

Fisker Inc.

2022 Annual Report



**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

FORM 10-K

(Mark One)

☒ **ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the fiscal year ended December 31, 2022

or

☐ **TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the transition period from _____ to _____

Commission file number: 001-39160

FISKER INC.

(Exact name of registrant as specified in its charter)

Delaware

(State or other jurisdiction of
incorporation or organization)

82-3100340

(I.R.S. Employer
Identification No.)

1888 Rosecrans Avenue, Manhattan Beach, CA

(Address of principal executive offices)

90266

(ZIP Code)

Registrant's telephone number, including area code: (833) 434-7537

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Class A Common Stock, par value of \$0.00001 per share	FSR	New York Stock Exchange

Securities registered pursuant to Section 12(g) of the Act: None

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act. Yes ☐ No ☒

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or 15(d) of the Act. Yes ☐ No ☒

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes ☒ No ☐

Indicate by check mark whether the registrant has submitted electronically every Interactive Data File required to be submitted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit such files). Yes ☒ No ☐

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company, or an emerging growth company. See the definitions of “large accelerated filer,” “accelerated filer,” “smaller reporting company,” and “emerging growth company” in Rule 12b-2 of the Exchange Act.

Large accelerated filer	<input checked="" type="checkbox"/>	Accelerated filer	<input type="checkbox"/>
Non-accelerated filer		Smaller reporting company	<input type="checkbox"/>
		Emerging growth company	<input type="checkbox"/>

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act. ☐

Indicate by check mark whether the registrant has filed a report on and attestation to its management’s assessment of the effectiveness of its internal control over financial reporting under Section 404(b) of the Sarbanes-Oxley Act (15 U.S.C. 7262(b)) by the registered public accounting firm that prepared or issued its audit report. ☒

If securities are registered pursuant to Section 12(b) of the Act, indicate by check mark whether the financial statements of the registrant included in the filing reflect the correction of an error to previously issued financial statements. ☐

Indicate by check mark whether any of those error corrections are restatements that required a recovery analysis of incentive-based compensation received by any of the registrant’s executive officers during the relevant recovery period pursuant to §240.10D-1(b). ☐

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Act). Yes ☐ No ☒

The aggregate market value of the voting stock held by non-affiliates of the registrant was approximately \$1,392.0 million as of June 30, 2022 (the last business day of the registrant’s most recently completed second fiscal quarter) based upon the closing sale price on The New York Stock Exchange reported for such date. Shares of Class A Common Stock held by each officer and director and by each person who may be deemed to be an affiliate have been excluded. This determination of affiliate status is not necessarily a conclusive determination for other purposes.

As of February 27, 2023 the registrant had 187,655,512 shares of Class A Common Stock, par value \$0.00001 per share and 132,354,128 shares of Class B Common Stock, par value \$0.00001 per share, outstanding.

DOCUMENTS INCORPORATED BY REFERENCE

Part III incorporates by reference certain information from the registrant’s definitive proxy statement (the “Proxy Statement”) relating to its 2023 Annual Meeting of Stockholders. The Proxy Statement will be filed with the U.S. Securities and Exchange Commission within 120 days after the end of the fiscal year to which this report relates.

FIKER INC.

ANNUAL REPORT ON FORM 10-K
FOR THE FISCAL YEAR ENDED DECEMBER 31, 2022

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CAUTIONARY NOTE REGARDING FORWARD-LOOKING STATEMENTS

This Annual Report on Form 10-K (this “report”) contains forward-looking statements within the meaning of Section 27A of the Securities Act of 1933, as amended (the “Securities Act”), and Section 21E of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), that are forward-looking and as such are not historical facts. These forward-looking statements include, without limitation, statements regarding future financial performance, business strategies, expansion plans, future results of operations, estimated revenues, losses, projected costs, prospects, plans and objectives of management. These forward-looking statements are based on our management’s current expectations, estimates, projections and beliefs, as well as a number of assumptions concerning future events, and are not guarantees of performance. Such statements can be identified by the fact that they do not relate strictly to historical or current facts. When used in this report, words such as “anticipate,” “believe,” “continue,” “could,” “estimate,” “expect,” “intend,” “may,” “might,” “plan,” “possible,” “potential,” “predict,” “project,” “seek,” “should,” “would” and variations thereof and similar words and expressions are intended to identify such forward-looking statements, but the absence of these words does not mean that a statement is not forward-looking. Forward-looking statements in this report may include, for example, statements about:

- our ability to grow and manage growth profitably;
- our ability to continue to enter into binding contracts with OEMs or tier-one suppliers in order to execute on our business plan;
- our ability to execute our business model, including market acceptance of our planned products and services;
- our expansion plans and opportunities;
- our expectations regarding future expenditures;
- our ability to raise capital in the future;
- our ability to attract and retain qualified employees and key personnel;
- the possibility that we may be adversely affected by other economic, business or competitive factors;
- changes in applicable laws or regulations;
- the outcome of any known and unknown litigation and regulatory proceedings;
- our ability to maintain the listing of our Class A common stock, par value \$0.00001 per share (“Class A Common Stock”) on the NYSE;
- the possibility that COVID-19 may adversely affect the results of our operations, financial position and cash flows; and
- other factors described in this report, including those described in the section entitled “*Risk Factors*” under Part I, Item 1A of this report.

The forward-looking statements contained in this report are based on our current expectations and beliefs concerning future developments and their potential effects on our business. There can be no assurance that future developments affecting our business will be those that we have anticipated. These forward-looking statements involve a number of risks, uncertainties (some of which are beyond our control) or other assumptions that may cause actual results or performance to be materially different from those expressed or implied by these forward-looking statements. These risks and uncertainties include, but are not limited to, those factors described in the section entitled “*Risk Factors*” under Part I, Item 1A of this report. Moreover, we operate in a very competitive and rapidly changing environment. New risks and uncertainties emerge from time to time and it is not possible for us to predict all such risk factors, nor can we assess the effect of all such risk factors on our business or the extent to which any factor or combination of factors may cause actual results to differ materially from those contained in any forward-looking statements. Should one or more of these risks or uncertainties materialize, or should any of the assumptions prove incorrect, actual results may vary in material respects from those projected in these forward-looking statements.

The forward-looking statements made by us in this report speak only as of the date of this report. Except to the extent required under the federal securities laws and rules and regulations of the U.S. Securities and Exchange Commission (“SEC”), we disclaim any obligation to update any forward-looking statement to reflect events or circumstances after the date on which the statement is made or to reflect the occurrence of unanticipated events. In light of these risks and uncertainties, there is no assurance that the events or results suggested by the forward-looking statements will in fact occur, and you should not place undue reliance on these forward-looking statements.

WEBSITE AND SOCIAL MEDIA DISCLOSURE

We use our website (www.fiskerinc.com) and various social media channels as a means of disclosing information about the company and its products to its customers, investors and the public (e.g., @fiskerinc, @fiskerofficial, #fiskerinc, #henrikfisker and #fisker on Twitter, Facebook, Instagram, YouTube, TikTok and LinkedIn). The information posted on social media channels is not incorporated by reference in this report or in any other report or document we file with the SEC. The information we post through these channels may be deemed material. Accordingly, investors should monitor these channels, in addition to following our press releases, SEC filings and public conference calls and webcasts. In addition, you may automatically receive e-mail alerts and other information about the Company when you enroll your e-mail address by visiting the “Investor Email Alerts” section of our website at www.investors.fiskerinc.com.

ADDITIONAL INFORMATION

Unless the context indicates otherwise, references in this Annual Report on Form 10-K to the “Company,” “Fisker,” “we,” “us,” “our” and similar terms refer to Fisker Inc. (f/k/a Spartan Energy Acquisition Corp.) and its consolidated subsidiaries (including Fisker Group Inc. or Legacy Fisker). References to “Spartan” refer to our predecessor company prior to the consummation of the Business Combination (as defined below).

PART I

Item 1 Item 1. Business.

Our Vision

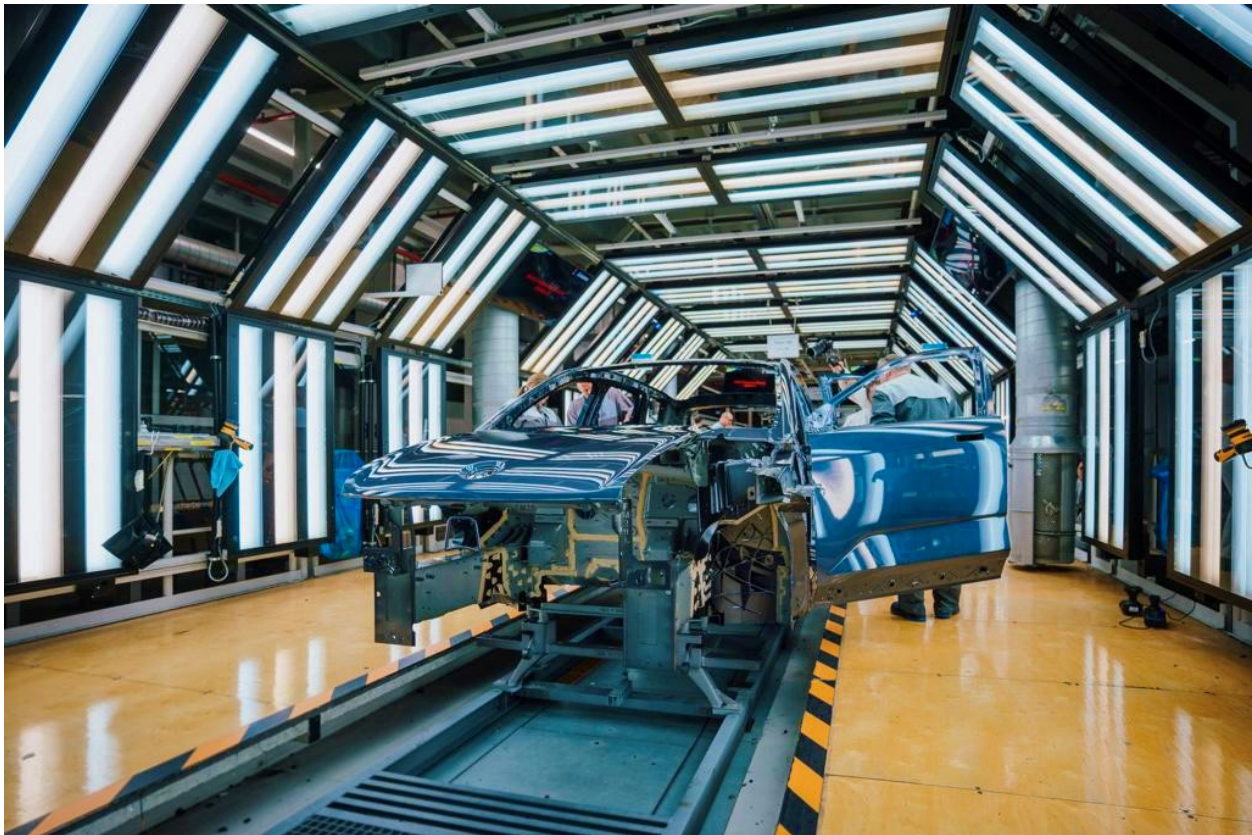
A clean future for all.

Our Mission

Create the world's most emotional and sustainable vehicles.

Overview

We are building a technology-enabled, capital-light automotive business model that we believe will be among the first of its kind and aligned with the future state of the automotive industry. This involves innovations in vehicle development, customer experience, and sales and service that improve the personal mobility experience through technological innovation, ease of use and flexibility. Fisker brings the legendary design and product development expertise of Henrik Fisker – the visionary behind such iconic vehicles as the BMW Z8 sports car and the famed Aston Martin DB9 and V8 Vantage – to deliver high quality, sustainable, affordable electric vehicles that create a strong emotional connection with customers. Central to our business model is the Fisker Flexible Platform Agnostic Design (“FF-PAD”), a proprietary process that allows the design and development of a vehicle to be adapted to any given EV platform in the specific segment size. The process focuses on creating industry leading vehicle designs that can be adapted to match the crucial hard points on an EV platform initially developed by a third-party. This, combined with rapid decision-making, focused supply chain management and outsourced manufacturing, reduces development cost and time to market, creating a new business model for the industry and one that gives Fisker a significant advantage in bringing vehicles to market faster, more efficiently, and with more modern and advanced technology than many competitors.



Our first model, the all-electric Fisker Ocean, has already garnered many awards for its design. As of February 24, 2023, we have received approximately 65,000 Fisker Ocean reservations and orders (including retail and fleet) and approximately 5,600 Fisker PEAR reservations, net of cancellations.

The Fisker Ocean is an all-electric SUV and targets the large and rapidly expanding “premium with volume” segment (meaning a premium automaker producing more than 100,000 units of a single model, such as the BMW 3 Series or Tesla Model 3) of the SUV market. The Fisker Ocean is a five-passenger vehicle with an estimated range, depending on specification, of between 250 and a class-leading 350-miles (depending on the customer’s chosen battery pack, driving conditions, wheel size and testing procedures). The top trim Fisker Ocean Extreme is expected to price in the U.S. at \$68,999 offering an estimated class-leading range of 350 miles, premium amenities, performance, and several industry-first features. Advanced electric powertrain technology, state-of-the-art advanced driving assistance system capabilities, and several industry-first features, combined with an innovative and timeless design, are delivered through advanced software-based user interface enabling a totally re-imagined customer experience. We have also designed the Fisker Ocean for affordability. The well-equipped Fisker Ocean Sport is expected to price in the U.S. starting at \$37,499. The all-wheel drive Fisker Ocean Ultra, with expected U.S. pricing starting at \$49,999, is expected to deliver class-leading range of 340 miles and many compelling features. Our Fisker Ocean is made with a high degree of sustainability, measured across the full vehicle life-cycle. We have prioritized proximity of suppliers and materials, and emphasize recycled and bio-based content. Our vehicle is produced in a carbon-neutral factory and we are working hard to provide renewable energy sourced charging options and will have options for remanufacturing, re-using and recycling over 90% of our vehicle, when it finally comes off the road. Overall, we believe Fisker Ocean is positioned as a highly competitive and affordable all-electric SUV delivering premium styling and features.

Our goal is to revolutionize how customers view personal mobility and vehicle ownership by employing an innovative customer-focused, seamless buying experience. We have a go-to-market strategy with both web-and app-based digital sales, loan financing approvals, leasing, and service management tools with limited reliance on traditional physical “sales-and-service” dealer networks. Prospective customers would be able to “touch and feel” the vehicles at immersive Fisker Lounges and Center + locations, which we anticipate will initially be located in key strategic locations across the United States and Europe. These centers will utilize dynamic augmented and virtual reality for customers to experience the vehicles, their technology, and sustainability features. Fisker believes that this customer-focused approach will drive user engagement in our products, brand and technology, and result in positive customer experiences. Such customer satisfaction, Fisker believes, should result in brand loyalty.

Through our FF-PAD proprietary process combined with rapid product development decision-making and an intense focus on supply chain management, we intend to significantly reduce the capital intensity and investments typically associated with a new car manufacturing business, accelerate the development cycle of new products, and expedite the adoption of advanced technology in several ways, including:

- *Launching with a highly respected brand name in the automotive and EV categories.* The Fisker name is a recognized part of automotive industry history and has established premium EV brand value in the global EV marketplace. Henrik Fisker, Fisker’s co-founder, Chairman, President and Chief Executive Officer, is a pioneer in the EV industry, having launched the world’s first luxury plug-in hybrid EV, and has a track record of successful designs as the former Chief Executive Officer and President of BMW Designworks USA and the former Design Director for Aston Martin. We enter the market with an established brand name that is associated with automotive innovation and superior design.
- *Magna collaboration.* We entered into a cooperation agreement with Magna International Inc. (“Magna”), an industry-leading supplier, technology partner and manufacturer of premium high-quality vehicles. The cooperation agreement sets out the main terms and conditions for certain operational agreements related to platform sharing, component sourcing and manufacturing for the Fisker Ocean. By working with a proven contract manufacturer such as Magna Steyr, we accelerated our time to market, reduced risk for quality vehicle assembly, and gained access to an established global supply chain. We previously entered into a Non-Exclusive Car Platform Sharing Agreement with a Magna International subsidiary and while that agreement remains in force, we have substantially modified and re-engineered Fisker’s FM29 Platform and can commercialize it accordingly.
- *Fisker EV Platforms.* We created FM29, a unique EV platform, that has unique Fisker intellectual property. Our proprietary FF-PAD process is hardware agnostic which will enable us to collaborate with multiple suppliers for development of new, advanced EV platforms. Fisker FM29 Platform is a premium, cross-over SUV platform developed for global markets that we are exploring to adapt into other derivatives, such as a pickup truck (Project Alaska). FP28 (Project PEAR) is a cost-efficient platform which we plan to adapt into other potential derivatives. A third platform is under development (Project Ronin) for high-end luxury vehicles at low volumes.

- *Using an existing manufacturing facility.* We are leveraging contract manufacturers with existing modern manufacturing facilities and trained workforce, which positions us well to meet timing, cost, and quality expectations while optimally matching our cost structure with our projected production ramp. Partnering with Magna on manufacturing is intended to position us to meet our projected production and delivery targets and will enable us to focus on what we believe will be the key differentiators for a new car company: delivering truly innovative design features, a superior customer experience, and a leading user interface that leverages sophisticated software and other technology advancements.
- *Developing a digitally-driven, hassle-free sales and service experience.* We believe that our digital, direct-to-customer sales model reflects today's changing customer preferences and is superior to "traditional" capital intensive and costly automotive sales models. Our proprietary Flexee App will enable vehicle configuration, seamless digital sales and vehicle delivery. We have partnered with established North American and European service providers to create a hassle-free, app-based service experience for our customers.

Fisker's Manufacturing Approach

We decided to seek out partnerships with existing manufacturers rather than constructing new production capacity. On June 12, 2021, we executed a binding Contract Manufacturing Agreement with Magna Steyr Fahrzeugtechnik AG & Co KG ("Magna Steyr") for manufacture of the Fisker Ocean and on May 13, 2021 entered into Project PEAR Cooperation Framework Agreement with AFE, Inc. (a US subsidiary of Foxconn Technology Group) which contemplates that Fisker and Foxconn will enter into a contract manufacturing agreement for manufacture of the Fisker PEAR in the United States. This contract manufacturing approach is intended to lower our upfront costs, while also supporting our ESG mission by reducing the carbon footprint of our operations.

A significant advantage of working with established manufacturing partners is that such enterprises are already connected to the existing automotive supply chain. The maturity of supply chain relationships is critical, and is reflected in the connectivity of business systems and IT infrastructure. A typical vehicle consists of over 5,000 individual parts and assemblies, each of which is sourced from an extended supply chain consisting of thousands of suppliers. Compounding this further is the fact that there is complexity in the vehicle build specifications to suit customer choice. These parts must be delivered to the final point of assembly at a rate and in a sequence that matches planned vehicle production. Considering that a typical automotive facility will assemble these more than 5,000 parts into a complete vehicle at a rate of one vehicle every 45-120 seconds, the smooth running of that logistics effort becomes critical to the running of the operation. Such organizational efficiency is the result of decades of experience and cannot be easily replicated. These critical relationships extend beyond the simple supply of parts and into areas such as local government, where support and cooperation is vital to ensure that local infrastructure updates are considered at a strategic local government level. Such partnerships are also decades in the making, and are critical to the ongoing success of the enterprise.

Growth Strategy

We intend to implement the following growth strategies to drive stakeholder value.

- *Ramp production and deliveries of the Fisker Ocean.* We expect to complete homologation testing in March 2023 followed by regulatory approvals. We anticipate commercial sales will commence shortly thereafter.
- *Re-imagine the customer experience for personal transportation and car ownership.* We believe immense opportunities exist to re-imagine the customer experience for personal transportation and car ownership. We plan to continue to design EVs that will be differentiated in the marketplace by proprietary design innovation and a customer experience delivered through a state-of-the-art, software-based UI. We plan to also continue to develop our proprietary Flexee App to improve the customer experience throughout the entire personal transportation lifecycle. In addition, we are designing our EV's to be compliant with the CCS standard. This will allow our vehicles to charge with existing public charging infrastructure in Europe and North America. We have executed charging network agreements with ChargePoint in North America and an eMobility Service Provider in Europe to be announced soon.
- *Develop additional high value, sustainable EV models.* We believe the combination of our superior design expertise, along with the power and versatility of platforms engineered with industry-leading OEMs and tier-one automotive suppliers, will enable us to efficiently achieve our goal of providing the world with a range of

high value, sustainable EVs. We intend to utilize one or more platforms over time to develop a lifestyle pickup truck and a sport crossover to complement the Fisker Ocean. In addition, in the future, we also plan to explore additional EV platform opportunities that will facilitate the company's mission to revolutionize the personal transportation industry.

