO THESE DOCUMENTS, CAREFULLY AND IN THEIR ENTIRETY BECAUSE THEY CONTAIN OR WILL CONTAIN INFORMATION ABOUT THE PROPOSED TRANSACTION. Investors and security holders will be able to obtain the documents free of charge at the SEC's web site, http://www.sec.gov and DiamondPeak shareholders will receive information at an appropriate time on how to obtain transaction-related documents for free from DiamondPeak. Copies of documents filed with the SEC by DiamondPeak will be made available free of charge on DiamondPeak's investor relations website at www.diamondpeakspac.com.

#### Participants in the Solicitation

DiamondPeak, Lordstown and their respective directors and executive officers may be deemed to be participants in the solicitation of proxies from the holders of common stock in respect of the proposed transaction. Information about the directors and executive officers of DiamondPeak is set forth in its Annual Report on Form 10-K for the fiscal year ended December 31, 2019, which was filed with the SEC on March 25, 2020. Other information regarding the participants in the proxy solicitation and a description of their direct and indirect interests, by security holdings or otherwise, will be contained in the definitive Proxy Statement and other relevant materials to be filed with the SEC in respect of the proposed transaction when they become available.

#### **Cautionary Statements Regarding Forward-Looking Information**

Certain statements in this release may constitute "forward-looking statements" within the meaning of Section 27A of the Securities Act of 1933, Section 21E of the Securities Exchange Act of 1934 and the Private Securities Litigation Reform Act of 1995, each as amended. Forward-looking statements provide current expectations of future events and include any statement that does not directly relate to any historical or current fact. Words such as "anticipates," "assumption," "believes," "continue," "expects," "estimate," "future," "goal," "intends," "plans," "projects," "positions," "target" or other similar expressions, whether in the negative or the affirmative, may identify such forward-looking statements.

These forward-looking statements are not guarantees of future performance and involve certain risks, uncertainties, and assumptions that are difficult to predict, and you should not place undue reliance on our forward-looking statements. Actual results may differ materially from those discussed in forward-looking statements as a result of factors, risks and uncertainties over which DiamondPeak and Lordstown have no control. These factors, risks and uncertainties include, but are not limited to, the following: (i) conditions to the completion of the proposed business combination and PIPE investment, including stockholder approval of the business combination, may not be satisfied or the regulatory approvals required for the proposed business combination may not be obtained on the terms expected or on the anticipated schedule; (ii) the occurrence of any event, change or other circumstance that could give rise to the termination of the merger agreement between the parties or the termination of any PIPE investor's subscription agreement; (iii) the effect of the announcement or pendency of the proposed business combination on Lordstown's business relationships, operating results, and business generally; (iv) risks that the proposed business combination disrupts Lordstown's current plans and operations and potential difficulties in Lordstown's employee retention as a result of the proposed business combination; (v) risks related to diverting management's attention from Lordstown's ongoing business operations; (vi) potential litigation that may be instituted against DiamondPeak or Lordstown or their respective directors or officers related to the proposed acquisition or the merger agreement or in relation to Lordstown's business; (vii) the amount of the costs, fees, expenses and other charges related to the proposed business combination and PIPE investment; (viii) risks relating to the uncertainty of the projected financial information with respect to Lordstown, including the conversion of pre-orders into binding orders; (ix) risks related to Lordstown's limited operating history, the rollout of Lordstown's business and the timing of expected business milestones, including Lordstown's ability to complete the engineering of the Endurance and the retooling of the Lordstown facility, and start production of the Endurance, on time and on budget; (x) the effects of competition and the pace and depth of electric vehicle adoption generally on Lordstown's future business; (xi) Lordstown's ability to achieve any level of EBITDA margin, including its ability to achieve breakeven EBITDA margin and the timetable for achieving breakeven EBITDA margin; (xii) changes in regulatory requirements, governmental incentives and fuel and energy prices; (xiii) the amount of redemption requests made by DiamondPeak's public stockholders; (xiv) the ability of DiamondPeak to issue equity-linked securities in connection with the transaction or in the future: (xy) the impact of the global COVID-19 pandemic on any of the foregoing risks: and (xyi) such other factors as are set forth in DiamondPeak's periodic public filings with the SEC, including but not limited to those described under the headings "Risk Factors" and "Forward Looking Statements" in its final prospectus for its initial public offering, which was filed with the SEC on February 26, 2019 and Annual Report on Form 10-K for the fiscal year ended December 31, 2019, its subsequent quarterly reports on Form 10-Q, and in its other filings made with the SEC from time to time, which are available via the SEC's website at www.sec.gov.

Forward-looking statements reflect the views and assumptions of DiamondPeak and Lordstown as of the date of this communication with respect to future events. Neither DiamondPeak nor Lordstown undertakes, and each hereby disclaims, any obligation, unless required to do so by applicable securities laws, to update any forward-looking statements as a result of new information, future events or other factors. The inclusion of any statement in this communication does not constitute an admission by DiamondPeak or Lordstown or any other person that the events or circumstances described in such statement are material.

#### Item 9.01. Financial Statements and Exhibits.

(d) Exhibits.

Exhibit	
Number	Description
<u>99.1</u>	Investor Presentation, dated September 17, 2020.
<u>99.2</u>	News article, dated September 1, 2020
	SIGNATUDES

#### SIGNATURES

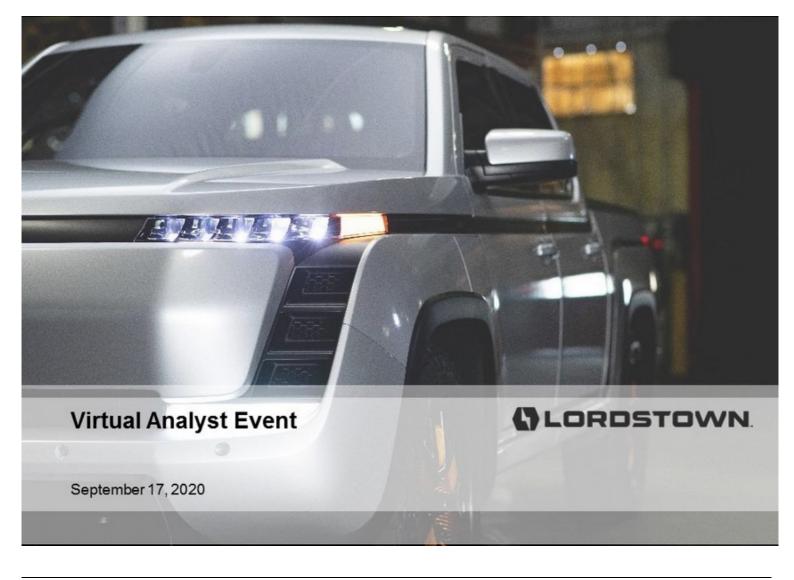
Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

#### DIAMONDPEAK HOLDINGS CORP.

By: /s/ David T. Hamamoto Name: David T. Hamamoto

Title: Chief Executive Officer and Chairman

Date: September 17, 2020



## LORDSTOWN

This presentation is being furnished solely for the purpose of considering a potential transaction involving DiamondPeak Holdings Corp. ("DiamondPeak") and Lordstown Motors Corporation (the "Company"). By accepting this presentation, the recipient acknowledges and agrees that all of the information contained herein is confidential, that the recipient will distribute, disclose and use such information only for such purpose and that the recipient shall not distribute, disclose or use such information in any way detrimental to the Company.

