
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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WHY YOU SHOULD VOTE FOR

→ Your vote **FOR** the proposal to increase our common stock authorization at the upcoming Special Meeting is important to ensuring we advance Workhorse's transformation and product roadmap.

We want to make sure you have the information you need to make an informed vote. Here are a few of the key questions we are hearing regarding the proposal.



Why are you seeking to increase the authorized shares of Workhorse common stock?

Simply put, we need to fund our business. To do so, we need access to additional equity so we can obtain new financing.

We have been strategic in approaching our balance sheet and financing efforts to date and **with this proposal our objective is to issue the shares we need to so we can fund the Company's operations.**



What will Workhorse use the additional capital for?

Workhorse plans to use these funds to **advance our commercial EV product roadmap, grow our Aero business and invest in our facilities and other initiatives.** Specifically, we plan to use the financing toward working capital, operating expenses and capital expenditures needs.



Why should I vote?

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. Every vote counts. **Your vote FOR the proposal will help us build a financial bridge to continued growth and long-term stockholder value**



YOUR VOTE IS IMPORTANT!

For more information and instructions on how to vote FOR the proposal go to www.VoteWKHS.com





ANSWERING YOUR QUESTIONS LIVE

On August 24, 2023 at 10:00 AM ET, Workhorse CEO, Rick Dauch, and CFO, Bob Ginnan will hold a webcast to discuss the Special Meeting and answer stockholder questions.

This event is an opportunity for stockholders, both large and small, to ask questions regarding the Company's long-term strategy, product roadmap, financial position and the proposal to increase the number of authorized shares of Workhorse common stock. →

The webcast can be accessed at **VoteWKHS.com** and a replay will be available following the event.

Workhorse stockholders can submit questions to **vote@workhorse.com** by **5:00 PM ET on August 23, 2023.**

HOW TO VOTE:

The Special Meeting is scheduled to be held on August 28, 2023. Workhorse stockholders of record at the close of business on July 10, 2023 (the "Record Date"), are entitled to vote at or in advance of the special meeting.

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. Because of this, it is imperative that every stockholder who wants Workhorse to be able to achieve the goals described above vote their shares 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:

M O R R O W Phone: (800) 607-0088
S O D A L I Email: wkhs.info@investor.morrowsodali.com

FORWARD LOOKING STATEMENTS

This communication 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, 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, and the Company's Quarterly Report on Form 10-Q for the fiscal quarter ended June 30, 2023, filed with the SEC on August 14, 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.