

# **LORDSTOWN MOTORS CORP.**

## **CODE OF BUSINESS CONDUCT AND ETHICS**

### **Introduction**

It is the general policy of Lordstown Motors Corp. (the “**Company**”) to conduct its business activities and transactions with the highest level of integrity and ethical standards and in accordance with all applicable laws. In carrying out this policy, the Company has adopted the following Code of Business Conduct and Ethics (this “**Code**”). All directors, officers, and employees of the Company are subject to the policies contained in this Code.

This Code covers a wide range of business practices and procedures. It does not cover every issue that may arise, but it sets out basic principles to guide all directors, officers and employees of the Company and its subsidiaries. All such persons must conduct themselves accordingly and seek to avoid even the appearance of improper behavior. Those who violate the standards in this Code or who fail to cooperate with Board of Directors (the “**Board**”) and management directions given to effect compliance with this Code may be subject to disciplinary action, possibly including termination of employment.

Any questions relating to how this Code should be interpreted or applied should be addressed to the Company’s General Counsel (the “**General Counsel**”) or such other person who may be designated for this purpose (the “**Code of Ethics Contact**”). For purposes of this Code, the Code of Ethics Contact may be different for various employees. With respect to the conduct of directors, the Company’s Chief Executive Officer (“**CEO**”) and Chief Financial Officer (“**CFO**”), the Code of Ethics Contact is the General Counsel. With respect to the conduct of employees (other than the CEO or the CFO), the Code of Ethics Contact may be the General Counsel or such other person who may designated for this purpose. Any material transaction or relationship that could reasonably be expected to give rise to a conflict of interest as discussed below should be discussed with the Code of Ethics Contact.

### **Basic Principles and Practices**

#### **1. Compliance with Laws, Rules and Regulations**

It is the Company’s policy to comply with all applicable laws, rules and regulations. It is the personal responsibility of each employee, officer and director to adhere to the both the spirit and the form of the standards and restrictions imposed by those laws, rules and regulations in the performance of their duties for the Company, including those relating to accounting and auditing matters and insider trading.

#### **2. Confidentiality**

In carrying out the Company’s business, directors, officers and employees often learn confidential or proprietary information about the Company, its customers, suppliers, or joint venture parties. Employees, officers and directors must maintain the confidentiality of all information so entrusted to them, except when disclosure is authorized or legally mandated. This duty of confidentiality is important both as to the Company’s competitive position and with respect

to the securities laws applicable to the Company as a public company. Confidential information cannot be disclosed by any employee to any third party unless the third party has signed a nondisclosure agreement approved by the Company's management, and should be divulged only to persons having a need to know the information in order to carry out their job responsibilities. Further, you may not use any confidential information other than for legitimate, Company-related reasons. You must also abide by any specific agreements regarding confidentiality or invention assignments between you and the Company and Company policies regarding confidentiality between you and the Company. Nothing in this Code of Ethics, any confidentiality agreement, or any other employee policy limits your rights under applicable law to provide truthful information to regulatory, judicial, administrative or other governmental authorities, including the filing of a charge with or participation in any investigation or proceeding conducted by federal, state or local authorities.

Consistent with the foregoing, all directors, officers and employees should be discreet with respect to confidential information about the Company or any other companies as to which such person receives information not available to investors generally and not discuss it in public places.

Confidential information related to the Company or any other companies includes any non-public information that would be harmful to the relevant company or useful or helpful to competitors if disclosed, including a variety of materials and information regarding the ongoing operations and plans of the Company, and also includes information that customers, partners or vendors have provided to us. For example, confidential information can include facility or product development plans, patents, significant new contracts, information regarding the financial health and performance of the Company or other companies, salary and personnel information, plans regarding significant acquisitions or divestitures, plans to raise additional capital and marketing and sales plans.

### **3. Conflicts of Interest**

A "conflict of interest" arises when a person's interests interfere or appear to interfere with the interests of the Company. A conflict of interest can arise when a director, officer or employee takes actions or has interests that may make it difficult to perform his or her work for the Company objectively and effectively. A conflict of interest may also arise when an individual, or a member of his or her family or a person with whom he or she has a close personal connection, receives an improper personal benefit as a result of his or her position in, or relationship with, the Company. Breach of confidentiality obligations can also give rise to a conflict of interest. Moreover, the appearance of a conflict of interest alone can adversely affect the Company and its relations with customers, suppliers and employees.