Fisker's Vehicles







Our first vehicle will be the Fisker Ocean, an all-electric premium SUV that is expected to have a starting base price of \$37,499 in the U.S. market before any incentives are applied. The Ocean will have at least three option packages, with base prices anticipated to range from \$37,499 (Fisker Ocean Sport) to approximately \$68,899 (Fisker Ocean Extreme and limited-edition Fisker Ocean One) for the most highly-contented trim level. This allows customers with different preferences and means to find a vehicle and price that fits their needs. We revealed these option packages at the Los Angeles Auto Show in November 2021.

Based on our internal simulations, we believe the electric range of the Fisker Ocean will span 250 to over 350 miles, depending on the customer's chosen battery pack, driving conditions, wheel size and testing procedures (e.g., EPA cycle vs. WLTP cycle). We believe our software engineers have the ability to optimize the vehicles' proprietary battery management system and other technical aspects of the battery system to potentially offer longer-range versions. The company's industry-leading basic warranty of six years, 100,000 kilometers; powertrain warranty of 10 years, 160,000 kilometers; and battery warranty of 10 years, 160,000 kilometers (whichever comes first in all cases) will be supported by service centers throughout the region. For service, the company is offering at-home vehicle pick-up, or Fisker Mobile Service, for customers who prefer skilled technicians to come to them. The Fisker Ocean warranty also includes corrosion coverage and roadside assistance.

The Fisker Ocean has many selling points that will set Fisker apart from its competitors, including:

- *California Mode.* Patented California Mode delivers an open-air experience with the push of one button. California Mode enables all of the vehicle's windows – side windows, sunroof and the rear hatch window – to open simultaneously. This feature allows for long items (like a surfboard) to be transported by placing them through the rear window without having to drive with an open hatch. This feature will not work as well on an ICE vehicle as exhaust fumes could enter the cabin.
- *Extra wide track.* For the size of the vehicle and category, we believe the Ocean's extra wide track will, among other technical features, give the Ocean best-in-class ride and handling while maintaining the same tire aspect ratios. The wide track on sports cars contribute to a visually powerful "stance," and we believe this

will further distinguish the Ocean's design. It has also allowed for a more dramatically sculptured body side design and, combined with the dynamic silhouette, we believe it has achieved a class-leading aesthetically arresting and emotional design.

- *Fixed hood.* Major electronic components have been moved under the hood to increase the interior space. The Ocean therefore does not need a traditional opening hood, where extra cost is spent on hinges and seals. This means the Ocean has fewer cut lines in the front end of the car, simplifying the design.
- *User Interface.* The Ocean features a revolve screen with integrated haptic buttons. We have done extensive design development on the highest quality UI to enhance the driving experience. We believe combining a large touch screen with several haptic buttons provides drivers a user-friendly interface that allows drivers to access the most-often-used functions while maintaining their eyes on the road.
- *Autonomy.* We believe autonomous driving technology will ultimately be regulated, produced in high volume by a few large automotive companies, and be available to everyone. We believe we will be able to offer state-of-the-art autonomous driving features through a partnership with industry-leading OEMs and tier-one automotive suppliers. The Ocean will be launched with Fisker Intelligent (FI) Pilot, which will deliver industry-unique features and experiences, including over-the-air updates. The Ocean is engineered with hardware to support future upgrades, higher levels of autonomy and advanced driver assistance features, delivered through post-production software-based updates. Fisker and Magna are working together to develop an industry-unique feature set and a suite of software packages powered by a scalable domain controller architecture. We intend to equip Fisker Ocean with a class-competitive suite of Advanced Driving Assistance features supported by a sensor suite that includes state-of-the-art computer vision technology and digital imaging radar.
- *Solar roof.* The Fisker brand is a pioneer in full length curved solar roof design and integration into a passenger vehicle. We believe that we can continue this leadership and will be providing an optional solar roof with state-of-the-art PV solar cells. The solar roof makes a strong personal statement for those customers that want to fully optimize for zero emissions and sustainability.
- *Vegan interior.* We offer a full vegan interior in the Fisker Ocean without any leather or animal sourced materials.
- *Recycled materials throughout the vehicle.* Sustainability is represented throughout the Fisker Ocean. Specifically, the interior has carpeting and acoustical backing made from recycled polyester and recycled nylon, seating made from recycled plastic bottles, and coatings derived from plant-based materials. Like our carbon neutral manufacturing, some of our key suppliers also produce materials through full carbon neutral processes.
- *Sustainability.* We designed the Fisker Ocean to be the world's most sustainable vehicle, measured through the entire life cycle, from upstream sourcing of low carbon and recycled materials, through logistics, manufacturing, use phase and re-use and recycling when the vehicles finally come off the road. Use of recycled materials is enhanced by other features, such as offering a full-length solar roof, and the fact that we are using existing manufacturing rather than building new plants as part of our asset-light strategy. In addition, we work with our suppliers to source and produce through highly sustainable methods. The sustainability features extend to the full vehicle, where Fisker utilizes innovative materials. Our available Solar Sky roof can add over 1,500 miles of clean, free charging from the sun and materials that reinforce our focus on recycling and reuse. For example, through the reuse of tire manufacturing by-products, recycled and bio-based materials, we significantly reduce the amount of process waste that would otherwise go to landfill and reduce the overall CO2 footprint of the Fisker Ocean. We are also working with suppliers who recover and repurpose materials such as plastics and carbon fiber. These suppliers recover materials that are landfill and ocean-bound, such as plastic bottles and fishing nets, and reprocess them into automotive grade feedstock which can then be used to produce new interior trim, fabrics, acoustic backing, and moldings. In doing so, we reinforce our requirement to minimize 'new' hydrocarbon-based feedstock, while simultaneously providing an outlet for, and supporting, those suppliers who are investing in ocean clean up and potentially landfill commodities as an alternate source of raw material.

Fisker has plans to introduce three more vehicles by the end of 2025. For these vehicles, we plan to use our own platforms and in-house FF-PAD with one or more industry-leading OEMs and suppliers.

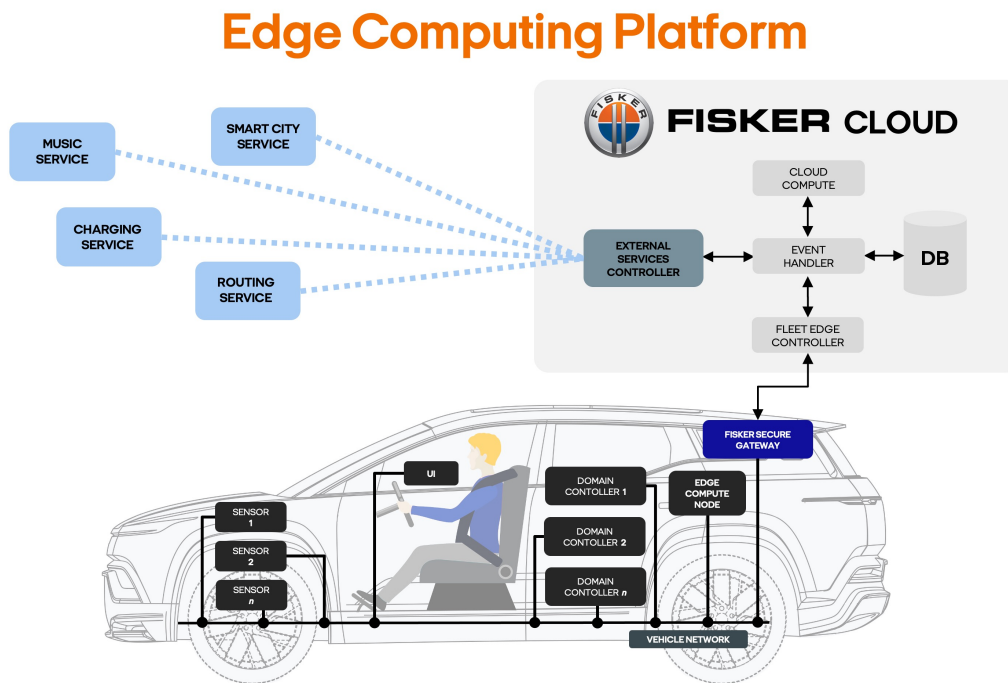
New electronics architecture

The Fisker Ocean electronics architecture is based around a small number of key domain controllers, for advanced driver assistance functions, drivetrain and battery management, and infotainment. A traditional vehicle electronics architecture typically contains a high number of independent and self-contained modules, each a black box to the rest of the car. This architecture, based on domain computers, opens new avenues for integration, sensor fusion, and an adaptive and evolving user experience. A connectivity module enables full communication with the Fisker cloud and the possibility for edge computing, while over-the-air (“OTA”) software updates ensure the in-car experience can stay ahead of market expectations.

We anticipate that future generations of Fisker architecture will integrate automotive requirements into customized electronics chips and boards, with hardware accelerators for AI, machine-learning, and computer-vision. This further reduction in electronics component counts is designed to lower power consumption, increase computational power, and allow for even greater scope for feature integration and optimization.

Digital car of the future: delivered over the air

The new electric, digital car is more technologically sophisticated than its predecessors. Many immediate benefits to the customer of this always-online car will be evident in the infotainment system. Entertainment and productivity apps, mobility services, and navigation aids can keep pace with the latest regional trends. The integrated and fully connected nature of the digital car opens new opportunities for innovation, and enables functions previously impossible, such as predictive maintenance and remote fault diagnosis.



Through edge computing and 4G, later ultra-low latency 4G connectivity, it also becomes possible for cloud computing resources to be used as a seamless extension of the computing power in the car. Continuous software updates, both for embedded systems in the car and functions hosted in the cloud, let the digital car grow and become smarter over its lifetime. Fisker automotive design is meeting all functional safety requirements outlined by ISO 26262 and SO/SAE 21434 which covers security management, and cybersecurity within the Fisker product development lifecycle.

E-powertrain

We intend to utilize software to improve the powertrain performance, making the cars more efficient, allowing more instantaneous power output, or improving the charging experience. For example, powertrain parameters could be tailored to

each driver in real time, based on driving habits, traffic density, road geometry, and environmental conditions. The optimal characteristics of the motors could be constantly measured and altered, and the level of the recuperation system could be adjusted in real time. On-board diagnostics, combined with predictive models and anomaly detection could guide the customer to schedule a service appointment before they even perceive any symptoms, possibly averting a costly repair.

UX/UI

We expect that our EVs will always be “connected.” Our next-generation connectivity platform will enable the seamless integration of online services and functions, whether unique Fisker services or from third parties. Features that are visualized on the large center touchscreen or digital instrument cluster will meet strict driver-distraction guidelines and will be rendered in high resolution through Fisker’s custom UI framework. The leading-edge head-up display will project useful information onto the windshield so the driver’s eyes never need to leave the road. The Flexee App seamlessly connects to the car, ensuring the customer’s digital life and driving experience meet in the car.

With data analysis, cloud computing, and OTA updates, we expect the in-car experience will adapt over time to the driver, not the other way around as has traditionally been the case.

Sales-Go To Market Strategy

We believe over the next seven years, the U.S. and E.U. EV market will be broken down into three fundamental segments: the white space segment, the value segment and the conservative premium segment. All three segments will attract customers from traditional ICE vehicles, but the largest growth, by volume, will be the white space segment and the value segment.

EV Segment	Attributes of Segment	Fisker Plan within Segment
White space segment	<p>Currently occupied by Tesla globally and by a few Chinese EV independent start-ups operating in China only.</p> <p>Appeals to customers who want to be part of the new EV movement, who value sustainability and ESG.</p> <p>Can only be occupied by pure EV brands that only produce EVs with a clear commitment towards zero emission vehicles.</p>	<p>We believe we will be the primary alternative to Tesla in this segment with the Fisker Ocean priced around the base price of the Tesla Model 3 and Model Y.</p> <p>We believe other EV startups will move into the higher premium priced segments due to the lack of volume pricing of components.</p> <p>We expect to sell approximately 50% of our vehicles into this segment.</p>
Value segment	<p>Focus on price and value proposition—customers will buy vehicles in this segment when the purchase price and cost of maintaining/running fits the budget and is better than an ICE vehicle.</p> <p>Yet to be dominated by any auto maker.</p>	<p>We believe we will penetrate the upper end of this segment by offering a compelling and differentiated price/performance vehicle, compared to other traditional car makers struggling to compete due to lack of volume pricing.</p> <p>We expect to sell approximately 10% of our vehicles into this segment.</p>
Conservative premium segment	<p>Emerging segment currently occupied by several traditional auto makers that are trying to keep their own customers from deflecting to new start up EV makers like Tesla.</p> <p>Vehicles in this segment, produced by the traditional premium automakers, are struggling with a clear EV identity as they try to bridge the traditional ICE attributes with new EV attributes.</p>	<p>We believe our vehicles will be very attractive to customers sitting “on the fence” in this segment, ready to leave their ICE brand, but needing assurance of quality and reliability. This is a segment where we believe we can attract new customers that will come from traditional ICE brands.</p> <p>We believe we will sell approximately 40% of our vehicles into this segment, but it will grow rapidly, as we will be able to offer a more emotional design, an exclusive EV brand, a larger battery and better equipment for the price due to our volume pricing versus the lower volume traditional brands</p>

Service, Marketing and Insurance

Our co-founder Henrik Fisker’s reputation, our collaboration with Magna and our roll-out of the Fisker Ocean generated significant media coverage of the company and its vehicles, and we expect brand awareness to expand with the achievement of each major company milestone. Media coverage and word-of-mouth have been the primary drivers of Fisker’s sales leads, helping us achieve a high volume of reservations without traditional marketing efforts and with a relatively low marketing budget. We plan to continue to expand our social media presence as a key part of our marketing efforts in future periods. Additionally, Mr. Fisker intends to increase his personal engagement on social media in order to make potential customers feel they hear directly from our founder’s “voice.” In addition, we plan to attend global events

and open Fisker Lounges and Center + to give the opportunity for more potential buyers to experience its vehicles. We are also planning a distinctive new customer rewards program and a unique customer retention engagement program.

We intend to offer third-party insurance to our customers to provide for insurance against certain risks, including auto liability and physical damage.

Direct Sales, Service, and Vehicle Financing

We intend to market and will sell our vehicles directly to customers using our proprietary digital platforms, including the Flexee App and website. This digital approach allows us to collect prospective customer data and improve the overall customer experience. We have designed our digital customer interactive platforms to be both cost effective and increase the value proposition and competitiveness of our vehicles.

We believe we will be able to quickly build our brand on a global scale and retain our future customers through direct customer interaction. In addition, we plan to launch a loyalty program catered to our customers' interests and lifestyles. Our tiered approach will bring valuable perks and awards to our loyal base while incentivizing customer engagement and referrals. This program is a unique rewards program that resembles successful programs used in other industries.

We are also planning to offer both financing and insurance of our vehicles directly through our digital platforms. We believe we can reduce the total cost of ownership for our customers and potentially generate additional sources of revenue by providing both financing and insurance for our vehicles. We intend to offer branded financing directly to consumers by commencing with retail installment financing arranged through financial services partners in different countries. In the future, we expect to add leasing solutions, which could include flexible options such as a non-fixed term Flexee lease to facilitate new usage models and increase consumer EV adoption.

We plan to keep introducing new direct-to-customer programs and services to further define our customer experience. As described elsewhere, we also plan to keep Fisker's lean sales, finance, and service model in order to offer great value to our customers regardless of the segment we enter.

Vehicle Maintenance

An important element of vehicle ownership to consumers is maintenance and servicing. We plan to offer a new approach to service that will result in less required infrastructure, higher efficiency, and significantly higher customer satisfaction. Through consumer requests on the Flexee App or information gathered through on-board diagnostics and connectivity, vehicle maintenance needs will be designed to be identified proactively. We expect that the vehicle will be picked up at a customer-specified location and brought to a nearby centralized service facility. This process will avoid the inconvenience that service stops at dealerships represent to consumers today.

Our vehicles are designed to have no "first mandatory service" as our vehicles will not need such a service. We expect service will be needed for mainly two reasons: (1) a fault shows up in the on-board diagnostics/request to go to service or (2) the customer notices something needs to be "fixed" and service is needed. In each case, we will be alerted by either the vehicle's on-board diagnostics or the customer and we will then pick up the customer vehicle at an agreed time and place, service the vehicle and bring it back at an agreed time and place. We expect we will eventually be able to conduct pick-up and delivery without the customer being physically present, using a digital key and a location map.

Our efficient service model will be performed in conjunction with select service partners. We believe this service model delivers a better, faster, and more convenient customer experience. We also believe this model drastically reduces cost, as we do not need to construct and operate dealerships at which to perform service.

We plan to have several company-owned service centers for more technically challenging cases, which will be strategically placed across our geographies.

Fisker Added Value

Because our vehicles will adopt much of the base engineering of an established platform, we intend to focus our design and engineering efforts exclusively on what differentiates our product from the competition, leaving the “reinvention of the wheel” to competitors with the time, the money, and the inclination to do so.

Key among the attributes defining Fisker-brand design and engineering is exterior and interior design language. The Fisker Ocean will establish the look and feel of Fisker products going forward—an evolution of the design language Henrik Fisker developed over his career and with which he has become synonymous. A key element of this design language is the broad shouldered, “muscular” stance of the vehicle. In creating an exterior design with these proportions, our team has taken some key decisions intended to move typical autobody engineering solutions, such as a fixed hood, to a position more relevant to EVs. Not only will this give our vehicles a distinctive, unique look, it also simplifies an otherwise complex manufacturing build tolerance issue. This approach provides greater control of the front-end package and removes certain hardware, ultimately facilitating our desire to design a vehicle with class-leading frontal high-speed impact and pedestrian impact safety.

The Fisker Ocean will also introduce many proprietary customer-focused features. An example is our patented California Mode, a feature that allows for all door windows, the sixth light in the rear quarter, the glazed roof, and the tailgate glass to be fully opened with a single press of one control. Not only does this provide the ideal combination of convertible “openness” with fixed roof safety and security, but it also adds utility to the vehicle, allowing long cargo to be carried through the open tailgate glass.

Fisker-brand design and engineering also encompasses our goal to build the world’s most sustainable vehicles. On the exterior of the vehicle we plan to install one of the largest automotive solar roof installations currently available. Our internal simulations indicate that this feature has the capability to deliver annually the equivalent of up to 1,500 miles of completely carbon free miles in optimum conditions. The technology behind this system is state of the art photovoltaic (“PV”) cells, incorporated into a uniquely designed opening roof.

The sustainability features extend to the interior of the vehicle, where Fisker will utilize several materials that are at the cutting edge of recycling and reuse. For example, through the reuse of tire manufacturing byproducts, we will significantly reduce the amount of process waste that would otherwise go to landfill. We are also working with suppliers who recover and repurpose ocean waste. These suppliers recover plastic materials that have accumulated in oceans, such as bottles and fishing nets, and reprocess them into automotive grade feedstock which can then be used to manufacture new interior trim fabrics and moldings. In doing so we expect to reduce our requirement to source ‘new’ hydrocarbon-based feedstock, while simultaneously providing an outlet for, and thus supporting, those suppliers who are investing in ocean clean up as an alternate source of raw material.

Our design language extends further into the interior of the vehicle with the deployment of our unique UI. In addition to seamless integration of user devices, such as mobile phones and tablets, Fisker has developed a large central screen display that is the largest in its class. This screen is the centerpiece of the Fisker UI and will integrate all main vehicle electrical functions and settings into a single, simple interface. The ergonomics of the central screen are further enhanced by combining user programmable “soft keys” on the touch screen surface, with five fixed switches that control the five most frequently used functions. In this way we expect to deliver a futuristic EV “glass cockpit” without the annoyance of searching through several menus to find that critical function, which has been a criticism of similar systems. The combination of this unique central screen and the digital driver’s display will ensure a class-leading user experience.

