

ATIEVA, INC.
CODE OF BUSINESS CONDUCT AND ETHICS

APPROVED BY THE BOARD OF DIRECTORS
NOVEMBER 18, 2020

Atieva, Inc. (the “Company”) is committed to maintaining the highest standards of business conduct and ethics. This Code of Business Conduct and Ethics (this “Code”) reflects the business practices and principles of behavior that support this commitment. We expect every employee, officer and director of the Company or any majority-owned subsidiary of the Company (collectively, “Personnel”) to not only read and understand the business practices and principles described below, but to also apply good judgment and the highest personal ethical standards in making business decisions. Please remember you should consider not only your own conduct, but also that of your family members, significant others and other people in your household. References in the Code to employees are intended to cover officers and, as applicable, directors.

Do not hesitate to ask questions about whether certain conduct may violate the code, to voice concerns or to clarify gray areas. You should also be alert to possible violations and report them without fear of retaliation. See Section 16 below for instructions on how to ask questions or report violations.

Any employee who violates the standards in this Code may be subject to disciplinary action, that, depending on the nature of the violation and the history of the employee, may range from a warning or reprimand to termination of employment and, in appropriate cases, civil legal action or referral for criminal prosecution.

While this Code covers a wide range of business conduct, it is not the only document that addresses the conduct of our Personnel. For instance, this Code references separate more detailed policies relating to areas such as Anti-Corruption Compliance. Also, the Company’s Employee Handbook includes policies relating to, among other things, harassment and discrimination. If you have any questions about whether your behavior or any behavior you observe is appropriate, it is your responsibility to ask.

You will be asked to execute an electronic certification acknowledging that you have read and will comply with this Policy based on the form in Exhibit A. The acknowledgment must be returned either electronically in a manner provided for by the Company or to the person designated as the Company’s Compliance Officer (the “Compliance Officer”) (as further described Section 16 below) or such Compliance Officer’s designee within ten (10) business days of your receipt of this Code and on an annual basis as the Company may require.

1. HONEST AND ETHICAL CONDUCT

It is our policy to promote high standards of integrity by conducting our affairs in an honest and ethical manner. The Company’s integrity and reputation depends on the honesty, fairness and integrity brought to the job by each person associated with us. Unyielding personal integrity and sound judgment is the foundation of corporate integrity.

2. LEGAL COMPLIANCE

Obedying the law is the foundation of this Code. Our success depends upon each Personnel operating within legal guidelines and cooperating with local, national and international authorities. We expect employees to understand the legal and regulatory requirements applicable to their business units and areas of responsibility. While we do not expect Personnel to memorize every detail of these laws, rules and regulations, we want you to be able to determine when to seek advice from others. If you do have a question in the area of legal compliance, it is important that you not hesitate to seek answers from your supervisor (in the case of employees) or the Compliance Officer.

Violation of domestic or foreign laws, rules and regulations may subject an individual, as well as the Company, to civil and/or criminal penalties.

3. INSIDER TRADING

Immediately following consummation of a Qualified IPO as defined in the Company's Articles of Association, the Company intends to implement an Insider Trading Policy, which will then be posted on the Company's Intranet website and be available to employees for more detailed information. Personnel who have access to confidential (or "inside") information are not permitted to use or share that information for stock trading purposes in violation of the Insider Trading Policy, including "tipping" others who might make an investment decision on the basis of this information.

4. INTERNATIONAL BUSINESS LAWS

Our Personnel are expected to comply with the applicable laws in all countries to which they travel, in which they operate and where we otherwise do business, including laws prohibiting bribery, corruption or the conduct of business with specified individuals, companies or countries. The fact that, in some countries, certain laws are not enforced or that violation of those laws is not subject to public criticism will not be accepted as an excuse for noncompliance. Please also refer to the Company's Anti-Corruption Policy.

5. ANTITRUST

Antitrust laws are designed to protect the competitive process and impose severe penalties for certain types of violations, including criminal penalties. These laws are based on the premise that the public interest is best served by vigorous competition and will suffer from illegal agreements or collusion among competitors. Antitrust laws generally prohibit:

- agreements, formal or informal, with competitors that harm competition or customers, including price fixing and allocations of customers, territories or contracts;
- agreements, formal or informal, that establish or fix the price at which a customer may resell a product or other actions (e.g., fixing margins) that restrict the ability of the customer to set its own prices and terms of business. It is generally acceptable to issue recommended resale prices ("RRPs"), but care should be taken to ensure these are not in fact *de facto* minimum resale prices and customers should be clearly informed that if the Company issues RRP's the customer is free to set the resale price as it sees fit; and
- the acquisition or maintenance of a monopoly or attempted monopoly through anti-competitive conduct.

Certain kinds of information, such as our strategies, business plans, budgets, forecasts, financial and operating information, pricing, production and inventory, should not be exchanged with competitors, regardless of how innocent or casual the exchange may be.

