

HYZON MOTORS INC.

WHISTLEBLOWER POLICY

1. Policy Statement

- 1.1 This Whistleblower Policy (this “**Policy**”) is intended to be read in conjunction with Hyzon Motors Inc.’s (the “**Company**”) Code of Business Conduct and Ethics (the “**Code of Conduct**”), which sets out the standards of conduct required of employees of the Company and its subsidiaries. This Policy is designed to serve as a tool to assist employees who believe they have or may have discovered illegal, unethical, or questionable practices to communicate their concerns confidentially and without fear of reprisals. It is also designed to protect the integrity of the Company’s financial reporting, its business dealings and to support compliance with the Code of Conduct.

2. Scope

- 2.1 This Policy applies to all employees of the Company and its subsidiaries. All employees have the responsibility to report concerns through the reporting channels described below.

3. Responsibilities

- 3.1 The Audit Committee of the Company’s Board of Directors (the “**Audit Committee**”) shall be responsible for reviewing and recommending approval of this Policy to the Board of Directors of the Company (the “**Board**”).
- 3.2 The General Counsel shall be responsible for overseeing the application and administration of this Policy, including receiving, investigating and taking action with respect to concerns that have been reported.

4. Reportable Concerns

4.1 Types of Concerns

All employees have a responsibility to report any matters of conduct that seem illegal, unethical or improper. While the following list provides examples of the types of matters that should be reported, it is by no means exhaustive:

- **Financial Malpractice** – examples include, but are not limited to: destruction of business or financial records; misrepresentation of financial information; and non-compliance with internal financial reporting policies or controls, including management overrides.
- **Suspected Fraudulent Activity** – examples include, but are not limited to: theft; falsification of records; and unlawful or improper payments.

- **Inappropriate Conduct or Unethical Behavior** – examples include, but are not limited to: statements, conduct or actions involving suspending, harassing or discriminating against an individual reporting a concern in good faith in accordance with this Policy; insider trading; corrupt practices, including giving or receiving bribes or other improper benefits; conflict of interest concerns; and non-compliance with internal compliance policies.
- **Attempts to conceal any of the above.**

4.2 **Confidentiality**

All investigations of reported concerns shall be confidential, consistent with the need to understand and address the matter raised and to comply with applicable laws and regulations.

4.3 **Protection from Retaliation**

Protection against retaliation shall be afforded to any employee who raises concerns or questions in good faith regarding actual or potential contravention of the Code of Conduct or a suspected violation of applicable laws, regulations or policies, or who participates in investigations of the concerns raised.

Employees who believe they have been subjected to any discrimination, retaliation or harassment for having reported a concern, or having participated in an investigation of a reported concern, should immediately report the concern to their supervisors, the Investigating Officer (as defined herein) or the Chairman of the Audit Committee. Any such report that discrimination, retaliation or harassment has occurred will be promptly and thoroughly investigated. If such report is substantiated, appropriate disciplinary action shall be taken, up to and including termination of employment for those individuals that engaged in the harassment or retaliation.

You should be aware that you may file a complaint with the United States Secretary of Labor to seek remediation should any retaliatory or discriminatory action be taken against you in connection with any report you make.

5. **Reporting**

5.1 **Direct Reporting**

There are several channels through which employees may report their concerns under this Policy. Consideration should be given to the nature of the concern in choosing the most appropriate channel.

Employees may communicate their concerns by reporting them to:

- a supervisor or another member of management;

- any member of the Company's Internal Audit functions;
- a Human Resources representative;
- the General Counsel; or
- the Company's ethics hotline at 1-(833) 776-0631

If an employee's concern is related to the conduct of an executive officer of the Company, such employee should communicate his or her concerns to the Chairman of the Board, Mr. George Gu at George.Gu@HyzonMotors.com.

The identity of any employee who makes reports pursuant to this Policy shall not be revealed to persons in the employee's department, division or work location. The Company will make good faith efforts to protect the confidentiality of reported concerns and the anonymity of employees making reports by filtering data access through an identification system; *provided, however*, that the Company or its employees may disclose the reporting employee's identity and confidential information if required by applicable law or regulation.

5.2 Whistleblower Website

While employees are encouraged to communicate their concerns openly, as this enables fuller investigation of the allegation, they may also communicate their concerns anonymously. Confidential and anonymous submission of concerns can be made through the Company's whistleblower website at: hyzonmotors.ethicspoint.com

6. Investigation Procedures

6.1 Investigating Officer

The General Counsel shall serve as the investigating officer (the "Investigating Officer") and shall be responsible for conducting investigations of reported concerns. All credible complaints shall be investigated thoroughly. The Investigating Officer shall also have the authority to retain outside legal, accounting or other experts in any investigation as he or she deems necessary to conduct the investigation. Employees should be aware that reporting anonymously can limit the ability of the Investigating Officer to thoroughly investigate a report if insufficient information is provided in the original report.

The [Chief Administrative Officer] shall conduct an investigation in the event that a concern is reported relating to the Investigating Officer.

6.2 Time Scales

Due to the varied nature of complaints it is not possible to lay down precise timelines for investigations. The Investigating Officer shall ensure that any investigations are undertaken as promptly as practicable without affecting the quality and depth of those investigations.

Upon report of a concern, the Investigating Officer shall:

- determine the credibility of the reported concern;
- evaluate the severity of the reported concern to determine whether an internal or external investigation is required; and
- commence the investigation accordingly and, if applicable, maintain oversight of the investigation to ensure its appropriate and timely resolution.

A confidential file for each reported concern shall be maintained for a maximum retention period as specified by applicable law. The Human Resources Director or other appropriate management personnel may be contacted to determine what employment action, if any, should be taken.

6.3 Escalation of Concerns

To the Audit Committee

- Significant concerns, as determined by the Investigating Officer, shall be raised with the Chairman of the Audit Committee by the Investigating Officer; and
- The Investigating Officer should report monthly, or more frequently as appropriate, to the Chairman of the Audit Committee on the results of investigations of reported concerns.

To Executive Management

- The Investigating Officer shall report the results of investigations to the members of executive management with responsibility for the area concerned, as appropriate, in order to advise executive management of the disposition and/or to ensure appropriate resolution of the concern.

7. Retention

The General Counsel shall maintain a log of all reported complaints and concerns, tracking receipt, any investigation and any resolution, and shall prepare a periodic summary report thereof (which shall be made on at least a quarterly basis) for the Audit Committee. The General Counsel shall retain a copy of the summary logs, all submitted reports and all substantive documents provided or generated pursuant to any investigation hereunder for a period of not less than seven years.

8. Compliance with Law

This Policy is intended to meet the requirements of Rule 10A-3(b)(3) under the U.S. Securities Exchange Act of 1934, as amended.

9. Review and Amendments

The Audit Committee shall review this Policy and propose amendments for the Board's approval from time to time as it deems appropriate.