ANY SECURITIES OF DIAMONDPEAK TO BE OFFERED IN ANY TRANSACTION CONTEMPLATED HEREBY HAVE NOT BEEN AND WILL NOT BE REGISTERED UNDER THE SECURITIES ACT OF 1933, AS AMENDED (THE "SECURITIES ACT"), OR ANY APPLICABLE STATE OR FOREIGN SECURITIES LAWS. ANY SECURITIES TO BE OFFERED IN ANY TRANSACTION CONTEMPLATED HEREBY HAVE NOT BEEN APPROVED OR DISAPPROVED BY THE SECURITIES EXCHANGE COMMISSION, ANY STATE SECURITIES COMMISSION OR OTHER UNITED STATES OR FOREIGN REGULATORY AUTHORITY, AND WILL BE OFFERED AND SOLD SOLELY IN RELIANCE ON THE EXEMPTION FROM THE REGISTRATION REQUIREMENTS PROVIDED BY THE SECURITIES ACT AND RULES AND REGULATIONS PROMULGATED THEREUNDER (INCLUDING REGULATION D) OR REGULATION S UNDER THE SECURITIES ACT. THIS DOCUMENT DOES NOT CONSTITUTE AN OFFER TO SELL OR THE SOLICITATION OF AN OFFER TO BUY IN ANY STATE OR OTHER JURISDICTION TO ANY PERSON TO WHOM IT IS UNLAWFUL TO MAKE SUCH OFFER OR SOLICITATION IN SUCH STATE OR JURISDICTION.

Any investment in or purchase of any securities of Diamond Peak is speculative and involves a high degree of risk and uncertainty. Certain statements in this presentation may constitute "forward-looking statements" within the meaning of Section 27A of the Securities Act of 1933, Section 21E of the Securities Exchange Act of 1934 and the Private Securities Litigation Reform Act of 1995, each as amended. Forward-looking statements provide current expectations of future events and include any statement that does not directly relate to any historical or current fact. Words such as "anticipates," "believes," "expects," "intends," "plans," "projects," or other similar expressions may identify such forward-looking statements. Actual results may differ materially from those discussed in forward-looking statements as a result of factors, risks and uncertainties over which Diamond Peak and the Company have no control. These factors, risks and uncertainties include, but are not limited to, the following: (i) conditions to the completion of the proposed business combination and PIPE investment, including stockholder approval of the business combination, may not be satisfied or the regulatory approvals required for the proposed business combination may not be obtained on the terms expected or on the anticipated schedule; (ii) the occurrence of any event, change or other circumstance that could give rise to the termination of the merger agreement between the parties or the termination of any PIPE investor's subscription agreement; (iii) the effect of the announcement or pendency of the proposed business combination on the Company's business relationships, operating results, and business generally; (iv) risks that the proposed business combination disrupts the Company's current plans and operations and potential difficulties in the Company's employee retention as a result of the proposed business combination; (v) risks related to diverting management's attention from the Company's ongoing business operations; (vi) potential litigation that may be instituted against DiamondPeak or the Company or their respective directors or officers related to the proposed acquisition or the merger agreement or in relation to the Company's business; (vii) the amount of the costs, fees, expenses and other charges related to the proposed business combination and PIPE investment; (viii) risks relating to the uncertainty of the projected financial information with respect to the Company, including the conversion of pre-orders into binding orders; (ix) risks related to Lordstown's limited operating history, the rollout of the Company's business and the timing of expected business milestones, including the Company's ability to complete the engineering of the Endurance and the retooling of the Company's facility, and start production of the Endurance, on time and on budget; (x) the effects of competition and the pace and depth of electric vehicle adoption generally on the Company's future business; (xi) the Company's ability to achieve any level of EBITDA margin, including its ability to achieve breakeven EBITDA margin and the timetable for achieving breakeven EBITDA margin; (Xii) changes in regulatory requirements, governmental incentives and fuel and energy prices; (Xiii) the amount of redemption requests made by Diamond Peak's public stockholders; (xiv) the ability of Diamond Peak to issue equity or equity-linked securities in connection with the transaction or in the future; (xv) the impact of the global COVID-19 pandemic on any of the foregoing risks; and (xvi) such other factors as are set forth in Diamond Peak's periodic public filings with the SEC, including but not limited to those described under the headings "Risk Factors" and "Forward Looking Statements" in its final prospectus for its initial public offering, which was filed with the SEC on February 26, 2019 and Annual Report on Form 10-K for the fiscal year ended December 31, 2019, its subsequent quarterly reports on Form 10-Q, and in its other filings made with the SEC from time to time, which are available via the SEC's website at www.sec.gov. None of the Placement Agent (as defined below), Diamond Peak or the Company undertake any duty to update these forward-looking statements or the other information contained in this presentation

## Disclaimer

## LORDSTOWN

Neither Diamond Peak nor the Company makes any representation or warranty, express or implied, as to the accuracy or completeness of this document or any other information (whether written or oral) that has been or will be provided to you. Nothing contained herein or in any other oral or written information provided to you is, nor shall be relied upon as, a promise or representation of any kind by Diamond Peak or the Company. Without limitation of the foregoing, Diamond Peak and the Company expressly disclaim any representation regarding any projections concerning future operating results or any other forward-looking statement contained herein or that otherwise has been or will be provided to you. Neither Diamond Peak nor the Company shall be liable to you or any prospective investor or any other person for any information contained herein or that otherwise has been or will be provided to you, or any action herefore or hereafter taken or omitted to be taken, in connection with this potential transaction. You will be entitled to rely solely on the representations and warranties made to you by the Company, when and if executed, and subject to any limitations and restrictions as may be specified in such definitive agreement. No other representations and warranties will have any legal effect.

Diamond Peak has retained Goldman Sachs & Co. LLC as placement agent (together with its affiliates, partners, directors, agents, employees, representatives, and controlling persons, the "Placement Agent") on a potential transaction to which this document relates. The Placement Agent is acting solely as a placement agent (and, for the avoidance of doubt, not an underwriter, initial purchaser, dealer or any other principal capacity) for Diamond Peak in connection with a potential transaction. The Placement Agent has not independently verified any of the information contained herein or any other information that has been or will be provided to you. The Placement Agent does not make any representation or warranty, express or implied, as to the accuracy or completeness of this document or any other information (whether written or oral) that has been or will be provided to you. Nothing contained herein or in any other oral or written information provided to you is, nor shall be relied upon as, a promise or representation or fary kind by the Placement Agent, whether as to the past or the future. Without limitation of the foregoing, the Placement Agent expressly disclaims any representation regarding any projections concerning future operating results or any other forany information contained herein or that otherwise has been or will be provided to you. The Placement Agent shall not be liable to you or any prospective investor or any other person for any information contained herein or that otherwise has been or will be provided to you, or any action hereofore or hereafter taken or omitted to be taken, in connection with this potential transaction.