Customers and Backlog

Since we first opened our reservation system for the Ocean, we have offered prospective customers the opportunity to make a reservation with the flexibility to cancel at any time. Our retail reservation system is driven through our app and website, with each vehicle reservation requiring a \$250 deposit for the first reservation, and \$100 fully refundable deposit for the second reservation. In the event that someone wishes to cancel the first reservation, there is a 10% charge (\$25) to cover third party and administrative costs for processing the refunds in a timely and secure manner. The retail reservations and cancellations are enabled by our mobile and web Fisker Flexee app, and our potential customers make their reservation and cancellation directly on these automated platforms. A second type of reservation are those made by corporations and

fleet operators. We devote significant time and resources to our fleet customers, ensuring the Ocean is the right choice for their business. As of February 24, 2023, we have received approximately 65,000 Fisker Ocean reservations and orders (including retail and fleet) and approximately 5,600 Fisker PEAR reservations, net of cancellations. As we make more details of the Ocean available and our brand profile increases, we would expect both retail and fleet reservations to organically increase. Further, as we get closer to deliveries, we will be working with our prospective customers to transition their reservation into a contracted order. This would include the detailed vehicle specification (model series, color etc.) and delivery date.

Research and Development

Our research and development activities primarily take place at the following Fisker facilities in Manhattan Beach, San Francisco, and Culver City, California and our partners' facilities.

The majority of our current activities are primarily focused on the research and development of our EVs and software technology platforms. We undertake significant testing and validation of our products in order to ensure that we will meet the demands of our future customers. We are working with various strategic partners to bring Fisker Ocean and other future EV models into commercialization.

Sustainability Actions

As demonstrated in our vision and mission, we are committed to sustainability, which includes our dedication not only to the environment, but also our communities and other stakeholders. ESG is foundational to Fisker and, as a purpose driven company, it is embedded in everything we do. We engage with our community through direct actions such as beach clean-ups and employee food drives. We are currently evaluating incentive and other programs to support sustainability and social accountability throughout our corporate activities.

Fisker's Commitment to Building a Leading ESG, Digital Mobility Company

Our commitment is to build the world's leading, digital-first, next generation mobility company. We are building towards that vision with a commitment to a broad foundation of environmental, sustainability and ethical governance policies. Through this approach, we believe we will create a company that can better serve the needs of all our stakeholders and ultimately deliver greater returns.

We are committed to leading the automotive industry in alignment with our mission, from the thorough analysis of the full life-cycle impact of our vehicles to creating solutions that minimize our carbon footprint and ensuring we responsibly source all of our materials. Our focus is on the total environmental and social impacts of our business throughout our supply chain. We seek to optimize our internal practices and build mutually beneficial relationships with the communities in which we operate.

We have set strong performance standards through our policies, such as our Human Rights and Labor Policy and our Responsible Supplier Policy, including conflict materials chain of custody, of which we will validate. We have aligned with the United Nations Sustainable Development Goals (UNSDG's), as a guidance framework for our internal targets and are using Sustainability Accounting Standards Board (SASB) requirements for measurement and reporting of our vehicles and related metrics. Through dedicated work streams and detailed research with investors, we are focused on providing best-in-class metrics and public ESG disclosures. We published our first ESG Impact Report in 2022.

Our diverse management team and board of directors is a testament to our commitment to diversity and inclusion. We will continue to evaluate our governance structure, hiring practices and pay equity, in accordance with our company policies, industry benchmarks and reporting agencies. We have also created an ESG Advisory Council, comprised of non-company ESG leaders, who will help shape our strategy, our commitments and, work with us to engage in dialogue with NGO's and other stakeholders on important civic issues. In addition to the ESG Advisory Board, we have an internal ESG governance structure, led by the head of ESG, with a leadership planning team that meets weekly, a monthly executive management strategy review team and review of critical material by the Board of Directors.

Intellectual Property

Our success depends in part upon our ability to protect its core technology and intellectual property. We attempt to protect our intellectual property rights, both in the United States and abroad, through a combination of patent, trademark, copyright and trade secret laws, as well as nondisclosure and invention assignment agreements with our consultants and employees, and we seek to control access to and distribution of our proprietary information through non-disclosure agreements with our vendors and business partners. Unpatented research, development and engineering skills make an important contribution to our business, but we pursue patent protection when we believe it is possible and consistent with our overall strategy for safeguarding intellectual property.

As of February 21, 2023, we owned 9 issued U.S. patents and 28 foreign patents, and have 23 pending or allowed U.S. patent applications and 17 foreign patent applications. In addition, we have 13 registered U.S. trademarks, 146 registered foreign trademarks and 12 pending trademark applications. Our patents and patent applications are directed to, among other things, vehicle design, engineering and battery technology.

Government Regulation and Credits

We operate in an industry that is subject to extensive environmental regulation, which has become more stringent over time. The laws and regulations to which we are subject govern, among others, water use; air emissions; use of recycled materials; energy sources; the storage, handling, treatment, transportation and disposal of hazardous materials; the protection of the environment, natural resources and endangered species; and the remediation of environmental contamination. Compliance with such laws and regulations at an international, regional, national, provincial and local level is an important aspect of our ability to continue our operations.

Environmental standards applicable to us are established by the laws and regulations of the countries in which we operate, standards adopted by regulatory agencies and the permits and licenses granted. Each of these sources is subject to periodic modifications and what we anticipate will be increasingly stringent requirements. Violations of these laws, regulations or permits and licenses may result in substantial civil and criminal fines, penalties, and possibly orders to cease the violating operations or to conduct or pay for corrective works. In some instances, violations may also result in the suspension or revocation of permits and licenses.

Emissions

In the U.S., Europe and China, there are vehicle emissions performance standards that will provide an opportunity for us to sell emissions credits.

United States

California has greenhouse gas emissions standards that closely follow the standards of the U.S. Environmental Protection Agency. The registration and sale of Zero Emission Vehicles (“ZEVs”) in California will earn Fisker ZEV credits that we can sell to other OEMs. Other U.S. states have adopted similar standards including Colorado, Connecticut, Maine, Maryland, Massachusetts, New Jersey, New York, Oregon, Rhode Island and Vermont. Fisker intends to take advantage of these regimes by registering and selling ZEVs in these other U.S. states.

ZEV credits in California are calculated under the ZEV Regulation and are paid in relation to ZEVs sold and registered in California including Battery Electric Vehicles (“BEVs”) and Fuel Cell Electric Vehicles (“FCEVs”).

The ZEV program assigns ZEV credits to each vehicle manufacturer. Vehicle manufacturers are required to maintain ZEV credits equal to a set percentage of non-electric vehicles sold and registered in California.

Each vehicle sold and registered in California earns a number of credits based on the drivetrain type and the all-electric range (“AER”) of the vehicle under the Urban Dynamometer Driving Schedule Test Cycle. Plug-in hybrid vehicles (“PHEVs”) receive between 0.4 and 1.3 credits per vehicle sold and registered in California. Battery electric and fuel cell vehicles receive between 1 and 4 credits per vehicle sold in California, based on range.

The credit requirement was 7% in 2019 which required about 3% of sales to be ZEVs. The credit requirement will rise to 22 percent in 2025, which will require about 8 percent of sales to be ZEVs.

If a vehicle manufacturer does not produce enough EVs to meet its quota, it can choose to buy credits from other manufacturers who do or pay a \$5,000 fine for each credit it is short. We believe this will provide an opportunity for Fisker to sell its ZEV credits to manufacturers who do not meet their quotas.

European Union

Regulation (EU) No. 443/2009 setting emissions performance standards for new passenger cars in the EU (as amended) provides that if the average CO₂ emissions of a manufacturer's fleet exceed its limit value in any Calendar Year from Calendar Year 2019 onwards, the manufacturer will have to pay to the European Commission an excess emissions premium of €95 for each subsequent CO₂ g/km of exceedance per vehicle registered in the EU.

In the EU, manufacturers of passenger cars may act jointly through a pooling arrangement to collectively meet their CO₂ emissions targets.

The indicative average EU fleet-wide emissions target for new passenger cars for the calendar year 2019 was 130 CO₂ g/km. From 1 January 2020 this target has been reduced to 95 CO₂ g/km. From 1 January 2020 until 31 December 2024 this target will be complemented by additional measures corresponding to a reduction of 10 CO₂ g/km. Between 2025 and 2029 the target will be 15% stricter compared to 2021. From 1 January 2030, the target will be equal to a 37.5% reduction of the target in 2021.

The European Commission adjusts the Specific Emissions Target each year for each manufacturer on the basis of the average mass of the relevant passenger cars using a limit value curve. This is laid down in Implementing Decisions.

Manufacturers of passenger cars are given additional incentives to put on the European market zero and low-emission passenger cars emitting less than 50 CO₂ g/km through a "super-credits" system. These are taken into account for the calculation of a manufacturer's specific average emissions. Such passenger cars are to be counted as 2 vehicles in 2020, 1.67 vehicles in 2021, 1.33 vehicles in 2022, and 1 vehicle from 2023 onwards (subject to a cap of 7.5 CO₂ g /km over the 2020-2022 period for each manufacturer).

Given that the specific average emissions of CO₂ of Fisker's electric passenger cars will be 0.000 CO₂ g/km per vehicle registered in the EU, this will provide an opportunity for other manufacturers, which may not otherwise meet their specific CO₂ emissions targets, to pay Fisker to consolidate their fleets with those of Fisker via a pooling arrangement for CO₂ emissions compliance purposes.

China

The Chinese New Energy Vehicle ("NEV") legislation is a modified version of the Californian ZEV Regulation. The NEV program assigns NEV credits to each passenger vehicle manufacturer. Passenger vehicle manufacturers are required to maintain NEV credits equal to a set percentage of non-electric vehicles sold registered in China.

Each NEV sold and registered in China earns a number of credits taking into account factors such as energy efficiency and driving range. Higher performance vehicles receive more credits, capped at six credits per vehicle.

The NEV credit target is 12% in 2020. The NEV credit target is set to increase to 14% in 2021, 16% in 2022 and 18% in 2023.

The system also allows passenger vehicle manufacturers to use surplus NEV credits to offset corporate average fuel consumption ("CAFC") credit deficits.

The policy creates a market for credits that will benefit manufacturers of electric passenger vehicles such as Fisker. Surplus NEV credits can be sold to other companies, and surplus CAFC credits can be banked and carried forward to help with CAFC compliance in future years or transferred to affiliated companies to help offset a CAFC credit deficit.

If a passenger vehicle manufacturer fails to meet CAFC or NEV credit targets after adopting all possible compliance pathways, China's Ministry of Industry and Information Technology may deny type approval for new models that cannot meet their specific fuel consumption standards until those deficits are fully offset.

EPA Emissions and Certificate of Conformity

The U.S. Clean Air Act requires that Fisker obtain a Certificate of Conformity issued by the EPA and a California Executive Order issued by the California Air Resources Board ("CARB"), concerning emissions for its vehicles. A Certificate of Conformity is required for vehicles sold in states covered by the Clean Air Act's standards and an Executive Order is required for vehicles sold in states that have sought and received a waiver from the EPA to utilize California's standards. CARB sets the California standards for emissions control for certain regulated pollutants for new vehicles and engines sold in California. States that have adopted the California standards as approved by EPA also recognize the Executive Order for sales of vehicles.

The Greenhouse Gas Rule was incorporated into the Clean Air Act on August 9, 2011. Since our vehicles have zero-emissions, Fisker is required to seek an EPA Certificate of Conformity for the Greenhouse Gas Rule, and a CARB Executive Order for the CARB Greenhouse Gas Rule.

Vehicle Safety and Testing

Our vehicles will be subject to, and will be required to comply with, numerous regulatory requirements established by the National Highway Traffic Safety Administration ("NHTSA"), including applicable U.S. federal motor vehicle safety standards ("FMVSS"). We intend for the Fisker Ocean to fully comply with all applicable FMVSSs without the need for any exemptions, and expect future Fisker vehicles to either fully comply or comply with limited exemptions related to new technologies. Additionally, there are regulatory changes being considered for several FMVSSs, and while we anticipate compliance, there is no assurance until final regulation changes are enacted.

As a manufacturer, Fisker must self-certify that its vehicles meet all applicable FMVSSs, as well as the NHTSA bumper standard, or otherwise are exempt, before the vehicles can be imported or sold in the U.S. Numerous FMVSSs will apply to Fisker's vehicles, such as crash-worthiness requirements, crash avoidance requirements and EV requirements. We will also be required to comply with other federal laws administered by NHTSA, including the CAFE standards, Theft Prevention Act requirements, consumer information labeling requirements, Early Warning Reporting requirements regarding warranty claims, field reports, death and injury reports and foreign recalls and owner's manual requirements.

The Automobile Information and Disclosure Act requires manufacturers of motor vehicles to disclose certain information regarding the manufacturer's suggested retail price, optional equipment and pricing. In addition, this law allows inclusion of city and highway fuel economy ratings, as determined by EPA, as well as crash test ratings as determined by NHTSA if such tests are conducted.

Fisker's vehicles that may be sold outside of the U.S. are subject to similar foreign safety, environmental and other regulations. Many of those regulations are different from those applicable in the U.S. and may require redesign and/or retesting. The European Union established new rules regarding additional compliance oversight, and there is also regulatory uncertainty related to the United Kingdom's withdrawal from the European Union. These changes could impact the rollout of new vehicle features in Europe. Fisker expects to complete European and U.S. homologation testing procedures during the first quarter of 2023. Once these testing procedures are completed, we expect Fisker will receive regulatory approvals including the European Whole Vehicle Type Approval Certificate, EPA Certificate of Conformity, and CARB Executive Order, after which we will commence retail customer deliveries.

In addition to the various territorial legal requirements we are obligated to meet, the Fisker Ocean is engineered to deliver 5-star performance in the two main voluntary vehicle safety performance assessment programs, U.S. New Car Assessment Program ("NCAP") and Euro NCAP. Five-star is the maximum attainable score. These independent organizations have introduced a number of additional safety related tests aimed at improving the safety of passenger vehicles, both for occupants and pedestrians involved in collisions with vehicles. Some of these tests are derived from the

legal tests, such as side impact, but have higher performance requirements. Others are unique to the program. Areas covered by these tests in 2020 include:

- Mobile Progressive Deformable Barrier
- Full Width Rigid Barrier
- Mobile Side Impact Barrier
- Side Pole
- Far Side Impact
- Whiplash
- Vulnerable Road Users (Pedestrians and Cyclists)
- Safety Assist
- Rescue and Extrication

Strategic Collaborations

Magna

On October 14, 2020, Legacy Fisker and Spartan entered into a cooperation agreement with Magna setting forth certain terms for the development of a full electric vehicle (the “Cooperation Agreement”). The Cooperation Agreement sets out the main terms and conditions of the operational phase agreements (the “Operational Phase Agreements”) that will extend from the Cooperation Agreement and other agreements with Magna that are expected to be entered into by and between us and Magna (or its affiliates). The upcoming Operational Phase Agreements referenced in the Cooperation Agreement relate to various platform and manufacturing agreements. The Cooperation Agreement provides that we would issue to Magna warrants to purchase Class A Common Stock in an amount equal to six percent (6%) of our capital stock on a fully diluted basis (which means for these purposes, after giving effect to the deemed conversion or exercise of all of our options, warrants and other convertible securities outstanding on the issuance date; *provided, however*, that the “public warrants” sold as part of the units issued by Spartan in its initial public offering which closed on August 14, 2018 shall not be deemed to be exercised for these purposes) after giving effect to the Business Combination and issuance of the warrants to purchase such shares to Magna, with an exercise price of \$0.01 per share of (the “Magna Warrants”). On October 29, 2020, we issued to Magna 19,474,454 Magna Warrants. The Magna Warrants were subject to the satisfaction of certain vesting criteria related to the development and start of production of the Fisker Ocean, all of which have been satisfied as of December 31, 2022.

The shares of Class A Common Stock underlying the Magna Warrants are entitled to registration rights pursuant to the Amended and Restated Registration Rights Agreement dated as of October 29, 2020, among us, Spartan Energy Acquisition Sponsor LLC, Magna, Henrik Fisker, Dr. Geeta Gupta-Fisker and certain former stockholders of Legacy Fisker.

On December 17, 2020, we announced that our wholly-owned operating subsidiary, Fisker Group Inc., entered into (i) a non-exclusive car platform sharing agreement with Steyr USA LLC (an affiliate of Magna), and (ii) an initial contract manufacturing agreement with Magna, which were originally contemplated by the Cooperation Agreement. On April 27, 2021 we entered into a Supplement No 1 to Development Services Agreement with Magna Steyr which provides for the completion of the development and launch of Fisker Ocean. On June 12, 2021 Fisker entered into the Detailed Manufacturing Agreement with Magna Steyr which provides for the contract manufacturing of the Fisker Ocean by Magna Steyr.

Human Capital Resources

We pride ourselves on the quality of our diverse team by seeking to hire only employees that are dedicated and aligned with our strategic mission. We work to leverage partnerships and modulate hiring based on our product roadmap. As of February 17, 2023, we employed approximately 850 full-time employees from 760 as of December 31, 2022 and 327 as of December 31, 2021 based primarily in our California, Munich and Hyderabad facilities. A majority of our employees are engaged in research and development and related functions. To date, we have not experienced any work

stoppages and consider our relationships with our employees to be in good standing. None of our employees are either represented by a labor union or subject to a collective bargaining agreement.

We strive to attract a pool of diverse and exceptional candidates and support their career growth once they become employees. In addition, we seek to hire based on talent rather than solely on educational pedigree. We also emphasize in our evaluation and career development efforts internal mobility opportunities for employees to drive professional development. Our goal is a long-term, upward-bound career at Fisker for every employee, which we believe also drives our retention efforts.

We also believe that our ability to retain our workforce is dependent on our ability to foster an environment that is sustainably safe, respectful, fair and inclusive of everyone and promotes diversity, equity and inclusion inside and outside of our business. We engage diverse networks as key business resources and sources of actionable feedback. We are also working on diversity efforts in our supply chain to expand our outreach and support to small- and large-scale suppliers from underrepresented communities to emphasize this culture with our own employees.

Corporate Information

We were originally incorporated in Delaware in October 2017 as a special purpose acquisition company f/k/a Spartan Energy Acquisition Corp. In October 2020, we consummated our business combination with Fisker Group Inc. (f/k/a Fisker Inc.) through a reverse merger (the “Business Combination”). In connection with the closing of the Business Combination, we changed our name to Fisker Inc.

Our principal executive offices are located at 1888 Rosecrans Avenue, Manhattan Beach, California 90266. Our telephone number at that location is (833) 434-7537. Our corporate website address is www.fiskerinc.com. Information contained on, or that may be accessed through, our website is not incorporated by reference into this Annual Report on Form 10-K and should not be considered a part of this Annual Report on Form 10-K.

Fisker is a registered trademark of Fisker Inc. All other brand names or trademarks appearing in this Annual Report on Form 10-K are the property of their respective holders. Solely for convenience, the trademarks and trade names in this Annual Report on Form 10-K are referred to without the ® and ™ symbols, but such references should not be construed as any indicator that their respective owners will not assert, to the fullest extent under applicable law, their rights thereto.

Available Information

We make available, free of charge through our website, our annual reports on Form 10-K, quarterly reports on Form 10-Q and current reports on Form 8-K, and amendments to those reports, filed or furnished pursuant to Sections 13(a) or Section 15(d) of the Securities Exchange Act of 1934, as amended, as soon as reasonably practicable after they have been electronically filed with, or furnished to, the SEC.

The SEC maintains an internet site (<http://www.sec.gov>) that contains reports, proxy and information statements, and other information regarding issuers that file electronically with the SEC.

Item 1A. Risk Factors.

Our operations and financial results are subject to various risks and uncertainties, including those described below that could adversely affect our business, financial condition, results of operations, cash flows and the trading price of our Class A Common Stock. You should carefully consider the following risks, together with all of the other information in this Annual Report on Form 10-K, including our financial statements and the related notes included elsewhere in this Annual Report on Form 10-K.

RISK FACTORS SUMMARY

Investing in our securities involves a high degree of risk. Below please find a summary of the principal risks we face. These risks are discussed more fully below.