Directors, officers and employees are expected to use good judgment, to adhere to high ethical standards and to avoid situations that create an actual or potential conflict of interest. It is almost always a conflict of interest for employees to work simultaneously for a competitor, customer or supplier.

In most cases, anything that would constitute a conflict for a director, officer or employee also would present a conflict if it is related to a member of his or her family. If a director, officer or employee or someone with whom such person has a close relationship (e.g., a family member

or close companion) has a financial or employment relationship with an actual or potential competitor, supplier or customer, such person must disclose this fact in writing to the Code of Ethics Contact. The Company may take any action that it deems necessary in its sole discretion to avoid or remedy an actual, prospective or perceived conflict of interest.

Interests in other companies, including potential competitors and suppliers, that are purely for investment purposes, are not significant to the individual and do not include involvement in the management of the other entity are not generally considered conflicts unless otherwise determined by the Board.

A conflict of interest may not always be clear; therefore, you should consult with higher levels of management if you have any questions. Any director, officer or employee who becomes aware of a conflict or a potential conflict should bring it to the attention of the Code of Ethics Contact. In addition to the requirements of this Code, directors and officers must comply with the Company's policy with respect to the approval of related party transactions at all times.

Service to the Company should never be subordinated to personal gain and advantage. Conflicts of interest should, wherever possible, be avoided.

Fidelity or service to the Company should never be subordinated to or dependent on personal gain or advantage. Conflicts of interest should be avoided.

#### **4. Corporate Opportunities**

Employees, officers and directors must not take for themselves personally (or direct a third party to take) opportunities that are discovered through the use of Company property or confidential information or your position with the Company or the position of the Company without the consent of the Board or its designees unless the Company has already been offered the opportunity and turned it down. No director, officer or employee may use corporate property, information or position for improper personal gain, and no employee may compete with the Company directly or indirectly while they are employed by the Company. You owe a duty to the Company to advance its legitimate interests when the opportunity to do so arises.

Sometimes the line between personal and Company benefits is difficult to draw, and sometimes there are both personal and Company benefits in certain activities. Employees, officers and directors who intend to make use of Company property or services in a manner not solely for the benefit of the Company should consult beforehand with the Code of Ethics Contact.

#### **5. Fair Dealing**

We believe in succeeding through honest business competition. We do not seek competitive advantages through illegal or unethical business practices. Each director, officer and employee should endeavor to deal fairly with the Company's customers, suppliers, competitors and employees. No director, officer or employee should take unfair advantage of anyone through manipulation, concealment, abuse of privileged information, misrepresentation of material facts, or any other unfair business practice.

## **6. Payments or Gifts from Others**

Under no circumstances may directors, officers or employees, make or accept any offer, payment, promise to pay, or authorization to pay any money, gift, or anything of value to or from customers, vendors, consultants, or others that is perceived as intended, directly or indirectly, to influence any business decision, any act or failure to act, any commitment of fraud, or opportunity for the commission of any fraud. Inexpensive gifts, infrequent business meals, celebratory events and entertainment, provided that they are not excessive or create an appearance of impropriety, do not violate this policy provided that the nature and cost are accurately recorded on the books and records of the Company and they comply with the Company's policies with respect to compliance with anti-bribery and anti-corruption laws, if applicable. Questions regarding whether a particular payment or gift violates this policy are to be directed to the Code of Ethics Contact.

The Company complies with all applicable anti-bribery and anti-corruption laws, including the U.S. Foreign Corrupt Practices Act. You are expected to comply with the Company's policies with respect to compliance with these laws at all times.

Employees offering business courtesies to U.S. state, territory, and local government employees must follow the rules and regulations governing the acceptance of business courtesies by state and local government employees in addition to the rules outlined in this Section. Offering, giving or receiving payments or gifts in connection with government contracts or to federal government employees are subject to unique requirements under federal criminal, civil and administrative statutes and regulations. Company employee are prohibited from offering or giving payments or gifts including business courtesies to federal government employees unless permitted by the Company's policies applicable to government contracts ethics and compliance.