This document is being distributed solely for the consideration of sophisticated prospective purchasers who are institutional accredited investors with sufficient knowledge and experience in investment, financial and business matters and the capability to conduct their own due diligence investigation and evaluation in connection with a potential transaction. This document does not purport to summarize all of the conditions, risks and other attributes of an investment in DiamondPeak and the Company. Information contained herein will be superseded by, and is qualified in its entirety by reference to, any other information that is made available to you in connection with your investigation of DiamondPeak and the Company. Each prospective purchaser is invited to meet with a representative of DiamondPeak and/or the Company and to discuss with, ask questions of, and receive answers from, such representative concerning the Company and the terms and conditions of any potential transaction.

DiamondPeak, the Company and the Placement Agent are free to conduct the process for any transaction as they in their sole discretion determine (including, without limitation, negotiating with any prospective investors and entering into an agreement with respect to any transaction without prior notice to you or any other person), and any procedures relating to such transaction may be changed at any time without notice to you or any other person. No sales will be made, no commitments to invest in DiamondPeak will be accepted, and no money is being solicited or will be accepted at this time. Any indication of interest from prospective purchasers in response to this document involves no obligation or commitment of any kind. This document should not be distributed to any person other than the addressee to whom it was initially distributed.

# **Transaction Summary**

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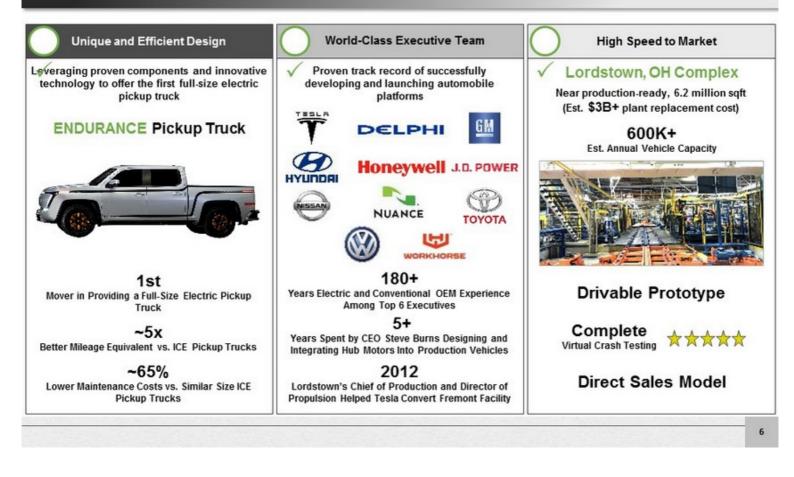
Lordstown Team		Transaction Highlights
Steve Burns CEO	Offering Size	<ul> <li>DiamondPeak (NASDAQ:DPHC) is a publicly listed special purpose acquisition company with \$280mm in cash</li> <li>PIPE size of \$500mm, inclusive of \$75mm to be invested by</li> </ul>
Julio Rodriguez		General Motors
CFO		<ul> <li>\$965mm EV with a strong balance sheet</li> </ul>
Darren Post Chief Engineering Officer	Valuation	Implies an attractive valuation versus peer averages
Rich Schmidt	Conital	<ul> <li>Lordstown will have \$675mm of cash to fund operations and growth</li> </ul>
Chief Production Officer	Capital Structure	<ul> <li>No additional capital requirements expected between now and going to market to achieve positive cash flow</li> </ul>
John Vo Director of Propulsion	Ownership	<ul> <li>~48% existing shareholders, ~21% SPAC and founder shares</li> </ul>
DiamondPeak	e mieromp	~30% PIPE investors
David Hamamoto Chairman and CEO		eak views Lordstown as a unique opportunity to invest in a utionary vehicle manufacturing platform with a proven management team



# LORDSTOWN.

**Overview** 

# Startup Culture with the Assets of an Established Manufacturer



# World-Class Proven Automotive Executive Team

## LORDSTOWN.

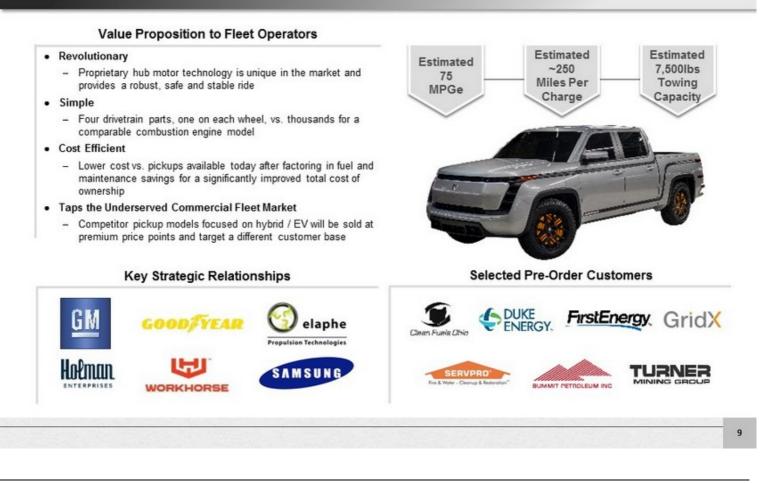
#### Lordstown's Story Begins in 2007 With the Founding of Workhorse by Visionary Steve Burns