6. ENVIRONMENTAL COMPLIANCE

U.S. Federal and other laws may impose criminal liability on any person or company that contaminates the environment with any hazardous substance that could cause injury to the community or environment. Violation of environmental laws can involve monetary fines and imprisonment. We expect employees to comply with all applicable environmental laws when conducting the business of the Company.

7. CONFLICTS OF INTEREST

We expect our Personnel to be free from influences that conflict with the best interests of the Company or might deprive the Company of their undivided loyalty in business dealings. Even just the appearance of a conflict of interest can be damaging and should be avoided. Whether or not a conflict of interest exists can be unclear. The following are some (but not all) situations that may involve problematic conflicts of interests: (a) employment by, consulting for, or service on the board of a competitor, customer or supplier; (b) ownership by an employee or a family member of a significant financial interest in an entity that does business, seeks to do business or competes with us; (c) solicitation or acceptance of gifts, favors, loans or

preferential treatment by an employee or a family member from any person or entity that does business or seeks to do business with us; (d) certain types of “moonlighting”; and (e) loans to, or guarantees of obligations of, Personnel or their family members by the Company. If you have any questions about a potential conflict or if you become aware of an actual or potential conflict, and you are not an officer or director, you should discuss the matter with your supervisor or the Compliance Officer. Supervisors may not authorize conflict of interest matters or make determinations as to whether a problematic conflict of interest exists without first seeking the approval of the Compliance Officer and providing the Compliance Officer with a written description of the activity. If the supervisor is involved in the potential or actual conflict, you should discuss the matter directly with the Compliance Officer. Officers and directors may seek authorizations and determinations from the Company’s Board of Directors (the “Board”) or a committee of the Board that the Board may expressly designate (as applicable, the “Committee”). Personnel shall not attempt to circumvent these requirements directly or through another person or entity. If you are a member of the Board, compliance with this Section is subject to the Company’s then-current Articles of Association, which will control in the event of any conflict with this Code.

8. CORPORATE OPPORTUNITIES

A Personnel may not take personal advantage of opportunities for the Company that are presented to the Personnel or discovered by the Personnel as a result of the Personnel’s position with us or through the Personnel’s use of corporate property or information. Even opportunities that are acquired privately by you may be questionable if they are related to our existing or proposed lines of business. Significant participation in an investment or outside business opportunity that is directly related to our lines of business must be pre-approved. You may not use your position with us or corporate property or information for improper personal gain, nor should you compete with us in any way. Personnel shall not attempt to circumvent these requirements directly or through another person or entity. If you are a member of the Board, compliance with this Section is subject to the then-current Investors’ Rights Agreement, which will control in the event of any conflict with this Code.

9. FINANCIAL INTEGRITY

The integrity of our records and public disclosure depends upon the validity, accuracy and completeness of the information supporting the entries to our books of account. Therefore, our corporate and business records should be completed accurately and honestly. The making of false or misleading entries is strictly prohibited. Our records serve as a basis for managing our business and are important in meeting our obligations to customers, suppliers, creditors, employees and others. We also rely upon our accounting and other business and corporate records in preparing publicly filed reports. Securities laws require that these reports provide full, fair, accurate, timely and understandable disclosure and fairly present our financial condition and results of operations. Employees who contribute in any way in preparing or verifying these reports should strive to ensure that our financial disclosure is complete, accurate and transparent. Any employee who becomes aware of any departure from these standards has a responsibility to report his or her knowledge promptly to a supervisor, the Compliance Officer, the Audit Committee of the Board, or one of the other compliance resources described in Section 16.

10. FAIR DEALING

Advantages over our competitors are to be obtained through superior performance of our products and services, not through unethical or illegal business practices. Statements regarding the Company’s services must not be untrue, misleading, deceptive or fraudulent. Acquiring proprietary information from others through improper means, possessing trade secret information that was improperly obtained, or inducing improper disclosure of confidential information from employees of other companies is prohibited. If information is obtained by mistake that may constitute a trade secret or other confidential information of another business, or if you have any questions about the legality of proposed information gathering, you must consult your supervisor or the Compliance Officer, as further described in Section 16.

You are expected to deal fairly with our customers, suppliers, employees and anyone else with whom you have contact in the course of performing your job. Employees involved in procurement have a special responsibility to adhere to principles of fair competition in the purchase of products and services by selecting suppliers based exclusively on normal commercial considerations, such as quality, cost, availability, service and reputation, and not on the receipt of special favors. Personnel shall not attempt to circumvent these requirements directly or through another person or entity.

