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

SCHEDULE 14A
(Rule 14a-101)

Proxy Statement Pursuant to Section 14(a) of the
Securities Exchange Act of 1934

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

- Preliminary Proxy Statement
 Confidential, for use of the Commission only (as permitted by Rule 14a-6(e)(2))
 Definitive Proxy Statement
 Definitive Additional Materials
 Soliciting Material Pursuant to §240.14a-12

WORKHORSE GROUP INC.
(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if Other Than the Registrant)

Payment of Filing Fee (Check the appropriate box):

- No fee required.
 Fee paid previously with preliminary materials.
 Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.
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WKHS ISS Recommendation FOR Release

**Workhorse Highlights ISS Recommendation that Stockholders
Vote FOR the Proposal to Increase the Number of Authorized Shares**

CINCINNATI, August 4, 2023 – Workhorse Group Inc. (Nasdaq: WKHS) (“Workhorse” or “the Company”), an American technology company focused on pioneering the transition to zero emission commercial vehicles, today highlighted the recommendation by leading independent proxy advisor Institutional Shareholder Services Inc. (“ISS”) that Workhorse stockholders vote FOR the proposal to increase the number of authorized shares of Workhorse common stock in connection with the upcoming Special Meeting, which is scheduled to be held on August 28, 2023.

The Company issued the following statement:

We have taken decisive steps to rebuild Workhorse over the last two years, and we are making important progress executing our strategy to stabilize, fix and ultimately grow Workhorse. We have revamped our management team, revitalized our facilities and are advancing on our clear product roadmap across our commercial EVs and Aerospace businesses.

At the same time, from a position of strength, we are exploring a range of options to ensure we have the financial resources to achieve our goals. To be successful, we need our stockholders’ support to help us build a financial bridge to continued growth and value creation. **We encourage our stockholders to follow ISS’s recommendation and vote FOR the proposal to increase the number of authorized shares of Workhorse common stock.**

For more information regarding the proposal and how to vote visit www.VoteWKHS.com.

YOUR VOTE IS IMPORTANT TO THE FUTURE OF WORKHORSE

The Workhorse Board of Directors strongly urges stockholders to vote the proposal to increase the number of authorized shares of Workhorse common stock.

Holders of a majority of ALL our shares of common stock are required to vote in favor of this proposal for it to be approved. The Company, therefore, urges stockholders to vote FOR the proposal today.

Please follow the instructions shown on the proxy card or voting instruction form to vote your shares today. You can vote online or by phone until 11:59 P.M. ET on August 27, 2023. Or you can sign and mail in your proxy card.

Stockholders who have questions or need assistance voting your shares, please contact Morrow Sodali, Workhorse’s proxy solicitor:

Phone: 800-607-0088
wkhs.info@investor.morrowsodali.com

About Workhorse Group Inc.

Workhorse is a technology company focused on providing ground and air-based electric vehicles to the last-mile delivery sector. As an American original equipment manufacturer, we design and build high performance, battery-electric trucks and drones. Workhorse also develops cloud-based, real-time telematics performance monitoring systems that are fully integrated with our vehicles and enable fleet operators to optimize energy and route efficiency. All Workhorse vehicles are designed to make the movement of people and goods more efficient and less harmful to the environment. For additional information visit workhorse.com.

FORWARD LOOKING STATEMENTS

This press release contains certain forward-looking statements within the meaning of federal securities laws with respect to Workhorse Group Inc. (the "Company"), including statements relating to the amendment of our Articles of Incorporation in Nevada and its potential impact on the Company's ability to obtain financing, build its offerings of commercial electrical vehicles, expand its aerospace business, and capture additional avenues for growth. Forward-looking statements are predictions, projections, and other statements about future events based on current expectations and assumptions and, as a result, are subject to risks and uncertainties. Many factors could cause actual future events to differ materially from the forward-looking statements in this press release, including but not limited to: changes in voting and the actual vote counts on the day of the annual meeting; the availability of and need for capital; and the factors, risks and uncertainties regarding the Company's business described in the "Risk Factors" section of the Company's Annual Report on Form 10-K for the fiscal year ended December 31, 2022, filed with the Securities and Exchange Commission (the "SEC") on March 1, 2023, and the Company's Quarterly Report on Form 10-Q for the fiscal quarter ended March 31, 2023, filed with the SEC on May 15, 2023. These filings identify and address other important risks and uncertainties that could cause actual events and results to differ materially from those contained in the forward-looking statements. Forward-looking statements speak only as of the date they are made. Readers are cautioned not to put undue reliance on forward-looking statements, and, except as required by law, the Company assumes no obligation and does not intend to update or revise these forward-looking statements, whether as a result of new information, future events, or otherwise.

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