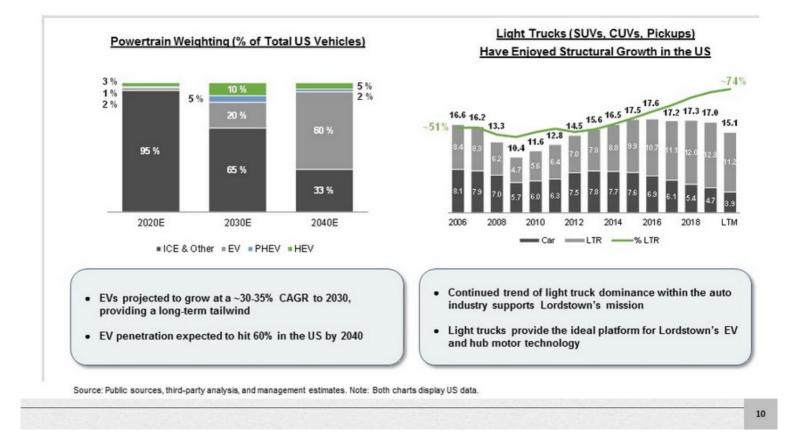


# Key Investment Highlights

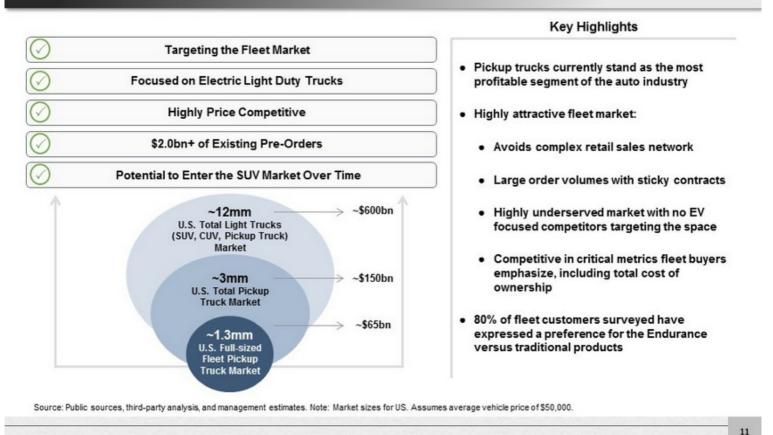
#### 3 Secular Tailwinds for both rofitable Target Segment in an Unique, Efficient, **EVs and Trucks Attractive Market** Purpose-Built Design Innovative, yet simple, design Large and underserved commercial ٠ ~60% of vehicles sold estimated to be incorporating hub motor technology . fleet market with attractive fully electric by 2040 vs. ~2% today characteristics Significantly decreases maintenance . · Light trucks have enjoyed secular cost resulting in a lower TCO Other electric pickup truck entries growth and make up ~75% of US light focused on higher price points / vehicle sales today Straightforward approach allows for . different customers competitive pricing Strategic Relationships with Clear Path to be First to Market World-Class Proven Automotive **Key Industry Leaders Executive Team** Demand proven with pre-orders ٠ \$75 million strategic investment from ٠ covering first year of production Executive team from automotive GM as part of PIPE ٠ Conservative business model OEMs including Workhorse, Tesla, leveraging existing parts and Strategic Relationships agreed with Karma, Toyota, GM, Hyundai and VW processes Elaphe, Goodyear, Holman, Samsung, Proven ability to design, develop and Workhorse Modest engineering and retooling . commercially produce EV and needed to begin production Candidate for DoE ATVM loan and . conventional automobiles Direct sales with no dealer network government grants required

# **Revolutionary Vehicle for an Underserved Market**





# **Profitable Target Segment in an Attractive Market**

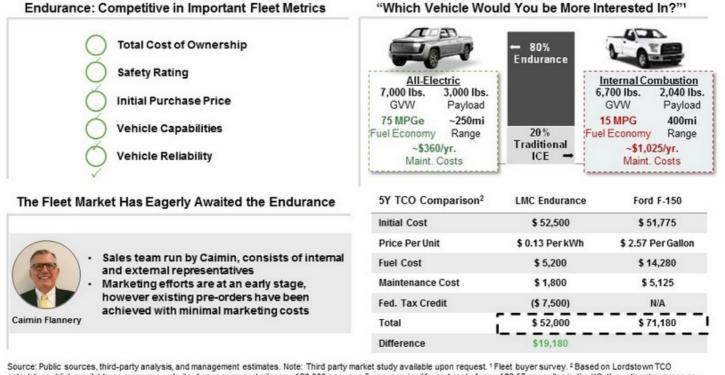


# **Profitable Target Segment in an Attractive Market**

~27% TCO Reduction vs. Similar ICE Pickup Trucks

## LORDSTOWN.

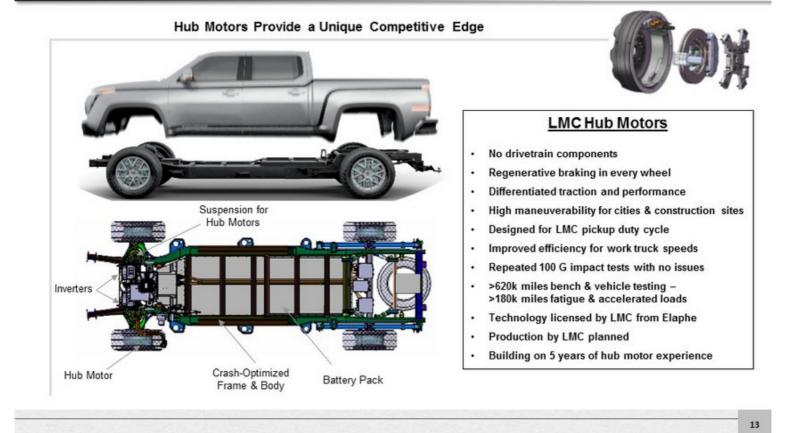
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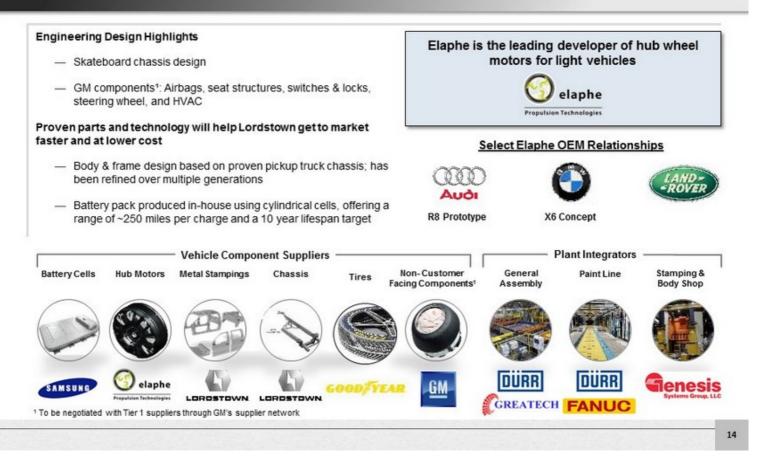
Source: Public sources, third-party analysis, and management estimates. Note: Third party market study available upon request. 1 Fleet buyer survey. 2 Based on Lordstown TCO calculator publicly available on company website. Assumes annual mileage of 20,000 per year, 5 year service life, and cost of gas of \$2.57 per gallon in the US, the national average as of 09-Dec-2019 per AAA.

# Unique, Efficient, Purpose-Built Design

Endurance's Innovative Technology Integration



# Unique, Efficient, Purpose-Built Design

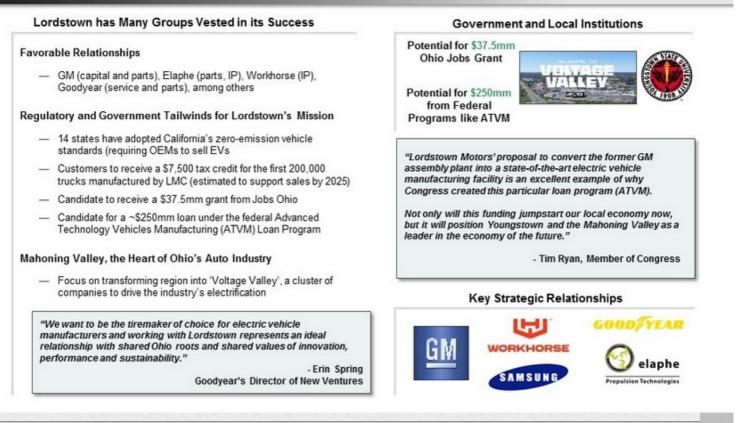


Clear Lane for Endurance to Launch in an Underserved Market

() LORDSTOWN



# Strategic Relationships with Key Industry Leaders



Strategic Relationships with Key Industry Leaders Critical Start-up Support from GM

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# **Clear Path to be First to Market**