- Our ability to develop, manufacture and obtain required regulatory approvals for a car of sufficient quality and appeal to customers on schedule and on a large scale is unproven.
- We are substantially reliant on our relationships with suppliers and service providers for the parts and components in our vehicles, as well as for the manufacture of our initial vehicles. If any of these suppliers or service providers choose to not do business with us, then we would have significant difficulty in procuring and producing our vehicles and our business prospects would be significantly harmed.
- Our relationship with one or more automotive suppliers is integral to our platform procurement and manufacturing plan. We may not be able to obtain such commitments in the future. We therefore may seek alternative arrangements with a number of component suppliers, and manufacturers, which we may not be successful in obtaining.
- If we are unable to conclude Fisker's FM29 Platform or contract with OEMs or suppliers on manufacturing of our vehicles, we would need to develop our own platform and manufacturing facilities, which may not be feasible and, if feasible at all, would significantly increase our capital expenditure and would significantly delay production of our vehicles.
- There are complex software and technology systems that we are developing in coordination with vendors and suppliers in order to reach production for our electric vehicles, and there can be no assurance such systems will be successfully developed.
- We may experience significant delays in the design, manufacture, regulatory approval, launch and financing of our vehicles, which could harm our business and prospects.
- We are dependent on our suppliers, a significant number of which are single or limited source suppliers, and the inability of these suppliers to deliver necessary components of our vehicles in a timely manner and at prices and volumes acceptable to us could have a material adverse effect on our business, prospects and operating results.
- Our vehicles will make use of lithium-ion battery cells, which have been observed to catch fire or vent smoke and flame.
- We have a limited operating history and face significant challenges as a new entrant into the automotive industry. Fisker vehicles are in development and we have only recently started production of our first vehicle in November 2022.
- We are an early stage company with a history of losses, and expect to incur significant expenses and continuing losses in the future.
- Our operating and financial results forecast relies in large part upon assumptions and analyses developed by us. If these assumptions or analyses prove to be incorrect, our actual operating results may be materially different from our forecasted results.
- We may not be able to accurately estimate the supply and demand for our vehicles, which could result in a variety of inefficiencies in our business and hinder our ability to generate revenue. If we fail to accurately predict our manufacturing requirements, we could incur additional costs or experience delays.
- We could experience cost increases or disruptions in supply of raw materials or other components used in our vehicles. If we are unable to maintain an arrangement for the sustainable supply of batteries for our vehicles, our business would be materially and adversely harmed.
- If our vehicles fail to perform as expected, our ability to develop, market, and sell or lease our electric vehicles could be harmed.
- Our services may not be generally accepted by our users. If we are unable to provide quality customer service, our business and reputation may be materially and adversely affected.
- The automotive industry and its technology are rapidly evolving and may be subject to unforeseen changes. Developments in alternative technologies, including but not limited to hydrogen, may adversely affect the demand for our electric vehicles.

- Reservations for our vehicles are cancellable.
- We may be subject to risks associated with advanced driver assistance systems technology.
- The unavailability, reduction or elimination of government and economic incentives could have a material adverse effect on our business, prospects, financial condition and operating results.
- Insufficient warranty reserves to cover future warranty claims could materially adversely affect our business, prospects, financial condition and operating results.
- Our distribution model is different from the predominant current distribution model for automobile manufacturers, which makes evaluating our business, operating results and future prospects difficult.
- We may face regulatory limitations on our ability to sell vehicles directly which could materially and adversely affect our ability to sell our electric vehicles.
- We are highly dependent on the services of Henrik Fisker, our Chief Executive Officer.
- Our business plans require a significant amount of capital. In addition, our future capital needs may require us to sell additional equity or debt securities that may dilute our stockholders or introduce covenants that may restrict our operations or our ability to pay dividends.
- We face risks related to natural disasters, health epidemics, including the COVID 19 pandemic, and other outbreaks, which could significantly disrupt our operations.
- We may not be able to prevent others from unauthorized use of our intellectual property, which could harm our business and competitive position.
- We may be subject to damages resulting from claims that we or our employees have wrongfully used or disclosed alleged trade secrets of our employees' former employers.
- Our vehicles are subject to motor vehicle standards and the failure to satisfy such mandated safety standards would have a material adverse effect on our business and operating results.

Risks Related to Our Business and Industries

Our ability to develop, manufacture and obtain required regulatory approvals for a car of sufficient quality and appeal to customers on schedule and on a large scale is unproven.

Our business depends in large part on our ability to develop, manufacture, market and sell or lease our electric vehicles. Initially, we plan to manufacture vehicles in collaboration with contract manufacturers such as Magna Steyr, automotive component and large tier-one automotive suppliers.

The ability to start serial manufacturing of our vehicles, including the Fisker Ocean, are and will be subject to risks, including with respect to:

- Our ability to secure necessary funding;
- Our ability to negotiate and execute definitive agreements with our various suppliers for hardware, software, or services necessary to engineer or manufacture our vehicles;
- Our ability to accurately manufacture vehicles within specified design tolerances;
- obtaining required regulatory approvals and certifications;
- compliance with environmental, safety, and similar regulations;
- securing necessary components, services, or licenses on acceptable terms and in a timely manner;
- delays by us in delivering final component designs to our suppliers;
- Our ability to attract, recruit, hire, retain and train skilled employees;
- quality controls that prove to be ineffective or inefficient;
- delays or disruptions in our supply chain including raw material supplies;

- Our ability to maintain arrangements on reasonable terms with its manufacturing partners and suppliers, engineering service providers, delivery partners, and after sales service providers; and
- other delays, backlog in manufacturing and research and development of new models, and cost overruns.

Our ability to develop, manufacture and obtain required regulatory approvals for a vehicle of sufficient quality and appeal to customers on schedule and on a large scale is unproven, and our business plan may continue to evolve. We may be required to introduce new vehicle models and enhanced versions of existing models. To date, we have limited experience, as a company, designing, testing, manufacturing, marketing and selling or leasing our electric vehicles and therefore cannot assure you that we will be able to meet customer expectations. Any failure to develop such manufacturing processes and capabilities within our projected costs and timelines would have a material adverse effect on our business, prospects, operating results and financial condition.

We are substantially reliant on our relationships with suppliers and service providers for the parts and components in our vehicles, as well as for the manufacture of our initial vehicles. If any of these suppliers or service partners choose to not do business with us, then we would have significant difficulty in procuring and producing our vehicles and our business prospects would be significantly harmed.

We have entered into a number of definitive agreements with third parties with respect to the Fisker Ocean and Personal Electric Automotive Revolution (PEAR) in order to implement our capital-light business model and will need to enter into definitive agreements with one or more suppliers in order to produce other vehicles in a manner contemplated by our business plan. Furthermore, we have explored and intend to secure alternative suppliers and providers for many of the most material aspects of our business model.

Collaboration with third parties for the manufacturing of vehicles is subject to risks with respect to operations that are outside our control. We could experience delays to the extent our current or future partners do not continue doing business with us, meet agreed upon timelines, experience capacity constraints or otherwise are unable to deliver components or manufacture vehicles as expected. There is risk of potential disputes with partners, and we could be affected by adverse publicity related to our partners whether or not such publicity is related to their collaboration with us. Our ability to successfully build a premium brand could also be adversely affected by perceptions about the quality of our partners' vehicles or other vehicles manufactured by the same partner. In addition, although we intend to be involved in material decisions in the supply chain and manufacturing process, given that we also rely on our partners to meet our quality standards, there can be no assurance that we will be able to maintain high quality standards.

We may in the future enter into strategic alliances, including joint ventures or minority equity investments, with various third parties to further our business purpose. These alliances could subject us to a number of risks, including risks associated with sharing proprietary information, non-performance by the third party, and increased expenses in establishing new strategic alliances, any of which may materially and adversely affect our business.

To sell or lease Fisker vehicles as currently contemplated, we will need to enter into certain additional agreements and arrangements, some of which are not currently in place. These include entering into definitive agreements with third party service partners for fleet management, vehicle storage, dockside collection, mobile fleet servicing, financing and end of lease collections. If we are unable to enter into such definitive agreements, or if we are only able to do so on terms that are unfavorable to us, we may have a material adverse effect on our business, prospects, operating results and financial condition.

Our relationship with automotive suppliers is integral to our platform procurement and manufacturing plan, and we may not be able to obtain such commitments in the future. We therefore may seek alternative arrangements with a number component suppliers, and contract manufacturers, which we may not be successful in obtaining.

To manufacture our vehicles as currently contemplated, we will need to enter into definitive agreements and arrangements in the future. If we are unable to enter into definitive agreements or are only able to do so on terms that are unfavorable to us, we may not be able to timely identify adequate strategic relationship opportunities, or form strategic relationships, and consequently, we may not be able to fully carry out our business plans.

If we are unable to continue to contract with OEMs or suppliers on manufacturing of our future vehicles, we would need to develop our own platform and manufacturing facilities, which may not be feasible and, if feasible at all, would significantly increase our capital expenditure and would significantly delay production of our vehicles.

We may be unable to continue to enter into definitive agreements with OEMs and suppliers for manufacturing on terms and conditions acceptable to us and therefore we may need to contract with other third parties or establish our own production capacity. There can be no assurance that in such event that we would be able to partner with other third parties or establish our own production capacity to meet our needs on acceptable terms, or at all. The expense and time required to complete any transition and to assure that vehicles manufactured at facilities of new third-party partners comply with our quality standards and regulatory requirements would likely be greater than currently anticipated. If we need to develop our own manufacturing and production capabilities, which may not be feasible, it would significantly increase our capital expenditures and would significantly delay production of our vehicles. This may require that we attempt to raise or borrow money, which may not be successful. Also, it may require that we change the anticipated pricing of our vehicles, which would adversely affect our margins and cash flows. Any of the foregoing could adversely affect our business, results of operations, financial condition and prospects.

Manufacturing in collaboration with partners is subject to risks.

Our business model relies on outsourced manufacturing of our vehicles. Collaboration with third parties to manufacture vehicles is subject to risks that are outside of our control. We could experience delays if our partners do not meet agreed upon timelines or experience capacity constraints. There is risk of potential disputes with partners, which could stop or slow vehicle production, and we could be affected by adverse publicity related to our partners, whether or not such publicity is related to such third parties' collaboration with us. Our ability to successfully build a premium brand could also be adversely affected by perceptions about the quality of our partners' products. In addition, we cannot guarantee that our suppliers will not deviate from agreed-upon quality standards.

We may be unable to continue to enter into agreements with manufacturers on terms and conditions acceptable to us and therefore we may need to contract with other third parties or significantly add to our own production capacity. We may not be able to engage other third parties or establish or expand our own production capacity to meet our needs on acceptable terms, or at all. The expense and time required to adequately complete any transition may be greater than anticipated. Any of the foregoing could adversely affect our business, results of operations, financial condition and prospects.

There are complex software and technology systems that need to be developed in coordination with vendors and suppliers in order to reach production for our electric vehicles, and there can be no assurance such systems will be successfully developed.

Fisker vehicles will use a substantial amount of third-party and in-house software codes and complex hardware to operate. The development of such advanced technologies is inherently complex, and we will need to coordinate with our vendors and suppliers in order to reach production for our electric vehicles. A late software delivery by one or more of our vendors may cause resulting delay in whole vehicle integration and validation. Defects and errors may be revealed over time and our control over the performance of third-party services and systems may be limited. Thus, our potential inability to develop the necessary software and technology systems may harm our competitive position. There can be no assurances that our suppliers will be able to meet the technological requirements, production timing and volume requirements to support our business plan. In addition, such technology may not satisfy the cost, performance useful life and warranty characteristics we anticipate in our business plan, which could materially adversely affect our business, prospects and results of operations.

We are relying on third-party suppliers to develop a number of emerging technologies for use in our products, including lithium ion battery technology. These technologies may not be commercially viable. There can be no assurances that our suppliers will be able to meet the technological requirements, production timing, and volume requirements to support our business plan. In addition, the technology may not comply with the cost, performance useful life and warranty characteristics we anticipate in our business plan. As a result, our business plan could be significantly impacted and we may incur significant liabilities under warranty claims which could adversely affect our business, prospects, and results of operations.

We may experience significant delays in the design, manufacture, regulatory approval, launch and financing of our vehicles, which could harm our business and prospects.

Any delay in the financing, design, manufacture, regulatory approval or launch of our vehicles, including entering into agreements for supply of component parts, and manufacturing, could materially damage our brand, business, prospects, financial condition and operating results and could cause liquidity constraints. Vehicle manufacturers often experience delays in the design, manufacture and commercial release of new products. To the extent we delay the launch of our vehicles, our growth prospects could be adversely affected as we may fail to establish or grow our market share. We rely on third-party suppliers for the provision and development of the key components and materials used in our vehicles. To the extent our suppliers experience any delays in providing us with or developing necessary components, we could experience delays in delivering on our timelines.

Prior to mass production of the Fisker Ocean, we will need the vehicle to be fully designed and engineered and be approved for sale according to differing requirements, including but not limited to regulatory requirements, in the different geographies we intend to launch our vehicles. If we encounter delays in any of these matters, we may consequently delay our deliveries of the Fisker Ocean.

We are dependent on our suppliers, a significant number of which are single or limited source suppliers, and the inability of these suppliers to deliver necessary components of our vehicles in a timely manner and at prices and volumes acceptable to us could have a material adverse effect on its business, prospects and operating results.

While we plan to obtain components from multiple sources whenever possible, many of the components used in our vehicles will be purchased by us from a single source. While we believe that we may be able to establish alternate supply relationships and can obtain or engineer replacement components for our single source components, we may be unable to do so in the short term (or at all) at prices or quality levels that are acceptable to us. In addition, we could experience delays if our suppliers do not meet agreed upon timelines or experience capacity constraints. For example, certain of our suppliers may have difficulty ramping to our expected volumes at the same pace as others. While we are working closely with established suppliers to meet our production demands, we cannot be certain that we will be able to do so until we are farther into our production ramp up phase.

Any disruption in the supply of components, including chip shortages, whether or not from a single source supplier, could temporarily disrupt production of our vehicles until an alternative supplier is able to supply the required material. Changes in business conditions, unforeseen circumstances, governmental changes, and other factors beyond our control or which we do not presently anticipate, could also affect our suppliers' ability to deliver components to us on a timely basis. Any of the foregoing could materially and adversely affect our results of operations, financial condition and prospects. For example, the consequences of the conflict between Russia and Ukraine, including international sanctions, the potential impact on inflation and increased disruption to supply chains may impact us, result in an economic downturn or recession either globally or locally within the U.S. or other economies, reduce business activity, spawn additional conflicts (whether in the form of traditional military action, reignited "cold" wars or in the form of virtual warfare such as cyberattacks) with similar and perhaps wider ranging impacts and consequences and have an adverse impact on the Company's results of operations, financial condition and prospects. Such consequences also may increase our funding cost or limit our access to the capital markets.

If any of our suppliers experience substantial financial difficulties, cease operations, or otherwise face business disruptions, we may be required to provide substantial financial support to ensure supply continuity or would have to take other measures to ensure components and materials remain available. Any disruption could affect our ability to deliver vehicles and could increase our costs and negatively affect our liquidity and financial performance.

Our vehicles will make use of lithium-ion battery cells, which have been observed to catch fire or vent smoke and flame.

The battery packs within our vehicles will make use of lithium-ion cells. On rare occasions, lithium-ion cells can rapidly release the energy they contain by venting smoke and flames in a manner that can ignite nearby materials as well as other lithium-ion cells. While the battery pack is designed to contain any single cell's release of energy without spreading to neighboring cells, once our vehicles are commercially available, a field or testing failure of battery packs in our vehicles could occur, which could result in bodily injury or death and could subject us to lawsuits, product recalls, or redesign efforts, all of which would be time consuming and expensive and could harm our brand image. Also, negative public

perceptions regarding the suitability of lithium-ion cells for automotive applications, the social and environmental impacts of cobalt mining, or any future incident involving lithium-ion cells, such as a vehicle or other fire, could seriously harm our business and reputation.

We have a limited operating history and face significant challenges as a new entrant into the automotive industry. Fisker vehicles are in development and we have only recently started production of our first vehicle in November 2022.

Fisker was incorporated in September 2016 and we have a short operating history in the automobile industry, which is continuously evolving. We have no experience as an organization in high volume manufacturing of the planned electric vehicles. We cannot assure you that we or our partners will be able to develop efficient, automated, cost-efficient manufacturing capability and processes, and reliable sources of component supplies that will enable us to meet the quality, price, engineering, design and production standards, as well as the production volumes, required to successfully mass market the Fisker Ocean and future vehicles. You should consider our business and prospects in light of the risks and significant challenges we face as a new entrant into our industry, including, among other things, with respect to our ability to:

- design and produce safe, reliable and quality vehicles on an ongoing basis;
- obtain the necessary regulatory approvals in a timely manner;
- build a well-recognized and respected brand;
- establish and expand our customer base;
- successfully market not just our vehicles but also our other services, including our Flexee lease and other services we intend to provide;
- properly price our services, including our charging solutions, financing and lease options, and successfully anticipate the take-rate and usage of such services by users;
- successfully service our vehicles after sales and maintain a good flow of spare parts and customer goodwill;
- improve and maintain our operational efficiency;
- maintain a reliable, secure, high-performance and scalable technology infrastructure;
- predict our future revenues and appropriately budget for our expenses;
- attract, retain and motivate talented employees;
- anticipate trends that may emerge and affect our business;
- anticipate and adapt to changing market conditions, including technological developments and changes in competitive landscape; and
- navigate an evolving and complex regulatory environment.

If we fail to adequately address any or all of these risks and challenges, our business may be materially and adversely affected.

We are an early stage company with a history of losses, and expect to incur significant expenses and continuing losses in the future.

We have incurred a net loss since our inception. We believe that we will continue to incur operating and net losses each quarter until at least the time we begin significant deliveries of our vehicles. Even if we are able to successfully develop and sell or lease our vehicles, there can be no assurance that we will be commercially successful.

We expect we will incur losses in future periods as we, among other things, design, develop and manufacture our vehicles; build up inventories of parts and components for our vehicles; increase our sales and marketing activities, including opening new Fisker Experience Centers; develop our distribution infrastructure; and increase our selling, general and administrative functions to support our growing operations. We may find that these efforts are more expensive than we currently anticipate or that these efforts may not result in revenues, which would further increase our losses.

Our asset-light business model has yet to be tested and any failure to commercialize our strategic plans would have an adverse effect on our operating results and business, harm our reputation and could result in substantial liabilities that exceed our resources.

Investors should be aware of the difficulties normally encountered by a new enterprise, many of which are beyond our control, including substantial risks and expenses while establishing or entering new markets, setting up operations and undertaking marketing activities. The likelihood of our success must be considered in light of these risks, expenses, complications, delays, and the competitive environment in which we operate. There is, therefore, little at this time upon which to base an assumption that our asset-light business model will prove successful, and we may not be able to generate significant revenue, raise additional capital or operate profitably. We will continue to encounter risks and difficulties frequently experienced by early commercial stage companies, including scaling up our infrastructure and headcount, and may encounter unforeseen expenses, difficulties or delays in connection with our growth. In addition, as a result of the capital-intensive nature of our business, it can be expected to continue to sustain substantial operating expenses without generating sufficient revenues to cover expenditures. Any investment in our company is therefore highly speculative and could result in the loss of your entire investment.

Our operating and financial results forecast relies in large part upon assumptions and analyses developed by us. If these assumptions or analyses prove to be incorrect, our actual operating results may be materially different from its forecasted results.

Our projected financial and operating information reflects current estimates of future performance. Whether actual operating and financial results and business developments will be consistent with our expectations and assumptions as reflected in our forecast depends on a number of factors, many of which are outside our control, including, but not limited to:

- whether we can obtain sufficient capital to sustain and grow our business;
- our ability to manage its growth;
- whether we can manage relationships with key suppliers;
- the ability to obtain necessary regulatory approvals;
- demand for our products and services;
- the timing and costs of new and existing marketing and promotional efforts;
- competition, including from established and future competitors;
- our ability to retain existing key management, to integrate recent hires and to attract, retain and motivate qualified personnel;
- the overall strength and stability of domestic and international economies;
- regulatory, legislative and political changes; and
- consumer spending habits.

Unfavorable changes in any of these or other factors, most of which are beyond our control, could materially and adversely affect our business, results of operations and financial results.

We may not be able to accurately estimate the supply and demand for our vehicles, which could result in a variety of inefficiencies in our business and hinder our ability to generate revenue. If we fail to accurately predict our manufacturing requirements, we could incur additional costs or experience delays.