## **7. Health and Safety**

The Company strives to provide a safe and healthy work environment. All employees have responsibility for maintaining a safe and healthy workplace for all other employees by following the Company's safety and health rules, policies and practices and reporting accidents, injuries and unsafe equipment, practices or conditions.

## **8. Insider Trading**

You are not permitted to use, share or disseminate confidential information to, or enable others to, purchase or sell securities in violation of the federal securities laws or for any other purpose except the conduct of our business. To use confidential information for personal financial benefit or to "tip" others who might make an investment decision on the basis of this information is not only unethical, but is also illegal. You are expected to comply with the Company's Insider Trading Policy.

## **9. Protection and Proper Use of Company Assets**

All directors, officers and employees should protect the Company's assets and ensure their efficient use. All Company assets should be used only for legitimate business purposes.

## **10. Disclosure**

The Company's periodic reports and other documents filed with the Securities and Exchange Commission ("SEC"), including financial statements and other financial information, must comply with applicable federal securities laws and SEC rules. Each director, officer and employee, to the extent involved in the Company's disclosure process, must: (a) be familiar with and comply with the Company's disclosure controls and procedures and its internal control over financial reporting, to the extent relevant to his or her area of responsibility, so that the Company's public reports and documents filed with the SEC comply in all material respects with the applicable federal securities laws and SEC rules; and (b) to the extent appropriate within his or her area of responsibility, take all necessary steps to ensure that all filings with the SEC and all other public communications about the financial and business condition of the Company provide full, fair, accurate, timely and understandable disclosure.

Each director, officer or employee, to the extent involved in the Company's disclosure process, must:

- familiarize himself or herself with the disclosure requirements applicable to the Company as well as the business and financial operations of the Company; and
- not knowingly misrepresent, or cause others to misrepresent, facts about the Company to others, whether within or outside the Company, including to the Company's independent auditors, governmental regulators and self-regulatory organizations.

## **11. Record Keeping**

The Company requires honest and accurate recording and reporting of information in order to make responsible business decisions. If you use a business expense account, expenses to be reimbursed must be documented and recorded accurately. If you are not sure whether an expense is appropriate, ask your supervisor.

All of the Company's books, records, accounts and financial statements must be maintained in reasonable detail, must appropriately reflect the Company's transactions and must conform both to applicable legal requirements and to the Company's system of internal controls. All Company business data, records and reports must be prepared truthfully and accurately. The Company's business records must be maintained for the periods specified in the Company's applicable record retention policies.

Employees who contribute to or prepare the Company's financial statements, public filings, submissions or communications should do so in accordance with the following guidelines:

- All accounting records, as well as reports produced from those records, must be prepared in accordance with the laws of each applicable jurisdiction.
- All records must fairly and accurately reflect the transactions or occurrences to which they relate.
- All records must fairly and accurately reflect, in reasonable detail, the Company's assets, liabilities, revenues and expenses.

- The Company's accounting records must not contain any false or intentionally misleading entries.
- No transactions should be intentionally misclassified as to accounts, departments or accounting periods.
- All transactions must be supported by accurate documentation in reasonable detail and recorded in the proper account and in the proper accounting period.
- No information should be concealed from independent auditors.
- Compliance with the Company's system of internal accounting controls is required.

Business records and communications often become public, and employees should avoid exaggeration, derogatory remarks, guesswork or inappropriate characterizations of people and companies that can be misunderstood. This applies equally to e-mail, internal memos and formal reports.

## **12. Implementation**

Violations of this Code or of any direction given by the Board or management in order to effect the provisions, goals, and aims of this Code may result in disciplinary action, including termination of employment.

## **13. Waiver**

Any waiver of this Code for directors or officers may be made only by the Board and will be promptly disclosed as required by law and the Nasdaq Stock Market, Inc. Marketplace Rules. Any person who believes that a waiver may be called for should discuss the matter with the Code of Ethics Contact.

## **14. Reporting Violations of this Code**

The Audit Committee is responsible for applying and has the authority to interpret this Code in any particular situation.