#### State of the Art Manufacturing Plant



## Clear Path to be First to Market Modest Engineering and Retooling Needed to Begin Production

## LORDSTOWN.

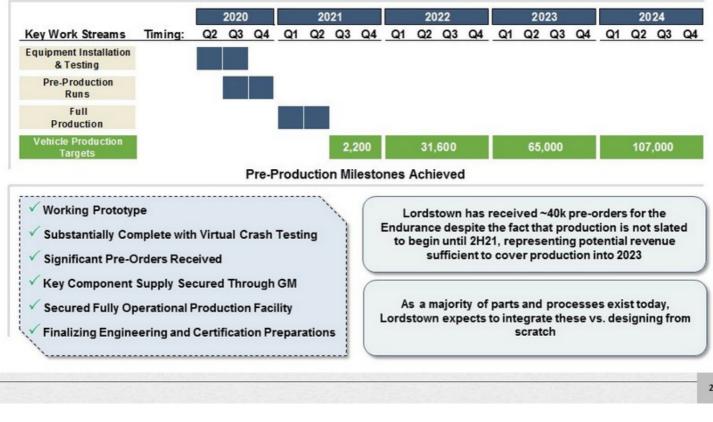
Based on the Excellent Condition of the Plant and Equipment at the Lordstown Complex, LMC Projects ~\$120 Million of Investment to Retool the Equipment for Full Production Readiness



Source: Management estimates

## **Clear Path to be First to Market**

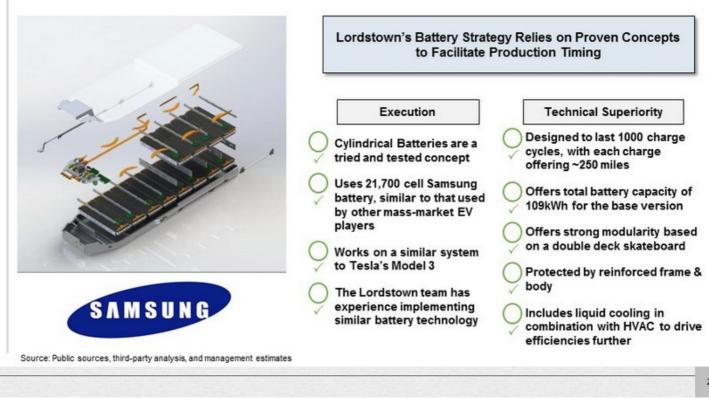
## () LORDSTOWN

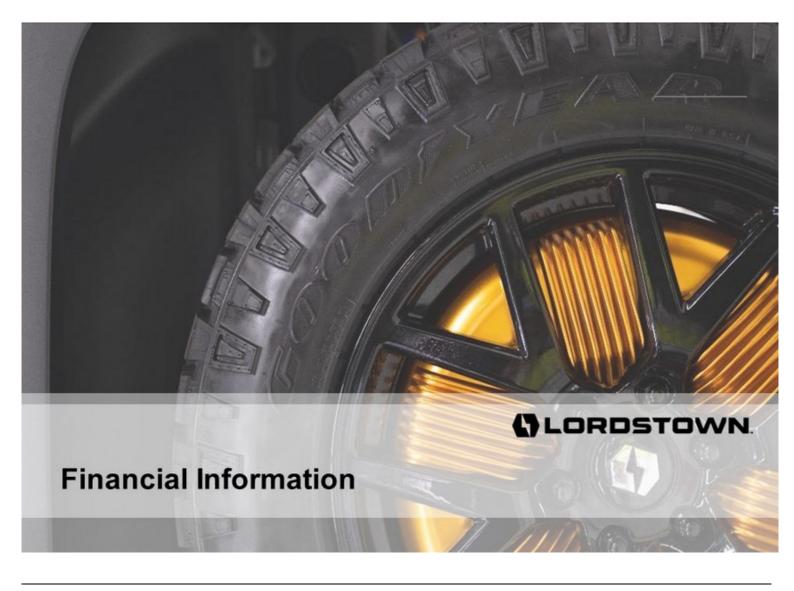


#### Poised to Commence Production with a Clearly Defined Roadmap

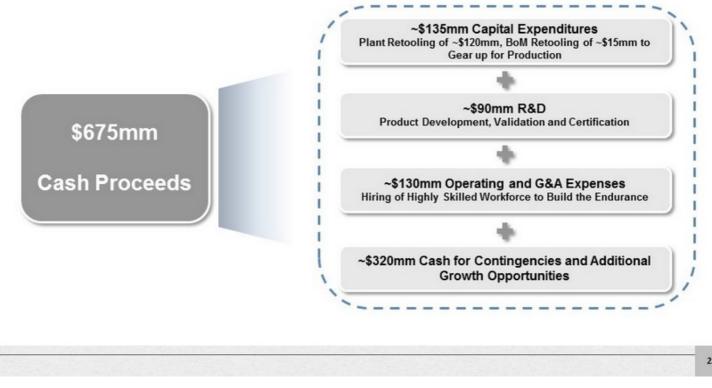
# **Clear Path to be First to Market**

Battery Approach Supports Speed to Market





#### **Capital Raise Proceeds Expected to be Sufficient to Achieve Cash Flow Positive** LORDSTOWN.



#### Cash proceeds will be largely directed towards CapEx, R&D, and G&A expenses

# **Financial Overview**

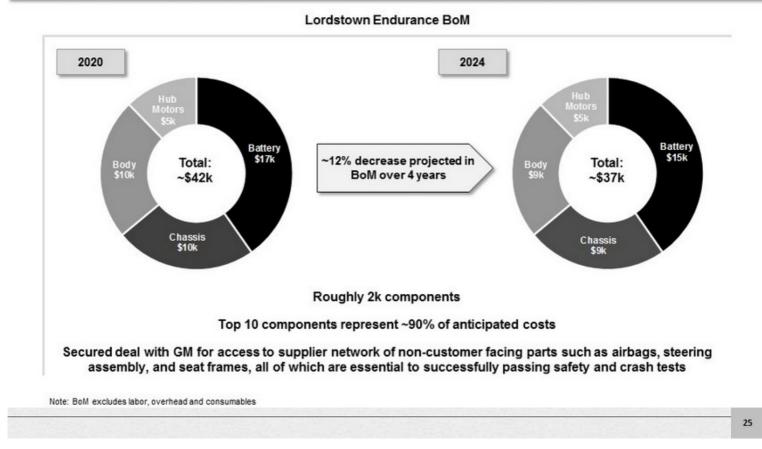
Summary Financials					
(\$ in millions)	2020E	2021E	2022E	2023E	2024E
Total Units Sold	0	2,200	31,600	65,000	107,000
Revenue	\$0	\$ 118	\$ 1,690	\$ 3,476	\$ 5,776
% Growth	-	-	1336.4 %	105.7 %	66.2 %
Cost of Goods Sold		\$(203)	\$(1,551)	\$(2,877)	\$(4,701)
Gross Profit	\$ 0	\$(85)	\$ 139	\$ 599	\$ 1,076
% Margin	NM	NM	8.2 %	17.2 %	18.6 %
EBITDA	\$(64)	\$(155)	\$ 10	\$ 298	\$ 600
% Margin	NM	NM	0.6 %	8.6 %	10.4 %
CapEx	\$(90)	\$(45)	\$(40)	\$(40)	\$(20)
% Sales	NM	38.3 %	2.4 %	1.2 %	0.3 %