11. GIFTS AND ENTERTAINMENT

Gifts and entertainment relating to government officials is addressed in the Company's Anti-Corruption Policy. Business gifts and entertainment with counterparts in the private sector are acceptable if (a) intended to create goodwill and sound working relationships, and not to gain improper advantage with customers; and (b) consistent with common and acceptable business practice and not extravagant or inappropriate. Personnel shall not attempt to circumvent these requirements directly or through another person or entity. If you have any concerns about whether any gifts or entertainment offered or received by you are appropriate under this code, you are expected to request permission from your supervisor or the Compliance Officer, as further described in Section 16.

12. COMPANY ASSETS

All Personnel are expected to protect our assets and ensure their efficient use. Theft, carelessness and waste have a direct impact on our profitability. Our property, such as office supplies, computer equipment, buildings and products, are expected to be used only for legitimate business purposes, although incidental personal use may be permitted. You may not, however, use our corporate name, any brand name or trademark owned or associated with the Company or any letterhead stationery for any personal purpose.

13. CONFIDENTIALITY

As a Personnel of the Company, you may learn information about the Company or other companies that is confidential and proprietary. You must take care to keep this information confidential. Materials that contain confidential information should be stored securely. Unauthorized posting or discussion of any information concerning our business, information or prospects on the Internet is prohibited. Be cautious when discussing sensitive information in public places like elevators, airports, restaurants and "quasi-public" areas within the Company, such as cafeterias. All the Company emails, voicemails and other communications are presumed confidential and should not be forwarded outside of the Company, except where required for legitimate business purposes. Company employees are bound by the terms of the Proprietary Information and Inventions Agreement or similar terms to which they agree in connection with their employment.

14. MEDIA/PUBLIC DISCUSSIONS

It is our policy to disclose material information concerning the Company to the public only through specific limited channels to avoid inappropriate publicity and to ensure that all those with an interest in the company will have equal access to information. Inquiries or calls from financial analysts should be referred to the Chief Executive Officer, the head of Finance, or the investor relations department, and inquiries or calls from the press should be referred to our marketing and press relations departments. We have designated our communications department as our official spokespersons for marketing, technical and other related information.

15. WAIVERS

Any waiver of this Code for executive officers or directors may be authorized only by our Board or, to the extent permitted by the rules of any stock exchange on which our capital stock is listed, a committee of the Board and will be disclosed to stockholders as required by applicable laws, rules and regulations.

16. QUESTIONS AND REPORTING POTENTIAL VIOLATIONS

Your most immediate resource for any matter related to this code is your supervisor, who may have the information you need or may be able to refer the question to another appropriate source. There may, however, be times when you prefer not to go to your supervisor. In these instances, you should feel free to discuss your concern with the Compliance Officer. We have designated our General Counsel to the position of Compliance Officer to oversee this program, and we may approve another person to act as Compliance Officer by resolution of the Board. The current Compliance Officer shall be identified on the Company's Intranet.

Employees are encouraged to talk to supervisors, managers, or other appropriate personnel about any illegal or unethical behavior or suspected or actual violations of this Code, and, if in doubt, about the best course of action in a particular situation. Depending on the situation, you may also contact the Legal Department, the Human Resources team, the Compliance Officer, or the Integrity Line to be available on Company's Intranet website. We will take prompt disciplinary action against any employee, officer or director who retaliates against you. The Compliance Officer will investigate all reported possible code violations promptly and with the highest degree of confidentiality that is possible under the specific circumstances.

The Company intends to establish an integrity line ("Integrity Line") to enable employees to report any suspected or actual violations of this Code or illegal or unethical behavior, including concerns regarding the Company's auditing and accounting matters. The instructions to access the Integrity Line will be available on the Company's Intranet website. Your contact with the Integrity Line will be kept strictly confidential to the extent reasonably possible within the objectives of this Code.

If any investigation indicates that a violation of this Code has probably occurred, we will take such action as we believe to be appropriate under the circumstances. If we determine that a Personnel is responsible for a Code violation, he or she will be subject to disciplinary action up to, and including, termination and, in appropriate cases, civil action or referral for criminal prosecution.

17. CHANGES; ANNUAL REVIEW

Any changes to this Code shall be effective only upon approval by the Board. The Board or the Committee will review and reassess the adequacy of this Code at least annually. All changes must be promptly disclosed as required by law or regulation.

18. WEBSITE DISCLOSURE

This Code, as may be amended from time to time, shall be posted on the Company's website. The Company shall state in annual proxy statements as required by law that this Code is available on the Company's website and provide the website address as required by law or regulation.

EXHIBIT A

ATIEVA, INC.

CODE OF BUSINESS CONDUCT AND ETHICS ACKNOWLEDGEMENT

I hereby acknowledge that I have received, read, understand and will comply with Atieva, Inc.'s Code of Business Conduct and Ethics (the "Code").

I will seek guidance from and raise concerns about possible violations of this Code with my supervisor, management and the Compliance Officer.

I understand that my agreement to comply with this Code does not constitute a contract of employment.