Directors, officers and employees are responsible for being aware of the corporate policies applicable to their activities and to comply with them fully. If you become aware of illegal activity, unethical behavior, a violation of this Code or believe that a violation may take place in the future, you should promptly report the matter to the Code of Ethics Contact. Failure to report a known violation allows misconduct to go unremedied and could itself be a violation.

We will not allow retaliation against an employee for reporting a possible violation of this Code. Retaliation for reporting a federal offense is illegal under federal law and prohibited under this Code. The employee is protected from retaliation even if the investigator does not agree that there has been a violation.

Such report may be made in person or in writing, and may be anonymous, at the employee's discretion, through the following:

- Anonymous hotline at 833-401-0002
- With respect to the conduct of employees (other than the CEO or the CFO), through the hotline on the Company's website at [www.lighthouse-services.com/lordstownmotors](http://www.lighthouse-services.com/lordstownmotors); and
- With respect to the conduct of directors, the CEO and the CFO, to the General Counsel.

Employees submitting a report on an anonymous basis are strongly encouraged to keep a copy of the report (if made in writing) and a record of the time and date of their submission, as well as a description of the matter as reported if the report was not in writing. Employees are encouraged to provide as much specific information as possible, including names, dates, places and events that took place, relevant documents and the employee's perception of why the incident(s) may be misconduct.

The Company will follow the following procedures in investigating and enforcing this Code and in reporting on the Code:

- The General Counsel will take all appropriate action to investigate any violations reported. In addition, the General Counsel shall report each violation and alleged violation involving a director or an executive officer or involving accounting, internal accounting controls or auditing matters to the Chairperson of the Audit Committee.
- The Audit Committee will conduct such additional investigation as it deems necessary. If the Audit Committee determines that a director or executive officer has violated this Code, it will report its determination to the Board of Directors. Upon being notified that a violation has occurred, the Board of Directors will take such disciplinary or preventive action as deemed appropriate.

Notwithstanding the foregoing, the Code does not prohibit a director, officer or employee from providing information to a federal regulatory or law enforcement agency, any member of Congress, or any committee of Congress, in connection with conduct that such person reasonably believes constitutes a violation of a criminal statute (including antifraud statutes) or any rules or regulations of the SEC, whether or not reported internally as described above.

## **15. What to Do if You Have Questions or Are Unsure About a Transaction**

We must all work to ensure prompt and consistent action against violations of this Code. However, in some situations, it is difficult to know right from wrong. Since we cannot anticipate every situation that will arise, it is important that we have a way to approach a new question or problem. These are the steps to keep in mind:

- Always ask first, act later. If you are unsure of what to do in any situation, seek guidance from your supervisor or the Code of Ethics Contact before you act.

- Make sure you have all the facts. In order to reach the right solutions, you must be as fully informed as possible.
- Ask yourself: What specifically am I being asked to do? Does it seem unethical or improper? This will enable you to focus on the specific question you are faced with, and the alternatives you have. Use your judgment and common sense; if something seems unethical or improper, it probably is.
- Discuss the problem with your supervisor. This is the basic guidance for all situations. In many cases, your supervisor will be more knowledgeable about the question, and will appreciate being brought into the decision-making process.
- Seek help from Company resources. In the event it is inappropriate to discuss an issue with your supervisor, or if you do not feel comfortable approaching your supervisor with your question, you may also call the Code of Ethics Contact.
- You may report ethical violations in confidence and without fear of retaliation. If your situation requires that your identity be kept secret, your anonymity will be protected.
- **If you have any questions or uncertainties regarding this Code or are unsure as to whether a transaction is consistent with this Code, please contact the Code of Ethics Contact.**

## **16. Accountability for Adherence to this Code**

The Board shall determine, or, with respect to matters not involving directors or officers, designate appropriate persons to determine, appropriate actions to be taken in the event of violations of this Code. Such actions shall be reasonably designed to deter wrongdoing and to promote accountability for adherence to this Code, and shall include written notices to the individual involved that the Board or its designee has determined that there has been a violation, and may include censure by the Board or its designee, demotion or re-assignment of the individual involved, suspension with or without pay (as determined by the Board or its designee) and termination of the individual's employment or other service.

As amended by the Board of Directors as of July 26, 2022