## LORDSTOWN.

#### Commentary

- No additional capital requirements expected between PIPE and going to market, achieving positive cash-flow
- Reflects market share of ~3.5% by 2024E<sup>1</sup>
- Lordstown's first-mover advantage and innovative technology drives high margins
- Low capital intensity driven by existing Lordstown plant and use of off-the-shelf parts and technologies
- Current plan assumes no new products and there is significant upside with introduction of additional new identified products

1 Assumes pickup truck market of ~3mm units



# Pro Forma Equity Ownership

US\$ in Millions, Unless Otherwise Stated

#### **Cash Sources and Uses**

Sources		Uses	
SPAC Cash in Trust <sup>1</sup>	\$ 280	Cash to Balance Sheet	\$ 675
PIPE Proceeds (excl. GM)	425	PIK for GM <sup>2</sup>	60
GM PIPE Proceeds	75	Deal Expenses	45
Total	\$ 780	Total	\$ 780

#### Commentary

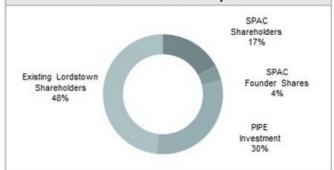
- Proceeds for the transaction will be used for development and commercialization of Lordstown's Endurance vehicle
- GM receives \$50mm equity position in exchange for in-kind contributions
  - · Plant assets
  - · Plant permits (accelerating time to market)
  - Plant operating costs since initial purchase agreement executed (Nov '19)
- Additional \$25mm cash investment from GM as part of transaction
  - Draw against\$10mm GM financing facility will net against closing cash contribution

## LORDSTOWN.

#### **Pro Forma Valuation**

Share Price	S 10.00
Pro Forma Shares Outstanding <sup>1,3</sup>	164.00
Equity Value	\$ 1,640
Plus: Existing Debt	o
Less: Cash to Balance Sheet	(675)
Enterprise Value	\$ 965

#### Pro Forma Ownership<sup>1,3</sup>



<sup>1</sup> Assumes no redemptions from existing public shareholders. <sup>2</sup> Inclusive of \$10mm lending facility from GM, of which ~\$4mm is drawn. <sup>3</sup> Pro forma share count includes 28.0mm SPAC shares, 7.0mm SPAC founder shares, 50.0mm PIPE shares, and 79.0mm shares to existing Lordstown shareholders. Note: Assumes new shares issued at a price of \$10.00. Excludes impact of 14.4mm warrants with a strike price of \$11.50. Excludes impact of BGL warrants and proceeds and employee options and associated cash. Not inclusive of potential LMC financing of up to \$40mm ahead of transaction date.



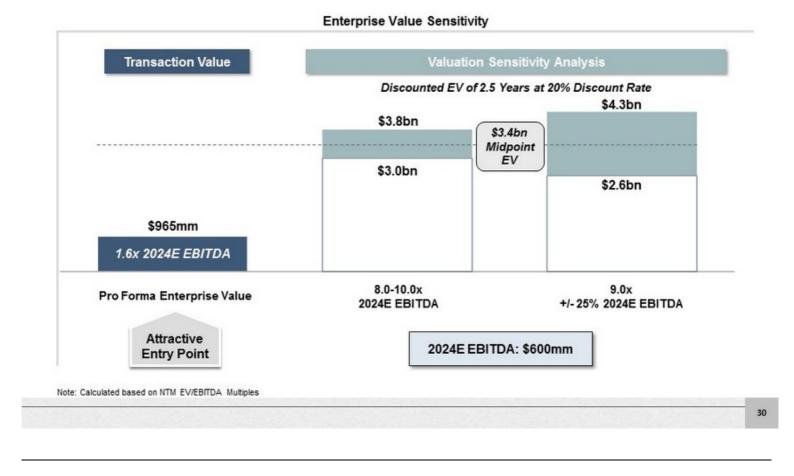


# **Enterprise Value Benchmarking**

#### Enterprise Value / EBITDA 2021E Established OEMs Assumed EV of 49.4 x 44.5 x \$965mm 11.8 x 12.2x 11.5 x 8.3 x 8.2 x 5.8 x 4.3 × 3.2 x 1.6 x 1.3 x NM 2023E 2024E 2023E 2024E 2023E 2024E 2023E 2024E Alluson **CHYLIION** NIKOLA. 6 Enterprise Value / Sales 2021E EstablishedOEMs Assumed EV of \$965mm 7.4 x 7.8 x 3.3 x 3.0 x 2.6x 1.6 x 1.2 x 1.3 x 0.8 x 0.6x 0.3 x 0.2 x 0.2x 2023E 2024E 2023E 2024E 2023E 2024E 2023E 2024E PACCAR NAVISTAR **CHYLIION** NIKOLA Gi Source: Market data as of 31-Jul-2020. Lordstown, Fisker, Hyliion, and Nikola EBITDA and sales per management estimates. Fisker EV based on Spartan Energy Acquisition Corp (NYSE: SPAQ) and Hyliion EV based on Tortoise Acquisition Corp (NYSE: SHLL) share price as of 31-Jul-2020.

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# **Transaction Value Priced at a Discount**





\$45,000 Purchase Price<sup>1</sup>

5.5 Sec.

0 - 60 MPH Time

~250 mi. Range Per Charge

500% Improved Fuel Economy, Equivalent to 75 mpg 7,500 lbs. Towing Capacity

~65% Est. Reduction in Annual Maintenance Costs vs. Similar ICE Pickup Trucks 4,200 lbs. Curb Weight

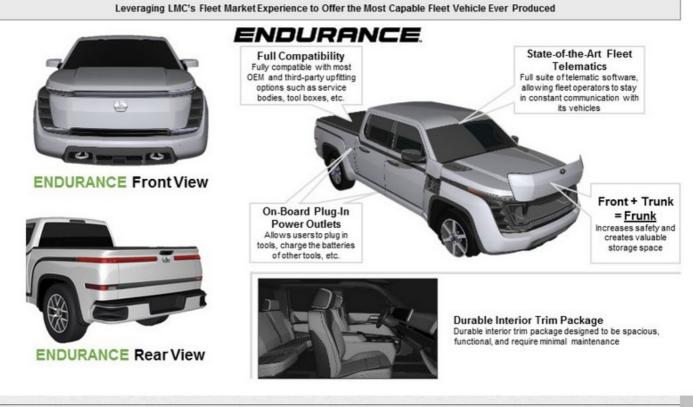
2021 Expected Start of Production

1 Inclusive of \$7,500 federal tax credit

22

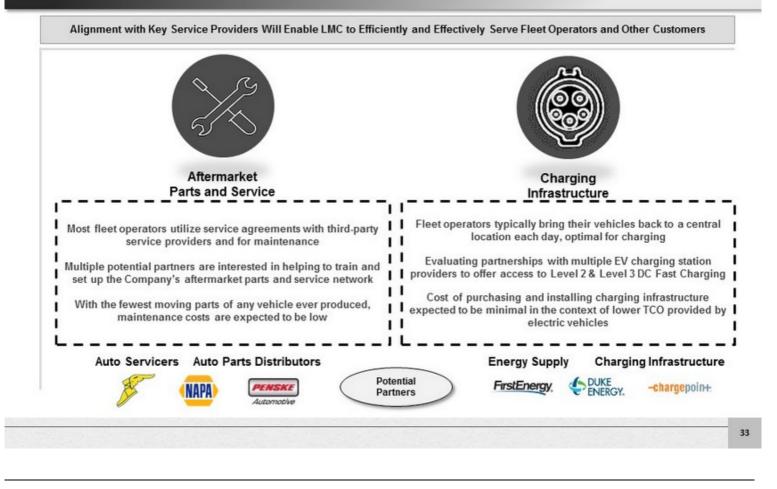
# Key Features: Purposefully Designed for Fleets