It is difficult to predict our future revenues and appropriately budget for our expenses, and we may have limited insight into trends that may emerge and affect our business. We will be required to provide forecasts of our demand to our suppliers several months prior to the scheduled delivery of products to our prospective customers. Currently, there is no historical basis for making judgments on the demand for our vehicles or our ability to develop, manufacture, and deliver vehicles, or our profitability in the future. If we overestimate our requirements, our suppliers may have excess inventory, which indirectly would increase our costs. If we underestimate our requirements, our suppliers may have inadequate inventory, which could interrupt manufacturing of our products and result in delays in shipments and revenues. In addition,

lead times for materials and components that our suppliers order may vary significantly and depend on factors such as the specific supplier, contract terms and demand for each component at a given time. If we fail to order sufficient quantities of product components in a timely manner, the delivery of vehicles to our customers could be delayed, which would harm our business, financial condition and operating results.

We could experience cost increases or disruptions in supply of raw materials or other components used in our vehicles.

We may be unable to adequately control the costs associated with our operations. We expect to incur significant costs related to procuring raw materials required to manufacture and assemble our vehicles. We expect to use various raw materials in our vehicles including, steel, recycled rubber, recycled polyester, carpeting from fishing nets and bottles recycled from ocean waste. The prices for these raw materials fluctuate depending on factors beyond our control. Our business also depends on the continued supply of battery cells for our vehicles. We are exposed to multiple risks relating to availability and pricing of quality lithium-ion battery cells.

Furthermore, currency fluctuations, tariffs or shortages in petroleum and other economic or political conditions may result in significant increases in freight charges and raw material costs. Substantial increases in the prices for our raw materials or components would increase our operating costs, and could reduce our margins. In addition, a growth in popularity of electric vehicles without a significant expansion in battery cell production capacity could result in shortages, which would result in increased costs in raw materials to us or impact of prospects.

Our limited operating history makes evaluating our business and future prospects difficult and may increase the risk of your investment.

You must consider the risks and difficulties we face as an early stage company with a limited operating history. If we do not successfully address these risks, our business, prospects, operating results and financial condition will be materially and adversely harmed. We have a very limited operating history on which investors can base an evaluation of our business, operating results and prospects. It is difficult to predict our future revenues and appropriately budget for our expenses, and we have limited insight into trends that may emerge and affect our business. In the event that actual results differ from our estimates or we adjust our estimates in future periods, our operating results and financial position could be materially affected.

If our vehicles fail to perform as expected, our ability to develop, market, and sell or lease our electric vehicles could be harmed.

Once serial production commences, our vehicles may contain defects in design and manufacture that may cause them not to perform as expected or that may require repair, recalls, and design changes. Our vehicles will use a substantial amount of software code to operate and software products are inherently complex and often contain defects and errors when first introduced. We have a limited frame of reference by which to evaluate the long-term performance of our systems and vehicles. There can be no assurance that we will be able to detect and fix any defects in the vehicles prior to their sale to consumers. If any of our vehicles fail to perform as expected, we may need to delay deliveries or initiate product recalls, which could adversely affect our brand in our target markets and could adversely affect our business, prospects, and results of operations.

Our services may not be generally accepted by our users. If we are unable to provide quality customer service, our business and reputation may be materially and adversely affected.

Our servicing may primarily be carried out through third parties certified by us. Although such servicing partners may have experience in servicing other vehicles, they will initially have limited experience in servicing Fisker vehicles. There can be no assurance that our service arrangements will adequately address the service requirements of our customers to their satisfaction, or that we and our partners will have sufficient resources to meet these service requirements in a timely manner as the volume of vehicles Fisker deliver increases.

In addition, if we are unable to roll out and establish a widespread service network that complies with applicable laws, user satisfaction could be adversely affected, which in turn could materially and adversely affect our reputation and thus our sales, results of operations, and prospects.

The automotive market is highly competitive, and we may not be successful in competing in this industry.

Both the automobile industry generally, and the electric vehicle segment in particular, are highly competitive, and we will be competing for sales with both ICE vehicles and other EVs. Many of our current and potential competitors have significantly greater financial, technical, manufacturing, marketing and other resources than we do and may be able to devote greater resources to the design, development, manufacturing, distribution, promotion, sale and support of our products, including our electric vehicles. We expect competition for electric vehicles to intensify due to increased demand and a regulatory push for alternative fuel vehicles, continuing globalization, and consolidation in the worldwide automotive industry. Factors affecting competition include product quality and features, innovation and development time, pricing, reliability, safety, fuel economy, customer service, and financing terms. Increased competition may lead to lower vehicle unit sales and increased inventory, which may result in downward price pressure and adversely affect our business, financial condition, operating results, and prospects.

The automotive industry and its technology are rapidly evolving and may be subject to unforeseen changes. Developments in alternative technologies, including but not limited to hydrogen, may adversely affect the demand for our electric vehicles.

We may be unable to keep up with changes in electric vehicle technology or alternatives to electricity as a fuel source and, as a result, our competitiveness may suffer. Developments in alternative technologies, such as advanced diesel, ethanol, fuel cells, or compressed natural gas, or improvements in the fuel economy of the ICE, may materially and adversely affect our business and prospects in ways we do not currently anticipate. Any failure by us to successfully react to changes in existing technologies could materially harm our competitive position and growth prospects.

Reservations for our vehicles are cancellable.

Deposits paid to reserve the Fisker Ocean SUVs and the Fisker PEAR are cancellable by the customer until the customer enters into a lease or purchase agreement. Because all of our reservations are cancellable, it is possible that a significant number of customers who submitted reservations for the Fisker Ocean and/or Fisker PEAR may not purchase vehicles.

The potentially long wait from the time a reservation is made until the time the vehicle is delivered, and any delays beyond expected wait times, could also impact user decisions on whether to ultimately make a purchase. Any cancellations could harm our financial condition, business, prospects, and operating results.

We may be subject to risks associated with autonomous driving technology.

Our vehicles will be designed with connectivity for future installation of an autonomous hardware suite and our plans to partner with a third-party software provider in the future to implement autonomous capabilities. However, we cannot guarantee that we will be able to identify a third party to provide the necessary hardware and software to enable autonomous capabilities in an acceptable timeframe, on terms satisfactory to us, or at all. Autonomous driving technologies are subject to risks and there have been accidents and fatalities associated with such technologies. The safety of such technologies depends in part on drive interactions, and drivers may not be accustomed to using or adapting to such technologies. To the extent accidents associated with our autonomous driving systems occur, we could be subject to liability, negative publicity, government scrutiny, and further regulation. Any of the foregoing could materially and adversely affect our results of operations, financial condition, and growth prospects.

Our future growth is dependent on the demand for, and upon consumers' willingness to adopt, electric vehicles.

Our future growth is dependent on the demand for, and upon consumers' willingness to adopt electric vehicles, and even if electric vehicles become more mainstream, consumers choosing us over other EV manufacturers. Demand for electric vehicles may be affected by factors directly impacting automobile prices or the cost of purchasing and operating automobiles such as sales and financing incentives, prices of raw materials and parts and components, cost of fuel and governmental regulations, including tariffs, import regulation and other taxes. Volatility in demand may lead to lower vehicle unit sales, which may result in downward price pressure and adversely affect our business, prospects, financial condition, and operating results.

In addition, the demand for our vehicles and services will highly depend upon the adoption by consumers of new energy vehicles in general and electric vehicles in particular. The market for new energy vehicles is still rapidly evolving, characterized by rapidly changing technologies, competitive pricing and competitive factors, evolving government regulation and industry standards, and changing consumer demands and behaviors.

- Other factors that may influence the adoption of alternative fuel vehicles, and specifically electric vehicles, include:
- perceptions about electric vehicle quality, safety, design, performance and cost, especially if adverse events or accidents occur that are linked to the quality or safety of electric vehicles, whether or not such vehicles are produced by us or other manufacturers;
- range anxiety;
- the availability of new energy vehicles, including plug-in hybrid electric vehicles;
- the availability of service and charging stations for electric vehicles;
- the environmental consciousness of consumers, and their adoption of EVs;
- perceptions about and the actual cost of alternative fuel; and
- macroeconomic factors.

Any of the factors described above may cause current or potential customers not to purchase electric vehicles in general, and Fisker electric vehicles in particular. If the market for electric vehicles does not develop as we expect or develop more slowly than we expect, our business, prospects, financial condition and operating results will be affected.

The unavailability, reduction or elimination of government and economic incentives could have a material adverse effect on our business, prospects, financial condition and operating results.

Any reduction, elimination, or discriminatory application of government subsidies and economic incentives because of policy changes, or the reduced need for such subsidies and incentives due to the perceived success of the electric vehicle or other reasons, may result in the diminished competitiveness of the alternative fuel and electric vehicle industry generally or our electric vehicles in particular. This could materially and adversely affect the growth of the alternative fuel automobile markets and our business, prospects, financial condition and operating results. For example, recent German and U.S. legislative efforts, including the Inflation Reduction Act (the "IRA"), could reduce or eliminate federal tax incentives available for purchasers of Fisker vehicles in those markets.

While certain tax credits and other incentives for alternative energy production, alternative fuel and electric vehicles have been available in the past, there is no guarantee these programs will be available in the future. If current tax incentives are not available in the future, our financial position could be harmed.

We may not be able to obtain or agree on acceptable terms and conditions for all or a significant portion of the government grants, loans and other incentives for which we may apply. As a result, our business and prospects may be adversely affected.

We may apply for federal and state grants, loans and tax incentives under government programs designed to stimulate the economy and support the production of alternative fuel and electric vehicles and related technologies. We anticipate that in the future there will be new opportunities for it to apply for grants, loans and other incentives from the United States, state and foreign governments. Our ability to obtain funds or incentives from government sources is subject to the availability of funds under applicable government programs and approval of our applications to participate in such programs. The application process for these funds and other incentives will likely be highly competitive. We cannot assure you that we will be successful in obtaining any of these additional grants, loans and other incentives. If we are not successful in obtaining any of these additional incentives and we are unable to find alternative sources of funding to meet our planned capital needs, our business and prospects could be materially adversely affected.

If we fail to manage our future growth effectively, we may not be able to market and sell or lease our vehicles successfully.

We intend to expand our operations significantly, which will require hiring, retaining and training new personnel, controlling expenses, establishing facilities and experience centers, and implementing administrative infrastructure, systems and processes. In addition, because our electric vehicles are based on a different technology platform than traditional ICE vehicles, individuals with sufficient training in electric vehicles may not be available to be hired, and we will need to expend significant time and expense training employees we hire. We also require sufficient talent in additional areas such as software development. Furthermore, as we are a relatively young company, our ability to train and integrate new employees into its operations may not meet the growing demands of our business which may affect our ability to grow. Any failure to effectively manage our growth could materially and adversely affect our business, prospects, operating results and financial condition.

Insufficient warranty reserves to cover future warranty claims could materially adversely affect our business, prospects, financial condition and operating results.

Once our cars are in production, we will need to maintain warranty reserves to cover warranty-related claims. If our warranty reserves are inadequate to cover future warranty claims on our vehicles, our business, prospects, financial condition and operating results could be materially and adversely affected. We may become subject to significant and unexpected warranty expenses. There can be no assurances that then-existing warranty reserves will be sufficient to cover all claims.

We may not succeed in establishing, maintaining and strengthening our brand, which would materially and adversely affect customer acceptance of its vehicles and components and its business, revenues and prospects.

Our business and prospects heavily depend on our ability to develop, maintain and strengthen the Fisker brand. If we are not able to establish, maintain and strengthen our brand, we may lose the opportunity to build a critical mass of customers. Our ability to develop, maintain and strengthen the Fisker brand will depend heavily on the success of our marketing efforts. The automobile industry is intensely competitive, and we may not be successful in building, maintaining and strengthening our brand. Many of our current and potential competitors, particularly automobile manufacturers headquartered in the United States, Japan, the European Union and China, have greater name recognition, broader customer relationships and substantially greater marketing resources than we do. If we do not develop and maintain a strong brand, our business, prospects, financial condition and operating results will be materially and adversely impacted.

Our distribution model is different from the predominant current distribution model for automobile manufacturers, which makes evaluating our business, operating results and future prospects difficult.

Our distribution model is different from the predominant current distribution model for automobile manufacturers, which makes evaluating our business, operating results and future prospects difficult. Our distribution model is not common in the automotive industry today. Our plan is to conduct vehicle sales directly to users rather than through dealerships, primarily through our Flexee App and Fisker Experience Centers. This model of vehicle distribution is relatively new and, with limited exceptions, unproven, and subjects us to substantial risk. For example, we will not be able to utilize long established sales channels developed through a franchise system to increase sales volume. Moreover, we will be competing with companies with well established distribution channels. Our success will depend in large part on our ability to effectively develop our own sales channels and marketing strategies. If we are unable to achieve this, it could have a material adverse effect on our business, prospects, financial results and results of operations. There are substantial automotive franchise laws in place in many geographies in the world, and we might be exposed to significant franchise dealer litigation risks.

We may face regulatory limitations on its ability to sell vehicles directly which could materially and adversely affect our ability to sell its electric vehicles.

Some states have laws that may be interpreted to impose limitations on our direct-to-consumer sales model. The application of these state laws to our operations may be difficult to predict. Laws in some states may limit our ability to obtain dealer licenses from state motor vehicle regulators.

In addition, decisions by regulators permitting us to sell vehicles may be challenged by dealer associations and others as to whether such decisions comply with applicable state motor vehicle industry laws. In some states, there have also been regulatory and legislative efforts by dealer associations to propose laws that, if enacted, would prevent us from obtaining dealer licenses in these states given our anticipated sales model. A few states have passed legislation that clarifies our ability to operate, but at the same time limits the number of dealer licenses we can obtain or dealerships that we can operate.

Internationally, there may be laws in jurisdictions that may restrict our sales or other business practices. Even for those jurisdictions we have analyzed, the laws in this area can be complex, difficult to interpret and may change over time. Continued regulatory limitations and other obstacles interfering with our ability to sell vehicles directly to consumers could have a negative and material impact on our business, prospects, financial condition and results of operations.

We will initially depend on revenue generated from a single model and in the foreseeable future will be significantly dependent on a limited number of models.

We will initially depend on revenue generated from a single vehicle model and in the foreseeable future will be significantly dependent on a limited number of models. Historically, automobile customers have come to expect a variety of vehicle models offered in a manufacturer's fleet and new and improved vehicle models to be introduced frequently. Given that for the foreseeable future our business will depend on a single or limited number of models, to the extent a particular model is not well-received by the market, our sales volume, business, prospects, financial condition, and operating results could be materially and adversely affected.

Doing business internationally creates operational and financial risks for our business.

Our business plan includes operations in international markets, including initial manufacturing and supply activities in Europe, initial sales in North America and Europe, and eventual expansion into other international markets. Conducting and launching operations on an international scale requires close coordination of activities across multiple jurisdictions and time zones and consumes significant management resources. If we fail to coordinate and manage these activities effectively, our business, financial condition or results of operations could be adversely affected. International sales entail a variety of risks, including currency exchange fluctuations, challenges in staffing and managing foreign operations, tariffs and other trade barriers, unexpected changes in legislative or regulatory requirements of foreign countries into which we sell our products and services, difficulties in obtaining export licenses or in overcoming other trade barriers, laws and business practices favoring local companies, political and economic instability, difficulties protecting or procuring intellectual property rights, and restrictions resulting in delivery delays and significant taxes or other burdens of complying with a variety of foreign laws.

We are highly dependent on the services of Henrik Fisker, our Chief Executive Officer.

We are highly dependent on the services of Henrik Fisker, our co-founder and Chief Executive Officer, and, together with his wife, our Chief Financial Officer and Chief Operating Officer, our largest stockholder. Mr. Fisker is the source of many, if not most, of the ideas and execution driving Fisker. If Mr. Fisker were to discontinue his service to Fisker due to death, disability or any other reason, we would be significantly disadvantaged.

Our business depends substantially on the continuing efforts of our executive officers and qualified personnel, and our operations may be severely disrupted if we lose their services.

Our success depends substantially on the continued efforts of our executive officers and qualified personnel, and our operations may be severely disrupted if we lose their services. As we build our brand and we become more well known, the risk that competitors or other companies may poach our talent increases. The failure to attract, integrate, train, motivate and retain these personnel could seriously harm our business and prospects.

Our business may be adversely affected by labor and union activities.

Although none of our employees are currently represented by a labor union, it is common throughout the automobile industry generally for many employees at automobile companies to belong to a union, which can result in higher employee costs and increased risk of work stoppages. We may also directly and indirectly depend upon other companies with

unionized work forces, such as parts suppliers and trucking and freight companies, and work stoppages or strikes organized by such unions could have a material adverse impact on our business, financial condition or operating results.

We continue to face risks related to public health issues, including the recent COVID-19 pandemic, which could have a material adverse effect on our business and results of operations.

We continue to face various risks related to public health issues, including epidemics, pandemics, and other outbreaks, including the pandemic of respiratory illness caused by a novel coronavirus known as COVID-19. The impact of COVID-19, including changes in consumer and business behavior, pandemic fears and market downturns, and restrictions on business and individual activities, has created significant volatility in the global economy and led to reduced economic activity. The spread of COVID-19 has also created a disruption in the manufacturing, delivery and overall supply chain of vehicle manufacturers and suppliers, and has led to a global decrease in vehicle sales in markets around the world.

The spread of COVID-19 caused us to modify our business practices, and we may take further actions as may be required by government authorities or that we determine is in the best interests of our employees, customers, suppliers, vendors and business partners. There is no certainty that such actions will be sufficient to mitigate the risks posed by the virus or otherwise be satisfactory to government authorities. If significant portions of our workforce are unable to work effectively, including due to illness, quarantines, social distancing, government actions or other restrictions in connection with the COVID-19 pandemic, our operations will be impacted.

The full extent to which the COVID-19 pandemic impacts our business, prospects and results of operations will depend on future developments, which are highly uncertain and cannot be predicted, including the duration and spread of the pandemic, its severity, the emergence of variants, the actions to contain the virus or treat its impact, and how quickly and to what extent normal economic and operating activities can resume. Even after the COVID-19 pandemic has substantially subsided, we may continue to experience an adverse impact to our business as a result of its global economic impact, including any recession that has occurred or may occur in the future. As an example, past lockdowns in China have impacted certain aspects of our business, including our ability to obtain materials from certain of our suppliers in the affected area on a timely basis.

Specifically, difficult macroeconomic conditions, such as decreases in per capita income and level of disposable income, increased and prolonged unemployment, or a decline in consumer confidence as a result of the COVID-19 pandemic could have a material adverse effect on the demand for our vehicles. Under difficult economic conditions, potential customers may seek to reduce spending by forgoing our vehicles for other traditional options or may choose to keep their existing vehicles, and cancel reservations.

There are no comparable recent events that may provide guidance as to the effect of the spread of COVID-19 and a pandemic, and, as a result, the ultimate impact of the COVID-19 pandemic or a similar health epidemic is highly uncertain.

Our business plans require a significant amount of capital. In addition, our future capital needs may require us to sell additional equity or debt securities that may dilute our stockholders or introduce covenants that may restrict our operations or our ability to pay dividends.

We expect our capital expenditures to continue to be significant in the foreseeable future as we expand our business, and that our level of capital expenditures will be significantly affected by user demand for our products and services. The fact that we have a limited operating history means we have limited historical data on the demand for our products and services. As a result, our future capital requirements may be uncertain and actual capital requirements may be different from those we currently anticipate. We may need to seek equity or debt financing to finance a portion of our capital expenditures. Such financing might not be available to us in a timely manner or on terms that are acceptable, or at all.

Our ability to obtain the necessary financing to carry out our business plan is subject to a number of factors, including general market conditions and investor acceptance of our asset-light business model. These factors may make the timing, amount, terms and conditions of such financing unattractive or unavailable to us. If we are unable to raise sufficient funds, we will have to significantly reduce our spending, delay or cancel our planned activities or substantially change our corporate structure. We might not be able to obtain any funding, and we might not have sufficient resources to conduct our business as projected, both of which could mean that we would be forced to curtail or discontinue our operations.

In addition, our future capital needs and other business reasons could require us to sell additional equity or debt securities or obtain a credit facility. The sale of additional equity or equity-linked securities could dilute our stockholders. The incurrence of indebtedness would result in increased debt service obligations and could result in operating and financing covenants that would restrict our operations or our ability to pay dividends to our stockholders.

