
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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Workhorse Group Reminds Stockholders to Vote “FOR” the Proposal to Increase the Number of Authorized Shares

CINCINNATI – August 22, 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 reminded stockholders to vote “FOR” the proposal to increase the number of shares of Workhorse common stock at the upcoming Special Meeting scheduled for August 28, 2023.

The Company issued the following statement:

We have made significant, tangible progress on our strategic plans to deliver value to stockholders and customers. We need support from our stockholders so we can obtain the financing we need to continue executing on our clear path forward. A vote **FOR** the proposal to increase the number of our authorized shares is a vote for Workhorse to continue:

- advancing its commercial EV product roadmap;
- growing the Aero business; and
- investing in its facilities and other operational initiatives.

We encourage stockholders to follow the recommendations of leading independent proxy advisors ISS and Glass Lewis and help us build a financial bridge to continued growth and long-term stockholder value by voting “FOR” the proposal today.

YOUR VOTE IS IMPORTANT - VOTE TODAY!

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. Workhorse stockholders can visit www.VoteWKHS.com for additional information on the upcoming Special Meeting and proposal.

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:

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

Answering Stockholder Questions

Workhorse is holding a webcast to discuss the Special Meeting and answer stockholder questions on August 24, 2023 at 10:00 AM ET, with Workhorse CEO, Rick Dauch, and CFO, Bob Ginnan. Workhorse stockholders can submit questions to vote@workhorse.com by 5:00 PM ET on August 23, 2023. To access the webcast, go to www.VoteWKHS.com. A replay will be available for two weeks after the completion of the webcast.

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 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, 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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