## LORDSTOWN.



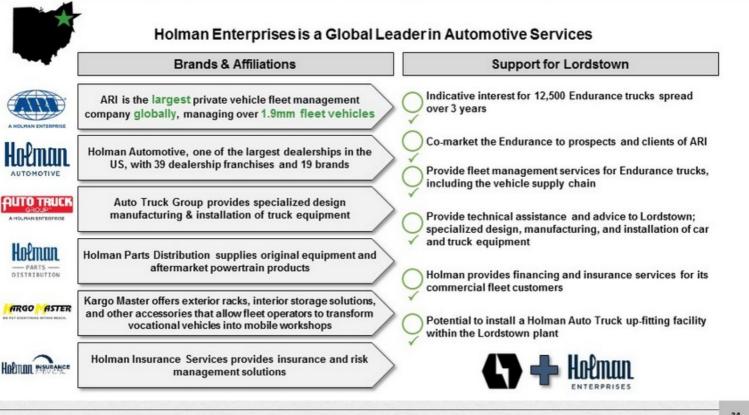
# Strategic Relationships with Key Industry Leaders

Partnerships to Provide Backbone to Commercialization



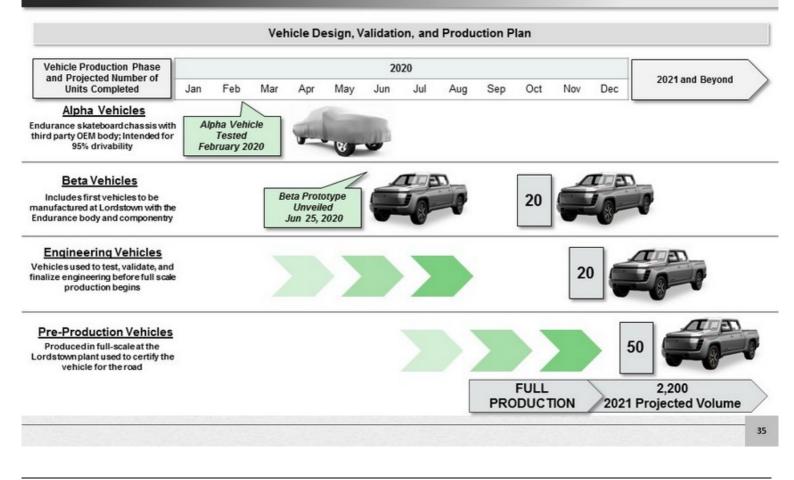
Strategic Relationships with Key Industry Leaders

Vote of Confidence from Holman Enterprises



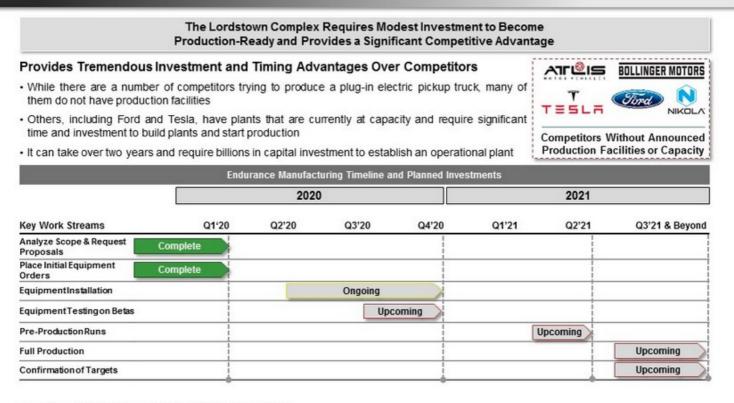
() LORDSTOWN

# **Projecting to Begin Full Production by 2021**



# **Production Strategy and Plans**

## LORDSTOWN.



Source: Public sources, third-party analysis, and management estimates

# Summary Investment Thesis

## C LORDSTOWN

Secular Tailwinds for both EVs and Trucks
Profitable Target Segment in an Attractive Market
Unique, Efficient, Purpose-Built Design
Strategic Relationships with Key Industry Leaders
Clear Path to be First to Market
World-Class Proven Automotive Executive Team

# **Audited Financials**

Income Statement | 8 Months Ended 31 December 2019 (\$ in '000)

C LORDSTOWN

Income Statement	31-Dec-19
Revenue	-
Selling & administrative expenses	\$ 1,638
Research & development	5,851
Operating profit / (loss)	\$(7,489)
Income tax expense	
Net profit / (loss)	\$(7,489)

Source: Lordstown financials

# **Audited Financials**

Balance Sheet | 31 December 2019 (\$ in '000)

Balance Sheet	31-Dec-19
Current assets:	
Cash and cash equivalents	\$ 2,159
Property & equipment:	
Land, buildings & equipment	20,276
Other assets:	
Intangible assets	11,111
Total assets	\$ 33,546
Current liabilities:	
Accounts payable	\$ 1,802
Accrued expenses	415
Notes payable	20,142
Total current liabilites	\$ 22,359
Stockholder's equity:	
Common stock, \$0.0001 par value; 10,000,000 shares authorized, 1,221,853 shares issued & outstanding	0
Additional paid-in capital	18,676
Accumulated deficit	(7,489)
Total liabilities & stockholders' equity	\$ 33,546

Source: Lordstown financials

# **Audited Financials**

Cash Flow Statement | 8 Months Ended 31 December 2019 (\$ in '000)

C LORDSTOWN

Cash Flow Statement	31-Dec-19
Net income / (loss)	\$(7,489
Adjustments to reconcile net loss to net cash:	
Stock compensation	71
Accounts payable and accrued expenses	2,216
Cash flows from operating activities	\$(5,202)
Purchase of capital assets	(133)
Cash flows from investing activities	\$(133)
Issuance of common stock	7,494
Cash flows from financing activities	\$ 7,494
Net change in cash & cash equivalents	\$ 2,159
Beginning cash & cash equivalents	
Ending cash & cash equivalents	\$ 2,159
Supplemental disclosures of non-cash activities	
Capital assets acquired with notes payable	\$ 20,142
Stock issued in exchange for intangible asstes	\$ 11,111
ource: Lordstown financials	

#### <u>Electric trucks are coming — but pickup owners need convincing [detroitnews.com]</u> The Detroit News September 1, 2020

The auto industry faces a reckoning over the coming months as a slew of electric pickups hit the market, finally providing insight into whether consumers will give up their roaring V-6s and V-8s.