If we cannot raise additional funds when we need or want them, our operations and prospects could be negatively affected.

Failure of information security and privacy concerns could subject us to penalties, damage our reputation and brand, and harm our business and results of operations.

We expect to face significant challenges with respect to information security and privacy, including the storage, transmission and sharing of confidential information. We will transmit and store confidential and private information of our customers, such as personal information, including names, accounts, user IDs and passwords, and payment or transaction related information.

We have adopted strict information security policies and deployed advanced measures to implement the policies, including, among others, advanced encryption technologies, and plans to continue to deploy additional measures as we grow. However, advances in technology, an increased level of sophistication and diversity of our products and services, an increased level of expertise of hackers, new discoveries in the field of cryptography or others can still result in a compromise or breach of the measures that it uses. If we are unable to protect our systems, and hence the information stored in our systems, from unauthorized access, use, disclosure, disruption, modification or destruction, such problems or security breaches could cause a loss, give rise to our liabilities to the owners of confidential information or even subject us to fines and penalties. In addition, complying with various laws and regulations could cause us to incur substantial costs or require it to change our business practices, including our data practices, in a manner adverse to our business.

In addition, we are required to comply with complex and rigorous regulatory standards enacted to protect business and personal data in the United States, Europe and elsewhere. For example, the European Union adopted the General Data Protection Regulation (“GDPR”), which became effective on May 25, 2018 and the State of California adopted the California Consumer Privacy Act of 2018 (“CCPA”), both as amended. Both the GDPR and the CCPA impose additional obligations on companies regarding the handling of personal data and provides certain individual privacy rights to persons whose data is stored. Compliance with existing, proposed and recently enacted laws (including implementation of the privacy and process enhancements called for under the GDPR) and regulations can be costly; any failure to comply with these regulatory standards could subject us to legal and reputational risks.

Compliance with any additional laws and regulations could be expensive, and may place restrictions on the conduct of our business and the manner in which we interact with our customers. Any failure to comply with applicable regulations could also result in regulatory enforcement actions against us, and misuse of or failure to secure personal information could also result in violation of data privacy laws and regulations, proceedings against us by governmental entities or others, and damage to our reputation and credibility, and could have a negative impact on revenues and profits.

Significant capital and other resources may be required to protect against information security breaches or to alleviate problems caused by such breaches or to comply with our privacy policies or privacy-related legal obligations. The resources required may increase over time as the methods used by hackers and others engaged in online criminal activities are increasingly sophisticated and constantly evolving. Any failure or perceived failure by us to prevent information security breaches or to comply with privacy policies or privacy-related legal obligations, or any compromise of security that results in the unauthorized release or transfer of personally identifiable information or other customer data, could cause our customers to lose trust in us and could expose us to legal claims. Any perception by the public that online transactions or the privacy of user information are becoming increasingly unsafe or vulnerable to attacks could inhibit the growth of online retail and other online services generally, which may reduce the number of orders we receive.

We retain certain information about our users and may be subject to various privacy and consumer protection laws.

We intend to use our vehicles’ electronic systems to log information about each vehicle’s use, such as charge time, battery usage, mileage and driving behavior, in order to aid us in vehicle diagnostics, repair and maintenance, as well as to help us customize and optimize the driving and riding experience. Our users may object to the use of this data, which may

harm our business. Possession and use of our users' driving behavior and data in conducting our business may subject us to legislative and regulatory burdens in the United States and other jurisdictions that could require notification of any data breach, restrict our use of such information, and hinder our ability to acquire new customers or market to existing customers. If users allege that we have improperly released or disclosed their personal information, we could face legal claims and reputational damage. We may incur significant expenses to comply with privacy, consumer protection and security standards and protocols imposed by laws, regulations, industry standards or contractual obligations. If third parties improperly obtain and use the personal information of our users, we may be required to expend significant resources to resolve these problems.

Any unauthorized control or manipulation of our vehicles' systems could result in loss of confidence in us and our vehicles and harm our business.

Our vehicles will contain complex information technology systems. For example, our vehicles will be outfitted with built-in data connectivity to accept and install periodic remote updates from us to improve or update the functionality of our vehicles. We have designed, implemented and tested security measures intended to prevent cybersecurity breaches or unauthorized access to our information technology networks, our vehicles and their systems, and we intend to implement additional security measures as necessary. However, hackers may attempt in the future to gain unauthorized access to modify, alter and use such networks, vehicles and systems to gain control of, or to change, our vehicles' functionality, user interface and performance characteristics, or to gain access to data stored in or generated by the vehicle. Vulnerabilities could be identified in the future, and our remediation efforts may not be successful. Any unauthorized access to or control of our vehicles or their systems or any loss of data could result in legal claims or proceedings. In addition, regardless of their veracity, reports of unauthorized access to our vehicles, their systems or data, as well as other factors that may result in the perception that our vehicles, their systems or data are capable of being "hacked," could negatively affect our brand and harm our business, prospects, financial condition and operating results.

Interruption or failure of our information technology and communications systems could impact our ability to effectively provide our services.

We plan to outfit our vehicles with in-vehicle services and functionality that utilize data connectivity to monitor performance and timely capture opportunities for cost-saving preventative maintenance. The availability and effectiveness of our services depend on the continued operation of information technology and communications systems, which we have yet to fully develop. Our systems will be vulnerable to damage or interruption from, among others, fire, terrorist attacks, natural disasters, power loss, telecommunications failures, computer viruses, computer denial of service attacks, cyber attacks or other attempts to harm our systems. Our data centers could also be subject to break-ins, sabotage and intentional acts of vandalism causing potential disruptions. Some of our systems will not be fully redundant, and our disaster recovery planning cannot account for all eventualities. Any problems at our data centers could result in lengthy interruptions in our service. In addition, our vehicles are highly technical and complex and may contain errors or vulnerabilities, which could result in interruptions in our business or the failure of our systems.

We face risks related to natural disasters, health epidemics and other outbreaks, which could significantly disrupt our operations.

Our facilities or operations could be adversely affected by events outside of our control, such as natural disasters, wars, health epidemics (as more fully described in the risk factor "*We continue to face risks related to public health issues, including the recent COVID-19 pandemic, which could have a material adverse effect on our business and results of operations*" located elsewhere in these Risk Factors), and other calamities. Although we have servers that are hosted in an offsite location, our backup system does not capture data on a real-time basis, and we may be unable to recover certain data in the event of a server failure. We cannot assure you that any backup systems will be adequate to protect us from the effects of fire, floods, typhoons, earthquakes, power loss, telecommunications failures, break-ins, war, riots, terrorist attacks or similar events. Any of the foregoing events may give rise to interruptions, breakdowns, system failures, technology platform failures or internet failures, which could cause the loss or corruption of data or malfunctions of software or hardware as well as adversely affect our ability to provide services.

We may need to defend us against patent or trademark infringement claims, which may be time-consuming and would cause us to incur substantial costs.

Companies, organizations, or individuals, including our competitors, may hold or obtain patents, trademarks or other proprietary rights that would prevent, limit or interfere with our ability to make, use, develop, sell, leasing or market our vehicles or components, which could make it more difficult for us to operate our business. From time to time, we may receive communications from holders of patents or trademarks regarding their proprietary rights. Companies holding patents or other intellectual property rights may bring suits alleging infringement of such rights or otherwise assert their rights and urge us to take licenses. Our applications and uses of trademarks relating to our design, software or artificial intelligence technologies could be found to infringe upon existing trademark ownership and rights. In addition, if we are determined to have infringed upon a third party's intellectual property rights, we may be required to do one or more of the following:

- cease selling or leasing, incorporating certain components into, or using vehicles or offering goods or services that incorporate or use the challenged intellectual property;
- pay substantial damages;
- seek a license from the holder of the infringed intellectual property right, which license may not be available on reasonable terms, or at all;
- redesign our vehicles or other goods or services; or
- establish and maintain alternative branding for our products and services.

In the event of a successful claim of infringement against us and our failure or inability to obtain a license to the infringed technology or other intellectual property right, our business, prospects, operating results and financial condition could be materially and adversely affected. In addition, any litigation or claims, whether or not valid, could result in substantial costs, negative publicity and diversion of resources and management attention.

We may not be able to prevent others from unauthorized use of our intellectual property, which could harm our business and competitive position.

We may not be able to prevent others from unauthorized use of our intellectual property, which could harm our business and competitive position. We rely on a combination of patents, trade secrets (including know-how), employee and third-party nondisclosure agreements, copyrights, trademarks, intellectual property licenses, and other contractual rights to establish and protect our rights in its technology. Despite our efforts to protect our proprietary rights, third parties may attempt to copy or otherwise obtain and use our intellectual property or seek court declarations that they do not infringe upon our intellectual property rights. Monitoring unauthorized use of our intellectual property is difficult and costly, and the steps we have taken or will take will prevent misappropriation. From time to time, we may have to resort to litigation to enforce our intellectual property rights, which could result in substantial costs and diversion of our resources.

Patent, trademark, and trade secret laws vary significantly throughout the world. A number of foreign countries do not protect intellectual property rights to the same extent as do the laws of the United States. Therefore, our intellectual property rights may not be as strong or as easily enforced outside of the United States. Failure to adequately protect our intellectual property rights could result in our competitors offering similar products, potentially resulting in the loss of some of our competitive advantage and a decrease in our revenue which, would adversely affect our business, prospects, financial condition and operating results.

Our patent applications may not issue as patents, which may have a material adverse effect on our ability to prevent others from commercially exploiting products similar to ours.

We cannot be certain that we are the first inventor of the subject matter to which we have filed a particular patent application, or if we are the first party to file such a patent application. If another party has filed a patent application for the same subject matter as we have, we may not be entitled to the protection sought by the patent application. Further, the scope of protection of issued patent claims is often difficult to determine. As a result, we cannot be certain that the patent applications that we file will issue, or that our issued patents will afford protection against competitors with similar technology. In addition, our competitors may design around our issued patents, which may adversely affect our business, prospects, financial condition or operating results.

As our patents may expire and may not be extended, our patent applications may not be granted and our patent rights may be contested, circumvented, invalidated or limited in scope, our patent rights may not protect us effectively. In particular, we may not be able to prevent others from developing or exploiting competing technologies, which could have a material and adverse effect on our business operations, financial condition and results of operations.

We cannot assure you that we will be granted patents pursuant to our pending applications. Even if our patent applications succeed and we are issued patents in accordance with them, we are still uncertain whether these patents will be contested, circumvented or invalidated in the future. In addition, the rights granted under any issued patents may not provide us with meaningful protection or competitive advantages. The claims under any patents that issue from our patent applications may not be broad enough to prevent others from developing technologies that are similar or that achieve results similar to ours. The intellectual property rights of others could also bar us from licensing and exploiting any patents that issue from our pending applications. Numerous patents and pending patent applications owned by others exist in the fields in which we have developed and are developing our technology. These patents and patent applications might have priority over our patent applications and could subject our patent applications to invalidation. Finally, in addition to those who may claim priority, any of our existing or pending patents may also be challenged by others on the basis that they are otherwise invalid or unenforceable.

We may be subject to damages resulting from claims that we or our employees have wrongfully used or disclosed alleged trade secrets of our employees' former employers.

Many of our employees were previously employed by other automotive companies or by suppliers to automotive companies. We may be subject to claims that we or these employees have inadvertently or otherwise used or disclosed trade secrets or other proprietary information of our former employers. Litigation may be necessary to defend against these claims. If we fail in defending such claims, in addition to paying monetary damages, we may lose valuable intellectual property rights or personnel. A loss of key personnel or our work product could hamper or prevent our ability to commercialize our products, which could severely harm our business. Even if we are successful in defending against these claims, litigation could result in substantial costs and demand on management resources.

Our vehicles are subject to motor vehicle standards and the failure to satisfy such mandated safety standards would have a material adverse effect on our business and operating results.

All vehicles sold must comply with international, federal, and state motor vehicle safety standards. In the United States, vehicles that meet or exceed all federally mandated safety standards are certified under the federal regulations. Rigorous testing and the use of approved materials and equipment are among the requirements for achieving federal certification. Failure by us to have the Fisker Ocean, Fisker PEAR or any future model electric vehicle satisfy motor vehicle standards would have a material adverse effect on our business and operating results.

Our vehicles will be subject to, and will be required to comply with, numerous regulatory requirements established by the NHTSA, including applicable FMVSS. We intend for the Fisker Ocean to fully comply with all applicable FMVSSs without the need for any exemptions, and expect future Fisker vehicles to either fully comply or comply with limited exemptions related to new technologies. Additionally, there are regulatory changes being considered for several FMVSSs, and while we anticipate compliance, there is no assurance until final regulation changes are enacted.

As a manufacturer, Fisker must self-certify that its vehicles meet all applicable FMVSSs, as well as the NHTSA bumper standard, or otherwise are exempt, before the vehicles can be imported or sold in the U.S. We will also be required to comply with other federal laws administered by NHTSA, including the CAFE standards, Theft Prevention Act requirements, consumer information labeling requirements, Early Warning Reporting requirements regarding warranty claims, field reports, death and injury reports and foreign recalls and owner's manual requirements. Although Fisker believes it will be able to meet all applicable FMVSSs, there can be no assurances that Fisker will be able to meet such requirements satisfactorily, or at all, and failure to do so could have a material adverse effect on our business and operating results.

Fisker's vehicles that may be sold outside of the U.S. are subject to similar foreign safety, environmental and other regulations. Many of those regulations are different from those applicable in the U.S. and may require redesign and/or retesting. The European Union established new rules regarding additional compliance oversight, and there is also regulatory uncertainty related to the United Kingdom's withdrawal from the European Union. These changes could impact

the rollout of new vehicle features in Europe. Fisker expects to complete European and US homologation testing procedures during the first quarter of 2023. Once such testing is completed, we expect we will receive regulatory approvals including the European Whole Vehicle Type Approval Certificate, EPA Certificate of Conformity and CARB Executive Order, after which we will commence retail customer deliveries. However, there can be no assurances that such testing and certification will be completed, and failure to complete these steps may hinder Fisker from commencing retail customer deliveries, which could have a material adverse effect on our business and operating results.

We are subject to substantial regulation and unfavorable changes to, or our failure to comply with, these regulations could substantially harm our business and operating results.

Our electric vehicles, and the sale of motor vehicles in general, are subject to substantial regulation under international, federal, state, and local laws. We expect to incur significant costs in complying with these regulations. Regulations related to the electric vehicle industry and alternative energy are currently evolving, and we face risks associated with changes to these regulations.

To the extent the laws change, our vehicles may not comply with applicable international, federal, state or local laws, which would have an adverse effect on our business. Compliance with changing regulations could be burdensome, time consuming, and expensive. To the extent compliance with new regulations is cost prohibitive, our business, prospects, financial condition and operating results would be adversely affected.

Internationally, there may be laws in jurisdictions we have not yet entered or laws we are unaware of in jurisdictions we have entered that may restrict our sales or other business practices. Even for those jurisdictions we have analyzed, the laws in this area can be complex, difficult to interpret and may change over time. Continued regulatory limitations and other obstacles interfering with our ability to sell or lease vehicles directly to consumers could have a negative and material impact on our business, prospects, financial condition and results of operations.

We will face risks associated with potential international operations, including unfavorable regulatory, political, tax and labor conditions, which could harm our business.

We will face risks associated with any potential international operations, including possible unfavorable regulatory, political, tax and labor conditions, which could harm our business. We anticipate having international operations and subsidiaries that are subject to the legal, political, regulatory and social requirements and economic conditions in these jurisdictions. We have no experience to date selling or leasing and servicing our vehicles internationally and such expansion would require us to make significant expenditures, including the hiring of local employees and establishing facilities, in advance of generating any revenue. We will be subject to a number of risks associated with international business activities that may increase our costs, impact our ability to sell or lease our EVs and require significant management attention. These risks include:

- conforming our vehicles to various international regulatory requirements where our vehicles are sold which requirements may change over time;
- difficulty in staffing and managing foreign operations;
- difficulties attracting customers in new jurisdictions;
- foreign government taxes, regulations and permit requirements, including foreign taxes that we may not be able to offset against taxes imposed upon it in the United States, and foreign tax and other laws limiting our ability to repatriate funds to the United States;
- fluctuations in foreign currency exchange rates and interest rates, including risks related to any foreign currency swap or other hedging activities we undertake;
- United States and foreign government trade restrictions, tariffs and price or exchange controls;
- foreign labor laws, regulations and restrictions;
- changes in diplomatic and trade relationships;
- political instability, natural disasters, war or events of terrorism; and
- the strength of international economies.

If we fail to successfully address these risks, our business, prospects, operating results and financial condition could be materially harmed.

Our business could be adversely affected by trade tariffs or other trade barriers.

In recent years, both China and the United States have each imposed tariffs indicating the potential for further trade barriers. These tariffs may escalate a nascent trade war between China and the United States. Tariffs could potentially impact our raw material prices and impact any plans to sell vehicles in China. In addition, these developments could have a material adverse effect on global economic conditions and the stability of global financial markets. Any of these factors could have a material adverse effect on our business, financial condition and results of operations.

The military conflict between Russia and Ukraine, and the global response to this conflict, may adversely affect our business and results of operations.

In response to the military conflict between Russia and Ukraine, the U.S., U.K. E.U., and others have imposed significant new sanctions and export controls against Russia and certain Russian individuals and entities. This conflict has also resulted in significant volatility and disruptions to the global markets. It is not possible to predict the short- or long-term implications of this conflict, which could include but are not limited to further sanctions, uncertainty about economic and political stability, increases in inflation rates and energy prices, supply chain challenges and adverse effects on currency exchange rates and financial markets. In addition, the U.S. government has reported that U.S. sanctions against Russia in response to the conflict could lead to an increased threat of cyberattacks (including increased risk of data breach and other threats from ransomware, destructive malware, distributed denial-of-service attacks, as well as fraud, spam, and fake accounts, or other illegal activity conducted generally by bad actors seeking to take advantage of us, our partners or end-customers) against U.S. companies. These increased threats could pose risks to the security of our information technology systems, our network and our product offerings and/or service offerings for our products, as well as the confidentiality, availability and integrity of our data.

We have operations, as well as potential new customers, in Europe. If the conflict extends beyond Ukraine or further intensifies, it could have an adverse impact on our operations in Europe or other affected areas. While we do not offer any services in Ukraine, we are continuing to monitor the situation in that country and globally as well as assess its potential impact on our business, including the supply of natural gas in Europe. Although neither Russia nor Belarus constitutes a material portion of our business (if any), a significant escalation or further expansion of the conflict's current scope or related disruptions to the global markets could have a material adverse effect on our results of operations.

We may become subject to product liability claims, which could harm our financial condition and liquidity if we are not able to successfully defend or insure against such claims.

We may become subject to product liability claims, even those without merit, which could harm our business, prospects, operating results, and financial condition. The automobile industry experiences significant product liability claims, and we face inherent risk of exposure to claims in the event our vehicles do not perform as expected or malfunction resulting in personal injury or death. Our risks in this area are particularly pronounced given we have limited field experience of our vehicles. A successful product liability claim against us could require us to pay a substantial monetary award. Moreover, a product liability claim could generate substantial negative publicity about our vehicles and business and inhibit or prevent commercialization of other future vehicle candidates, which would have material adverse effect on our brand, business, prospects and operating results. Any insurance coverage might not be sufficient to cover all potential product liability claims. Any lawsuit seeking significant monetary damages either in excess of our coverage, or outside of our coverage, may have a material adverse effect on our reputation, business and financial condition. We may not be able to secure additional product liability insurance coverage on commercially acceptable terms or at reasonable costs when needed, particularly if we face liability for our products and are forced to make a claim under our policy.

We are or will be subject to anti-corruption, anti-bribery, anti-money laundering, financial and economic sanctions and similar laws, and non-compliance with such laws can subject us to administrative, civil and criminal fines and penalties,

collateral consequences, remedial measures and legal expenses, all of which could adversely affect our business, results of operations, financial condition and reputation.