They're coming from companies dominating the hot and profitable truck market, such as Ford Motor Co. and General Motors Co., as well as newcomers focused exclusively on alternative powertrains, such as Bollinger Motors LLC and Lordstown Motors Corp. They say their goal is to offer capability without compromise to build demand for these vehicles — but it might take some work to convince truck fans.

"I'd consider an electric if it had the capabilities of my current truck, and there was more infrastructure in the state for charging," said Rick Sobus, a Michigan resident who owns an F-150, in a Facebook comment to The Detroit News. "I don't want to be pulling my camper to northern Michigan and have to carry a generator or something to charge my truck."

Truck owners like Sobus say no matter what, they need the capability already offered by their internal combustion or diesel vehicles. Of new full-size pickup owners, 68% use theirs for recreational towing and 92% for carrying large items at least once a year, according to a survey of 30,000 truck owners from California-based automotive research consulting firm Strategic Vision.

"They have to be getting the same idea with a truck in the towing, ruggedness or capability of it," said Alexander Edwards, Strategic Vision's president. "It has to feel like a truck, behave like a truck and do better than a truck because of the electrification. If it does that, there's one in 15 (truck owners) that will go and check out it."

That 7% of the market is a starting point, Edwards said, and the demographics are desirable. These electric-vehicle truck intenders' median age is 50, lower than that of the general car-buying population and current EV owners. They typically have a college degree and report a median household income of \$175,000.

They often enjoy outdoor activities, too, which is why a silent and emission-free drive could be appealing. Electric powertrains also provide instant maximum torque. With far fewer moving pieces, electric vehicles require less maintenance.

"The truck was built with a lot of useful components," said Roger Bollinger, CEO of Oak Park-based Bollinger, of his "niche" boxy \$125,000 B2 batteryelectric pickup that is expected to begin production late next year in partnership with an automaker it will announce soon. The B2 can tow up to 4,000 pounds, carry 16-foot boards thanks to passenger access to the front-trunk — "frunk" — space, and has plenty of plugs to leverage the "mini power plant" that is the vehicle's battery.

"It's for people who want capabilities like that, who have property or land and need to build stuff without an extension cord," Bollinger said. "And it's crazy off-road capable."

To impress buyers, automakers will have to prove the truck's traditional abilities, and that isn't easy to do. The batteries add weight to the vehicle, which can cut into payload capacity. Many customers are waiting to see how they perform.

"When you add more work for an electric motor to do, they take a disproportionate hit to range," said Karl Brauer, an auto analyst and former Kelley Blue Book publisher. "If you're aggressively utilizing a car and driving it in terms of flooring it and taking advantage of that instant torque, you can really reduce the range of that vehicle."

General Motors says it will reveal its battery-electric GMC Hummer "supertruck" in the fall. Teasers say the vehicle will offer a whopping 1,000 horsepower and 11,500 pound-feet of torque.

"Capability is the price of entry for pickup truck customers," said Duncan Aldred, vice president of the global Buick and GMC brands, in a statement. "Battery electric trucks are ushering in a new era of capability for our truck customers."

Ford last year attempted to change the narrative around electric capability, sharing a video of a fully electric F-150 prototype hauling 1.25-million pounds in rail cars. The Dearborn automaker in June introduced a hybrid F-150 for the 2021 model year.

Ford says an all-electric model will follow in 2022. The 3.5-liter PowerBoost hybrid engine can tow up to 12,000 pounds with the electric motor alone providing 47 horsepower, according to the Blue Oval. Its target range is 700 miles. Details on pricing are expected this fall.

"The all-electric F-150 is for the customer who values a Built Ford Tough truck that won't require maintenance, like oil changes, and fuel," Ford spokesman Mark Levine said. "They can plug it in at night and head back to work the next morning."

The hybrid vehicle also can serve as a mobile power generator with up to 7.2 kilowatts of output that could help power a job site. That's a benefit clearly targeting the commercial sector, which might be the most promising segment for these vehicles for now, said Sam Abuelsamid, principal research analyst for Guidehouse Insights. Those trucks typically drive more miles than consumer vehicles and stand to benefit the most from electric vehicles' fuel economy.

"A utility company whose workers have routes they drive all the time could benefit," Abuelsamid said. "If you're towing a boat and snowmobiles or a trailer to Traverse City, that could be a challenge."

Lordstown Motors, which took over GM's shuttered plant in the northeast Ohio city, is focusing its business on the commercial segment with production of its Endurance pickup expected to begin in about a year. It starts at \$52,200, can tow up to 7,500 pounds, has up to 600 horsepower and a range of more than 250 miles. The company already has 40,000 pre-orders.

"We feel it's low-hanging fruit," said CEO Steve Burns of the commercial market. "No one is building vehicles for these folks. We had to reinvent the truck from ground zero. A lot of companies will have a lot of new technology when theirs come out, and they'll cater to the luxury market. When you cater to fleet, you can't come out with luxury prices. It has to be rough and tough yet priced appropriately."

Lordstown's solution was to install a "hub motor" on each of the four wheels, which limits moving parts on the vehicle to the four wheels and is helpful for maintenance, Burns said.

The startup spoke with local businesses for their insights and needs. One was SERVPRO of Southern Trumbull County, a franchise of the Tennessee-based fire and water cleanup and restoration business. The Ohio location, which has a fleet of 40 vehicles to haul construction materials and equipment to worksites, hopes to support the plant that has long been a key part of its regional economy, said Jim Standohar, the franchise's marketing manager.

"If the Endurance vehicle can do what it says it can do, it could be a viable option for us," he said. "The maintenance savings alone would be appealing to anybody. There's no oil change, no gas, no filter, no maintenance other than the four wheels."

Range and charging speed, though, could be a concern as the Servpro franchise is a 24/7 operation that needs vehicles ready at all times, Standohar noted. Businesses whose fleets travel cross country could face similar difficulties, Abuelsamid added.

ChargePoint Inc., which sells charging infrastructure, is working to deploy its stations along major corridors. In partnership with the National Association of Truck Stop Operators, \$1 billion in private and public funding will add charging stations at more than 4,000 U.S. travel plazas by 2030.

"That is going to enable folks in the transport business," said Bill Loewenthal, senior vice president of product, "as well as general consumers who are moving across the country."

An added challenge to new truck nameplates is that the segment is the most loyal among car buyers. Of Ford truck owners, 72% buy another Ford truck, according to Strategic Vision. Plymouth-based Rivian Automotive LLC's \$69,000 R1T and Tesla Inc.'s \$39,900 science-fiction-like Cybertruck, however, are likely to find customers among affluent buyers looking for the electric-truck lifestyle, Abuelsamid said.

With Rivian getting backing from the likes of Ford and <u>Amazon.com [amazon.com]</u> Inc., and with Tesla's market value having skyrocketed year-over-year, "automotive executives would like to be (Tesla CEO) Elon Musk," Strategic Vision's Alexander said. "Everybody is looking for what is the next thing. We will see if electric trucks are it."