We are or will be subject to anti-corruption, anti-bribery, anti-money laundering, financial and economic sanctions and similar laws and regulations in various jurisdictions in which we conduct or in the future may conduct activities, including the U.S. Foreign Corrupt Practices Act (“FCPA”), the U.K. Bribery Act 2010, and other anti-corruption laws and regulations. The FCPA and the U.K. Bribery Act 2010 prohibit us and our officers, directors, employees and business partners acting on our behalf, including agents, from corruptly offering, promising, authorizing or providing anything of value to a “foreign official” for the purposes of influencing official decisions or obtaining or retaining business or otherwise obtaining favorable treatment. The FCPA also requires companies to make and keep books, records and accounts that accurately reflect transactions and dispositions of assets and to maintain a system of adequate internal accounting controls. The U.K. Bribery Act also prohibits non-governmental “commercial” bribery and soliciting or accepting bribes. A violation of these laws or regulations could adversely affect our business, results of operations, financial condition and reputation. Our policies and procedures designed to ensure compliance with these regulations may not be sufficient, and our directors, officers, employees, representatives, consultants, agents, and business partners could engage in improper conduct for which we may be held responsible.

Non-compliance with anti-corruption, anti-bribery, anti-money laundering or financial and economic sanctions laws could subject us to whistleblower complaints, adverse media coverage, investigations, and severe administrative, civil and criminal sanctions, collateral consequences, remedial measures and legal expenses, all of which could materially and adversely affect our business, results of operations, financial condition and reputation. In addition, changes in economic sanctions laws in the future could adversely impact our business.

We may face legal challenges in one or more states attempting to sell or lease directly to customers which could materially adversely affect our costs.

Our business model includes the direct sale of vehicles to individual customers. Most, if not all, states require a license to sell or lease vehicles within the state. Many states prohibit manufacturers from directly selling or leasing vehicles to customers. In other states, manufacturers must operate a physical dealership within the state to deliver vehicles to customers. As a result, we may not be able to sell or lease directly to customers in each state in the United States.

In many states, it is unclear if we will be able to obtain permission to sell or lease and deliver vehicles directly to customers. For customers residing in states in which we will not be allowed to sell, lease or deliver vehicles, we may have to arrange alternate methods of delivery of vehicles. This could include delivering vehicles to adjacent or nearby states in which we are allowed to directly sell or lease and ship vehicles, and arranging for the customer to transport the vehicles to their home states. These workarounds could add significant complexity, and as a result, costs, to our business.

We will need to continue to improve our operational and financial systems to support our expected growth, increasingly complex business arrangements, and rules governing revenue and expense recognition and any inability to do so will adversely affect our billing and reporting.

To manage the expected growth of our operations and increasing complexity, we will need to continue to improve our operational and financial systems, procedures, and controls and continue to increase systems automation to reduce reliance on manual operations. Any inability to do so will affect our billing and reporting. Our current and planned systems, procedures and controls may not be adequate to support our complex arrangements and the rules governing revenue and expense recognition for our future operations and expected growth. Delays or problems associated with any improvement or expansion of our operational and financial systems and controls could adversely affect our relationships with our customers, cause harm to our reputation and brand and could also result in errors in our financial and other reporting.

Failure to continue to build our finance infrastructure and improve our accounting systems and controls could impair our ability to comply with the financial reporting and internal controls requirements for publicly traded companies.

As a public company, we will operate in an increasingly demanding regulatory environment, which requires us to comply with the Sarbanes-Oxley Act of 2002 (the “Sarbanes-Oxley Act”), the regulations of the NYSE, the rules and regulations of the SEC, expanded disclosure requirements, accelerated reporting requirements and more complex

accounting rules. Company responsibilities required by the Sarbanes-Oxley Act include establishing corporate oversight and adequate internal control over financial reporting and disclosure controls and procedures. Effective internal controls are necessary for us to produce reliable financial reports and are important to help prevent financial fraud. We must perform system and process evaluation and testing of our internal controls over financial reporting to allow management to report on the effectiveness of our internal controls over financial reporting, as required by Section 404 of the Sarbanes-Oxley Act.

We anticipate that the process of building our accounting and financial functions and infrastructure will require significant additional professional fees, internal costs and management efforts. We are implementing an internal system to combine and streamline the management of our financial, accounting, human resources and other functions. However, such a system would likely require us to complete many processes and procedures for the effective use of the system or to run our business using the system, which may result in substantial costs. Any disruptions or difficulties in implementing or using such a system could adversely affect our controls and harm our business. Moreover, such disruption or difficulties could result in unanticipated costs and diversion of management's attention. In addition, we may discover weaknesses in our system of internal financial and accounting controls and procedures that could result in a material misstatement of our financial statements. Our internal control over financial reporting will not prevent or detect all errors and all fraud. A control system, no matter how well designed and operated, can provide only reasonable, not absolute, assurance that the control system's objectives will be met. Because of the inherent limitations in all control systems, no evaluation of controls can provide absolute assurance that misstatements due to error or fraud will not occur or that all control issues and instances of fraud will be detected.

If we are not able to maintain compliance with the requirements of Section 404 of the Sarbanes-Oxley Act in a timely manner, or if we are unable to maintain proper and effective internal controls, we may not be able to produce timely and accurate financial statements. If we cannot provide reliable financial reports or prevent fraud, our business and results of operations could be harmed, investors could lose confidence in our reported financial information, and we could be subject to sanctions or investigations by the NYSE, the SEC or other regulatory authorities.

Our Certificate of Incorporation provides, subject to limited exceptions, that the Court of Chancery of the State of Delaware will be the sole and exclusive forum for certain stockholder litigation matters, which could limit our stockholders' ability to obtain a chosen judicial forum for disputes with us or our directors, officers, employees or stockholders.

Our Certificate of Incorporation requires to the fullest extent permitted by law, that derivative actions brought in our name, actions against directors, officers and employees for breach of fiduciary duty and other similar actions may be brought in the Court of Chancery in the State of Delaware or, if that court lacks subject matter jurisdiction, another federal or state court situated in the State of Delaware. Any person or entity purchasing or otherwise acquiring any interest in shares of our capital stock shall be deemed to have notice of and consented to the forum provisions in our Certificate of Incorporation. In addition, our Certificate of Incorporation and Bylaws provide that the federal district courts of the United States shall be the exclusive forum for the resolution of any complaint asserting a cause of action under the Securities Act and the Exchange Act.

In March 2020, the Delaware Supreme Court issued a decision in *Salzburg et al. v. Sciabacucchi*, which found that an exclusive forum provision providing for claims under the Securities Act to be brought in federal court is facially valid under Delaware law. It is unclear whether this decision will be appealed, or what the final outcome of this case will be. We intend to enforce this provision, but we do not know whether courts in other jurisdictions will agree with this decision or enforce it.

This choice of forum provision may limit a stockholder's ability to bring a claim in a judicial forum of its choosing for disputes with us or any of our directors, officers, other employees or stockholders, which may discourage lawsuits with respect to such claims. Alternatively, if a court were to find the choice of forum provision contained in our Certificate of Incorporation to be inapplicable or unenforceable in an action, we may incur additional costs associated with resolving such action in other jurisdictions, which could harm its business, operating results and financial condition.

Charter documents and Delaware law could prevent a takeover that stockholders consider favorable and could also reduce the market price of our stock.

Our Certificate of Incorporation and Bylaws contain provisions that could delay or prevent a change in control of Fisker. These provisions could also make it more difficult for stockholders to elect directors and take other corporate actions. These provisions include:

- authorizing our Board of Directors to issue preferred stock with voting or other rights or preferences that could discourage a takeover attempt or delay changes in control;
- Mr. Fisker and Dr. Gupta-Fisker hold sufficient voting power to control voting for election of directors and amend our Certificate of Incorporation;
- prohibiting cumulative voting in the election of directors;
- providing that vacancies on its Board of Directors may be filled only by a majority of directors then in office, even though less than a quorum;
- prohibiting the adoption, amendment or repeal of our Bylaws or the repeal of the provisions of our Certificate of Incorporation regarding the election and removal of directors without the required approval of at least two-thirds of the shares entitled to vote at an election of directors;
- prohibiting stockholder action by written consent;
- limiting the persons who may call special meetings of stockholders; and
- requiring advance notification of stockholder nominations and proposals.

These provisions may frustrate or prevent any attempts by our stockholders to replace or remove our current management by making it more difficult for stockholders to replace members of our Board of Directors, which is responsible for appointing the members of our management. In addition, the provisions of Section 203 of the General Corporation Law of the State of Delaware (“DGCL”) govern Fisker. These provisions may prohibit large stockholders, in particular those owning 15% or more of our outstanding voting stock, from merging or combining with Fisker for a certain period of time without the consent of its Board of Directors.

These and other provisions in our Certificate of Incorporation and Bylaws and under Delaware law could discourage potential takeover attempts, reduce the price investors might be willing to pay in the future for shares of Class A Common Stock and result in the market price of Class A Common Stock being lower than it would be without these provisions.

Claims for indemnification by our directors and officers may reduce our available funds to satisfy successful third-party claims against us and may reduce the amount of money available to us.

Our Certificate of Incorporation and Bylaws provides that we will indemnify our directors and officers, in each case to the fullest extent permitted by Delaware law.

In addition, as permitted by Section 145 of the DGCL, our Bylaws and our indemnification agreements that we entered into with our directors and officers provide that:

- We will indemnify our directors and officers for serving Fisker in those capacities or for serving other business enterprises at our request, to the fullest extent permitted by Delaware law. Delaware law provides that a corporation may indemnify such person if such person acted in good faith and in a manner such person reasonably believed to be in or not opposed to the best interests of the registrant and, with respect to any criminal proceeding, had no reasonable cause to believe such person’s conduct was unlawful;
- We may, in our discretion, indemnify employees and agents in those circumstances where indemnification is permitted by applicable law;
- We will be required to advance expenses, as incurred, to our directors and officers in connection with defending a proceeding, except that such directors or officers shall undertake to repay such advances if it is ultimately determined that such person is not entitled to indemnification;

- We will not be obligated pursuant to our Bylaws to indemnify a person with respect to proceedings initiated by that person against Fisker or our other indemnitees, except with respect to proceedings authorized by our Board of Directors or brought to enforce a right to indemnification;
- the rights conferred in our Bylaws are not exclusive, and we are authorized to enter into indemnification agreements with our directors, officers, employees and agents and to obtain insurance to indemnify such persons; and
- We may not retroactively amend our amended and restated bylaw provisions to reduce our indemnification obligations to directors, officers, employees and agents.

Our management has limited experience in operating a public company.

Our executive officers have limited experience in the management of a publicly traded company. Their limited experience in dealing with the increasingly complex laws pertaining to public companies could be a significant disadvantage in that it is likely that an increasing amount of their time may be devoted to these activities which will result in less time being devoted to the management and growth of the combined company. The development and implementation of the standards and controls necessary for the combined company to achieve the level of accounting standards required of a public company in the United States may require costs greater than expected. It is possible that we will be required to expand our employee base and hire additional employees to support our operations as a public company, which will increase our operating costs in future periods.

The dual class structure of our Common Stock has the effect of concentrating voting control with Henrik Fisker and Dr. Geeta Gupta-Fisker, our co-founders, members of our Board of Directors and Chief Executive Officer, and Chief Financial Officer and Chief Operating Officer, respectively. This will limit or preclude your ability to influence corporate matters, including the outcome of important transactions, including a change in control.

Shares of our Class B common stock, par value \$0.00001 per share (“Class B Common Stock”) have 10 votes per share, while shares of our Class A Common Stock have one vote per share. Henrik Fisker and Dr. Geeta Gupta-Fisker, Fisker’s co-founders, members of our Board of Directors and Chief Executive Officer and Chief Financial Officer, respectively, hold all of the issued and outstanding shares of our Class B Common Stock. Accordingly, Mr. Fisker and Dr. Gupta will hold greater than 90% of the voting power of Fisker’s capital stock on an outstanding basis and will be able to control matters submitted to its stockholders for approval, including the election of directors, amendments of its organizational documents and any merger, consolidation, sale of all or substantially all of our assets or other major corporate transactions. Mr. Fisker and Dr. Gupta-Fisker may have interests that differ from yours and may vote in a way with which you disagree and which may be adverse to your interests. This concentrated control may have the effect of delaying, preventing or deterring a change in control of Fisker, could deprive its stockholders of an opportunity to receive a premium for their capital stock as part of a sale of Fisker, and might ultimately affect the market price of shares of our Class A Common Stock.

Our dual class structure may depress the trading price of our Class A Common Stock.

We cannot predict whether our dual class structure will result in a lower or more volatile market price of our Class A Common Stock or in adverse publicity or other adverse consequences. For example, certain index providers have announced restrictions on including companies with multiple-class share structures in certain of their indexes. S&P Dow Jones and FTSE Russell have announced changes to their eligibility criteria for inclusion of shares of public companies on certain indices, including the S&P 500, pursuant to which companies with multiple classes of shares of common stock are excluded. In addition, several stockholder advisory firms have announced their opposition to the use of multiple class structures. As a result, the dual class structure of our Common Stock may cause stockholder advisory firms to publish negative commentary about our corporate governance practices or otherwise seek to cause Fisker to change our capital structure. Any such exclusion from indices or any actions or publications by stockholder advisory firms critical of our corporate governance practices or capital structure could adversely affect the value and trading market of our Class A Common Stock.

We are a controlled company within the meaning of the NYSE rules, and, as a result, qualify for exemptions from certain corporate governance requirements that provide protection to stockholders of other companies. To the extent we

utilize any of these exemptions, you will not have the same protections afforded to stockholders of companies that are subject to such requirements. We do not currently intend to rely on the exemptions afforded to controlled companies.

So long as more than 50% of the voting power for the election of directors of Fisker is held by an individual, a group or another company, we will qualify as a “controlled company” under NYSE rules. Upon the completion of the Business Combination, Henrik Fisker and Dr. Geeta Gupta-Fisker control a majority of the voting power of Fisker’s outstanding capital stock. As a result, we are a “controlled company” under NYSE rules. As a controlled company, we are exempt from certain NYSE corporate governance requirements, including those that would otherwise require our Board of Directors to have a majority of independent directors and require that we either establish compensation and nominating and corporate governance committees, each comprised entirely of independent directors, or otherwise ensure that the compensation of our executive officers and nominees for directors are determined or recommended to the Board of Directors by the independent members of the Board of Directors. While we do not currently intend to rely on any of these exemptions, we will be entitled to do so for as long as we are considered a “controlled company,” and to the extent we rely on one or more of these exemptions, holders of our capital stock will not have the same protections afforded to stockholders of companies that are subject to all of the NYSE corporate governance requirements.

Henrik Fisker and Dr. Geeta Gupta-Fisker are married to each other. The separation or divorce of the couple in the future could adversely affect our business.

Henrik Fisker and Dr. Geeta Gupta-Fisker, Fisker’s co-founders, members of the Board of Directors and Chief Executive Officer, and Chief Financial Officer and Chief Operating Officer, respectively, are married to each other. They are two of our executive officers and are a vital part of our operations. If they were to become separated or divorced or could otherwise not amicably work with each other, one or both of them may decide to cease his or her employment with Fisker or it could negatively impact our working environment. Alternatively, their work performance may not be satisfactory if they become preoccupied with issues relating to their personal situation. In these cases, our business could be materially harmed.

Future sales of shares by existing stockholders may adversely affect the market price of our Class A common stock.

Sales of a substantial number of shares of our Class A Common Stock in the public market, or the perception that such sales could occur, could adversely affect the market price of our Class A Common Stock and may make it more difficult for you to sell your shares of our Class A Common Stock at a time and price that you deem appropriate.

We have filed a registration statement on Form S-8 under the Securities Act to register shares of our Class A Common Stock that may be issued under our equity incentive plans from time to time, as well as any shares of our Class A Common Stock underlying outstanding options and restricted stock units that have been granted to our directors, executive officers and other employees, all of which are subject to time-vesting conditions. Shares registered under this registration statement will be available for sale in the public market upon issuance subject to vesting arrangements and exercise of options, as well as Rule 144 in the case of our affiliates.

We are unable to predict the effect that these sales, particularly sales by our directors, executive officers and significant stockholders, may have on the prevailing market price of our Class A Common Stock. If holders of these shares sell, or indicate an intent to sell, substantial amounts of our Class A Common Stock in the public market, the trading price of our Class A Common Stock could decline significantly and make it difficult for us to raise funds through securities offerings in the future.

Our ability to utilize our net operating loss and tax credit carryforwards to offset future taxable income may be subject to certain limitations.

In general, under Section 382 of the Internal Revenue Code of 1986, as amended (the “Code”), a corporation that undergoes an “ownership change” is subject to limitations on its ability to use its pre-change net operating loss carryforwards, or NOLs, to offset future taxable income. The limitations apply if a corporation undergoes an “ownership change,” which is generally defined as a greater than 50 percentage point change (by value) in its equity ownership by certain stockholders over a three-year period. If we have experienced an ownership change at any time since our incorporation, we may already be subject to limitations on our ability to utilize our existing NOLs and other tax attributes to offset taxable income or tax liability. In addition, the Business Combination and future changes in our stock ownership,

which may be outside of our control, may trigger an ownership change. Similar provisions of state tax law may also apply to limit our use of accumulated state tax attributes. As a result, even if we earn net taxable income in the future, our ability to use our pre-change NOL carryforwards and other tax attributes to offset such taxable income or tax liability may be subject to limitations, which could potentially result in increased future income tax liability to us.

Changes to applicable U.S. tax laws and regulations may have a material adverse effect on our business, financial condition and results of operations.

New laws and policy relating to taxes may have an adverse effect on our business, financial condition and results of operations. Further, existing tax laws, statutes, rules, regulations or ordinances could be interpreted, changed, modified or applied adversely to us. For example, the U.S. government enacted the Tax Cuts and Jobs Act (the “Tax Act”), and certain provisions of the Tax Act may adversely affect us. Changes under the Tax Act include, but are not limited to, a federal corporate income tax rate decrease to 21% for tax years beginning after December 31, 2017, a reduction to the maximum deduction allowed for net operating losses generated in tax years after December 31, 2017 and the elimination of carrybacks of net operating losses. Under the Coronavirus Aid, Relief, and Economic Security Act (the “CARES Act”), which modified the Tax Act, U.S. federal net operating loss carryforwards generated in taxable periods beginning after December 31, 2017, may be carried forward indefinitely, but the deductibility of such net operating loss carryforwards in taxable years beginning after December 31, 2020, is limited to 80% of taxable income. The Tax Act is unclear in many respects and could be subject to potential amendments and technical corrections, and is subject to interpretations and implementing regulations by the Treasury and IRS, any of which could mitigate or increase certain adverse effects of the legislation. Furthermore, the U.S. government recently enacted the IRA, which includes changes to the U.S. corporate income tax system, including a 15% minimum tax based on “adjusted financial statement income” for certain large corporations, which is effective in 2023, and a 1% excise tax on share repurchases after December 31, 2022. The IRA also provides financial incentives in the form of tax credits to incentivize the purchase of clean vehicles including electric vehicles. To claim the retail tax credit, the IRA establishes multiple prerequisites, including that the vehicle must be assembled in North America; the vehicle must be under specified manufacturer suggested retail prices (“MSRP”); purchaser income limitations; have a specified percentage of critical minerals that are “extracted or produced” in the United States, in a country with which the United States has a Free Trade Agreement, or that is “recycled” in North America, and that have a specified percentage of “value” of its battery “components” that are “manufactured or assembled” in North America. The Fisker Ocean is manufactured in Austria and therefore not eligible for the retail tax credit. In addition, the current administration has announced a proposal to increase such excise tax to 4%. While Fisker does not believe that the aforementioned provisions of the IRA will have a material impact on its consolidated financial statements, any future corporate tax legislation could have that effect. In addition, it is unclear how these U.S. federal income tax changes will affect state and local taxation. Generally, future changes in applicable U.S. tax laws and regulations, or their interpretation and application could have an adverse effect on our business, financial condition and results of operations.

Our failure to meet the continued listing requirements of the NYSE could result in a delisting of our Class A Common Stock.

If we fail to satisfy the continued listing requirements of the NYSE such as the corporate governance requirements or the minimum closing bid price requirement, the NYSE may take steps to delist our Class A Common Stock. Such a delisting would likely have a negative effect on the price of our Class A Common Stock and would impair your ability to sell or purchase our Class A Common Stock when you wish to do so. In the event of a delisting, we can provide no assurance that any action taken by it to restore compliance with listing requirements would allow our Class A Common Stock to become listed again, stabilize the market price or improve the liquidity of our Class A Common Stock, prevent our Class A Common Stock from dropping below the NYSE minimum bid price requirement or prevent future non-compliance with NYSE’s listing requirements.

If securities or industry analysts do not continue to publish research or reports about our business or publish negative reports about our business, our share price and trading volume could decline.

The trading market for our Class A Common Stock will depend on the research and reports that securities or industry analysts publish about us or our business. If one or more of the analysts who cover Fisker downgrade our shares or change their opinion of our shares, our share price would likely decline. If one or more of these analysts cease coverage of Fisker company or fail to regularly publish reports on Fisker, we could lose visibility in the financial markets, which could cause our share price or trading volume to decline.

The issuance of shares of our Class A Common Stock upon exercise of our outstanding Magna Warrants would increase the number of shares eligible for future resale in the public market and result in dilution to our stockholders.

As of February 28, 2023, the Magna Warrants to purchase an aggregate of approximately 19,474,454 million shares of our Class A Common Stock were outstanding and 12,969,986 were exercisable. The exercise price of these warrants are \$0.01 per share. To the extent such warrants are exercised, additional shares of Class A Common Stock will be issued, which will result in dilution to holders of our Class A Common Stock and increase the number of shares eligible for resale in the public market. Sales of substantial numbers of such shares in the public market or the fact that such warrants may be exercised could adversely affect the market price of our Class A Common Stock.

Risks Related to Our Convertible Senior Notes

The Notes are effectively subordinated to our existing and future secured indebtedness and structurally subordinated to the liabilities of our subsidiaries.

In August 2021, we entered into a purchase agreement with certain counterparties for the sale of an aggregate of \$667.5 million principal amount of 2.50% convertible senior notes due in September 2026 (the “2026 Notes”) in a private offering to qualified institutional buyers pursuant to Rule 144A under the Securities Act of 1933, as amended. The 2026 Notes have been designated as green bonds, whose proceeds will be allocated in accordance with the Company’s green bond framework. The 2026 Notes consisted of a \$625 million initial placement and an over-allotment option that provided the initial purchasers of the 2026 Notes with the option to purchase an additional \$100.0 million aggregate principal amount of the 2026 Notes, of which \$42.5 million was exercised. The 2026 Notes were issued pursuant to an indenture dated August 17, 2021. The net proceeds from the issuance of the 2026 Notes were \$562.2 million, net of debt issuance costs and cash used to purchase the capped call transactions (“2026 Capped Call Transactions”) discussed below. The debt issuance costs are amortized to interest expense using the effective interest rate method.

The 2026 Notes are unsecured obligations which bear regular interest at 2.50% annually and will be payable semiannually in arrears on March 15 and September 15 of each year, beginning on March 15, 2022. The 2026 Notes will mature on September 15, 2026, unless repurchased, redeemed, or converted in accordance with their terms prior to such date. The 2026 Notes are convertible into cash, shares of our Class A common stock, or a combination of cash and shares of our Class A common stock, at our election, at an initial conversion rate of 50.7743 shares of Class A common stock per \$1,000 principal amount of 2026 Notes, which is equivalent to an initial conversion price of approximately \$19.70 per share of our Class A common stock. The conversion rate is subject to customary adjustments for certain events as described in the indenture governing the 2026 Notes. We may redeem for cash all or any portion of the 2026 Notes, at our option, on or after September 20, 2024 if the last reported sale price of our Class A common stock has been at least 130% of the conversion price then in effect for at least 20 trading days at a redemption price equal to 100% of the principal amount of the 2026 Notes to be redeemed, plus accrued and unpaid interest to, but excluding, the redemption date.

The 2026 Notes are our senior, unsecured obligations and rank equal in right of payment with our existing and future senior, unsecured indebtedness, senior in right of payment to our existing and future indebtedness that is expressly subordinated to the Notes and effectively subordinated to our existing and future secured indebtedness, to the extent of the value of the collateral securing that indebtedness.

In addition, because none of our subsidiaries guarantee the 2026 Notes, the 2026 Notes are structurally subordinated to all existing and future indebtedness and other liabilities, including trade payables, and (to the extent we are not a holder thereof) preferred equity, if any, of our subsidiaries. As of December 31, 2022 we had approximately \$667.5 million in total indebtedness. Our subsidiaries had no outstanding indebtedness as of December 31, 2022. The Indenture governing the 2026 Notes does not prohibit us or our subsidiaries from incurring additional indebtedness, including senior or secured indebtedness, in the future.

If a bankruptcy, liquidation, dissolution, reorganization, or similar proceeding occurs with respect to us, then the holders of any of our secured indebtedness may proceed directly against the assets securing that indebtedness. Accordingly, those assets will not be available to satisfy any outstanding amounts under our unsecured indebtedness, including the 2026 Notes, unless the secured indebtedness is first paid in full. The remaining assets, if any, would then be allocated pro rata among the holders of our senior, unsecured indebtedness, including the 2026 Notes. There may be insufficient assets to pay all amounts then due.

If a bankruptcy, liquidation, dissolution, reorganization, or similar proceeding occurs with respect to any of our subsidiaries, then we, as a direct or indirect common equity owner of that subsidiary (and, accordingly, holders of our indebtedness, including the 2026 Notes), will be subject to the prior claims of that subsidiary's creditors, including trade creditors and preferred equity holders, if any. We may never receive any amounts from that subsidiary to satisfy amounts due under the 2026 Notes.

We may be unable to raise the funds necessary to repurchase the 2026 Notes for cash following a fundamental change (as defined in the Indenture) or to pay any cash amounts due upon conversion, and our other indebtedness limits our ability to repurchase the 2026 Notes or pay cash upon their conversion.

Noteholders may require us to repurchase their 2026 Notes following a fundamental change (as defined in the Indenture) at a cash repurchase price generally equal to the principal amount of the Notes to be repurchased, plus accrued and unpaid special interest, if any. In addition, upon conversion, we will satisfy part or all of our conversion obligation in cash unless we elect to settle conversions solely in shares of our Class A common stock. We may not have enough available cash or be able to obtain financing at the time we are required to repurchase the 2026 Notes or pay the cash amounts due upon conversion. In addition, applicable law, regulatory authorities and the agreements governing our other indebtedness may restrict our ability to repurchase the Notes or pay the cash amounts due upon conversion. Our failure to repurchase 2026 Notes or to pay the cash amounts due upon conversion when required will constitute a default under the Indenture.

A default under the Indenture or a fundamental change (as defined in the Indenture) itself could also lead to a default under agreements governing our other indebtedness, which may result in that other indebtedness becoming immediately payable in full. We may not have sufficient funds to satisfy all amounts due under the other indebtedness and the 2026 Notes.

Our indebtedness and liabilities could limit the cash flow available for our operations, expose us to risks that could adversely affect our business, financial condition, and results of operations and impair our ability to satisfy our obligations under the Notes.

As of December 31, 2022, we had \$667.5 million indebtedness. We may also incur additional indebtedness to meet future financing needs. Our indebtedness could have significant negative consequences for our stockholders and our business, results of operations and financial condition by, among other things:

- increasing our vulnerability to adverse economic and industry conditions;
- limiting our ability to obtain additional financing;
- requiring the dedication of a substantial portion of our cash flow from operations to service our indebtedness, which will reduce the amount of cash available for other purposes;
- limiting our flexibility to plan for, or react to, changes in our business;
- diluting the interests of our existing stockholders as a result of issuing shares of our Class A common stock upon conversion of the Notes; and
- placing us at a possible competitive disadvantage with competitors that are less leveraged than us or have better access to capital.

Our business may not generate sufficient funds, and we may otherwise be unable to maintain sufficient cash reserves, to pay amounts due under our indebtedness, including the Notes, and our cash needs may increase in the future.

The accounting method for the 2026 Notes could adversely affect our reported financial condition and results.

In August 2020, the Financial Accounting Standards Board published an Accounting Standards Update, which we refer to as ASU 2020-06, which amends the accounting standards for convertible debt instruments that may be settled entirely or partially in cash upon conversion. ASU 2020-06 eliminates requirements to separately account for liability and equity components of such convertible debt instruments and eliminates the ability to use the treasury stock method for calculating diluted earnings per share for convertible instruments whose principal amount may be settled using shares. Instead, ASU 2020-06 requires (i) the entire amount of the security to be presented as a liability on the balance sheet and

(ii) application of the “if-converted” method for calculating diluted earnings per share. Under the “if-converted” method, diluted earnings per share will generally be calculated assuming that all the 2026 Notes were converted solely into shares of common stock at the beginning of the reporting period, unless the result would be anti-dilutive, which could adversely affect our diluted earnings per share. However, if the principal amount of the convertible debt security being converted is required to be paid in cash and only the excess is permitted to be settled in shares, the if-converted method will produce a similar result as the “treasury stock” method prior to the adoption of ASU 2020-06 for such convertible debt security.

We early adopted ASU 2020-06 as of January 1, 2021 and as such we did not bifurcate the liability and equity components of the 2026 Notes on our balance sheet and used the if-converted method of calculating diluted earnings per share. In order to qualify for the alternative treatment of calculating diluted earnings per share under the if-converted method, we would have to irrevocably fix the settlement method for conversions to combination settlement with a specified dollar amount of at least \$1,000, which would impair our flexibility to settle conversions of notes, require us to settle conversions in cash in an amount equal to the principal amount of notes converted and could adversely affect our liquidity.

Furthermore, if any of the conditions to the convertibility of the 2026 Notes are satisfied, then, under certain conditions, we may be required under applicable accounting standards to reclassify the liability carrying value of the Notes as a current, rather than a noncurrent, liability. This reclassification could be required even if no noteholders convert their Notes and could materially reduce our reported working capital.

The Capped Call transactions may affect the value of the 2026 Notes and our common stock.

In connection with the 2026 Notes, we entered into Capped Call transactions with certain financial institutions, which we refer to as the option counterparties. The Capped Call transactions are expected generally to reduce the potential dilution to our common stock upon any conversion of the 2026 Notes and/or offset any potential cash payments we are required to make in excess of the principal amount upon conversion of any 2026 Notes, with such reduction and/or offset subject to a cap.

In connection with establishing their initial hedges of the Capped Call transactions, the option counterparties and/or their respective affiliates purchased shares of our common stock and/or entered into various derivative transactions with respect to our Class A common stock. This activity could have increased (or reduced the size of any decrease in) the market price of our Class A common stock or the 2026 Notes at that time.

In addition, the option counterparties and/or their respective affiliates may modify their hedge positions by entering into or unwinding various derivatives with respect to our common stock and/or purchasing or selling our common stock in secondary market transactions (and are likely to do so following any conversion of 2026 Notes, any repurchase of the 2026 Notes by us on any fundamental change (as defined in the indenture governing the 2026 Notes) repurchase date, any redemption date, or any other date on which the 2026 Notes are retired by us). This activity could also cause or avoid an increase or a decrease in the market price of our Class A common stock or the 2026 Notes.

The potential effect, if any, of these transactions and activities on the market price of our common stock or the 2026 Notes will depend in part on market conditions and cannot be ascertained at this time. Any of these activities could adversely affect the value of our Class A common stock.

We are subject to counterparty risk with respect to the Capped Call transactions, and the Capped Calls may not operate as planned.

The option counterparties are financial institutions, and we will be subject to the risk that they might default under the Capped Call transactions. Our exposure to the credit risk of the option counterparties will not be secured by any collateral. Global economic conditions have from time to time resulted in the actual or perceived failure or financial difficulties of many financial institutions. If an option counterparty becomes subject to insolvency proceedings, we will become an unsecured creditor in those proceedings with a claim equal to our exposure at that time under our transactions with that option counterparty. Our exposure will depend on many factors, but, generally, the increase in our exposure will be correlated with increases in the market price or the volatility of our common stock. In addition, upon a default by an option counterparty, we may suffer adverse tax consequences and more dilution than we currently anticipate with respect to our Class A common stock. We can provide no assurances as to the financial stability or viability of any option counterparty.

In addition, the Capped Call transactions are complex and they may not operate as planned. For example, the terms of the Capped Call transactions may be subject to adjustment, modification, or, in some cases, renegotiation if certain corporate or other transactions occur. Accordingly, these transactions may not operate as we intend if we are required to adjust their terms as a result of transactions in the future or upon unanticipated developments that may adversely affect the functioning of the Capped Call transactions.

The issuance or sale of shares of our common stock, or rights to acquire shares of our common stock, could depress the trading price of our common stock and our notes.

We may conduct future offerings of our common stock, preferred stock or other securities that are convertible into or exercisable for our common stock to finance our operations or fund acquisitions, or for other purposes. If we issue additional shares of our common stock or rights to acquire shares of our common stock, if any of our existing stockholders sells a substantial amount of our common stock, or if the market perceives that such issuances or sales may occur, then the trading price of our common stock, and, accordingly, our 2026 Notes may significantly decline. In addition, our issuance of additional shares of common stock will dilute the ownership interests of our existing common stockholders, including noteholders who have received shares of our common stock upon conversion of their 2026 Notes.

Item 1B. Unresolved Staff Comments.

None.

Item 2. Properties.

Our corporate headquarters are located in Manhattan Beach, California where we occupy approximately 78,500 square feet of space which we use for an automobile design studio and general office purposes for its management, technology, product design, sales and marketing, finance, legal, human resources, general administrative and information technology teams. The lease will terminate on November 1, 2026, with no option to extend the lease term.

We also lease property in the cities of La Palma, California, Culver City, California, Huntington Beach, California, San Francisco, California, Shanghai, China, Stockholm, Sweden, Munich, Germany and Vienna, Austria.

We believe our existing facilities are adequate for our current requirements. We also believe we will be able to obtain additional or alternative space at other locations at commercially reasonable terms to support our continuing expansion.

Item 3. Legal Proceedings.

For a description of any material pending legal proceedings, please see Note 19, Commitments and Contingencies, to the consolidated financial statements included elsewhere in this Annual Report on Form 10-K.

From time to time, we may become involved in legal proceedings arising in the ordinary course of business. We are not currently a party to any litigation or legal proceedings that, in the opinion of our management, are likely to have a material adverse effect on our business. Regardless of outcome, litigation can have an adverse impact on us because of defense and settlement costs, diversion of management resources, negative publicity and reputational harm and other factors.

Item 4. Mine Safety Disclosures.

Not applicable.

PART II

Item 5. Market for Registrant's Common Equity, Related Stockholder Matters and Issuer Purchases of Equity Securities.

Market Information

Our Class A Common Stock and warrants were historically quoted on NYSE under the symbols "SPAQ" and "SPAQ.WS," respectively. On October 29, 2020, our Class A Common Stock and warrants were listed on the NYSE under the trading symbols of "FSR" and "FSR.WS," respectively. On April 19, 2021, we redeemed all of the outstanding Public Warrants and the NYSE filed a Form 25-NSE with respect to the Public Warrants; the formal delisting of the Public Warrants became effective ten days thereafter.

Holders of Common Stock and Warrants

As of February 28, 2023, there were 30 holders of record of our Class A Common Stock and one holder of the Magna Warrants. The actual number of stockholders is greater than this number of record holders and includes stockholders who are beneficial owners but whose shares are held in street name by brokers and other nominees.

Dividend Policy

We have never declared or paid any cash dividends on our Common Stock or any other securities. We anticipate that we will retain all available funds and any future earnings, if any, for use in the operation of our business and do not anticipate paying cash dividends in the foreseeable future. In addition, future debt instruments may materially restrict our ability to pay dividends on our Common Stock. Payment of future cash dividends, if any, will be at the discretion of the board of directors after taking into account various factors, including our financial condition, operating results, current and anticipated cash needs, the requirements of current or then-existing debt instruments and other factors the board of directors deems relevant.

Recent Sales of Unregistered Securities

None.

Item 6. [Reserved]

Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operations.

For discussion related to changes in financial condition and the results of operations for fiscal year 2021-related items compared to the fiscal year ended December 31, 2020, refer to Part II, Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operations in our Annual Report on Form 10-K for fiscal year 2021, which was filed with the Securities and Exchange Commission on February 28, 2022.

Overview

The following Management's Discussion and Analysis of Financial Condition and Results of Operations should be read in conjunction with the consolidated financial statements and related notes thereto included elsewhere in this Form 10-K. The following discussion contains forward-looking statements that reflect future plans, estimates, beliefs and expected performance. The forward-looking statements are dependent upon events, risks and uncertainties that may be outside of our control. Our actual results could differ materially from those discussed in these forward-looking statements. Factors that could cause or contribute to such differences include, but are not limited to, those identified below and those discussed elsewhere in this Form 10-K, particularly in Part I, Item 1A, Risk Factors. We do not undertake, and expressly disclaim, any obligation to publicly update any forward-looking statements, whether as a result of new information, new developments or otherwise, except to the extent that such disclosure is required by applicable law.

OVERVIEW

Fisker is building a technology-enabled, asset-light automotive business model that it believes will be among the first of its kind and aligned with the future state of the automotive industry. This involves a focus on vehicle development, customer experience, sales and service intended to change the personal mobility experience through technological innovation, ease of use and flexibility. The Company combines the legendary design and engineering expertise of Henrik Fisker to develop high quality electric vehicles with strong emotional appeal. Central to Fisker's business model is the Fisker Flexible Platform Agnostic Design ("FF-PAD"), a proprietary process that allows the development and design of a vehicle to be adapted to any given electric vehicle ("EV") platform in the specific segment size. The process focuses on selecting industry leading vehicle specifications and adapting the design to crucial hard points on a third-party supplied EV platform and outsourced manufacturing to reduce development cost and time to market. The first example of this is Fisker's development of a distinctive base vehicle platform that started with an architecture provided by Magna Steyr Fahrzeugtechnik AG & Co KG, a limited liability partnership established and existing under the laws of Austria ("Magna Steyr"), an affiliate of Magna International, Inc. ("Magna"), but that Fisker substantially modified and re-engineered into Fisker's FM29 Platform.. Fisker believes it is well-positioned through its global premium EV brand, its renowned design capabilities, its sustainability focus, and its asset-light and low overhead, direct to consumer business model which enables products like the Fisker Ocean to be priced roughly equivalent to internal combustion engine-powered SUV's from premium brand competitors.

The Fisker Ocean is targeting a large and rapidly expanding "premium with volume" segment (meaning a premium automaker producing more than 100,000 units of a single model such as the BMW X3 Series or Tesla Model Y) of the electric SUV market. Fisker began production of the Ocean in the fourth quarter of 2022. The Fisker Ocean, a five-passenger vehicle with potentially a 250- to over 350-mile range and state-of-the-art advanced driver assistance capabilities, will be differentiated in the marketplace by its innovative and timeless design and a re-imagined customer experience delivered through an advanced software-based user interface. The Fisker Ocean is made with a high degree of sustainability, measured across the full vehicle life-cycle. We have prioritized proximity of suppliers and materials, and emphasize recycled and bio-based content. Our vehicle is produced in a carbon-neutral factory and we are working hard to provide renewable energy sourced charging options and will have options for remanufacturing, re-using and recycling over 90% of our vehicle when it finally comes off the road. The optional features for the Ocean, including the patented California Mode and a solar photovoltaic roof, resulted in the Fisker Ocean prototype being the most awarded new automobile at CES 2020 by Time, Newsweek, Business Insider, CNET and others.

Fisker believes its innovative business model will revolutionize how consumers view personal transportation and car ownership. Fisker plans to combine a customer-focused experience with seamless digital financing options including retail installment contracts initially, expanding into leasing, which could include non-fixed term flexible leasing options as a complement to direct-to-consumer sales. Through an innovative partnership strategy, Fisker believes that it will be able to significantly reduce the capital intensity typically associated with developing and manufacturing vehicles, while maintaining flexibility and optionality in component sourcing and manufacturing due to Fisker's FF-PAD proprietary process. Through Fisker's FF-PAD proprietary process, Fisker, in collaboration with Magna, has developed a proprietary electric vehicle platform called FM29 that will underpin Fisker Ocean and at least one additional nameplate. Fisker intends to cooperate with one or more additional industry-leading original equipment manufacturers ("OEMs"), technology companies, and/or tier-one automotive suppliers for access to procurement networks, while focusing on key differentiators in innovative design, software and user interface. Multiple platform-sharing partners is intended to accelerate growth in Fisker's portfolio of electric vehicle offerings. Fisker envisions a go-to-market strategy with both web- and app-based digital sales, loan financing approvals, leasing, and service management, with limited reliance on traditional brick-and-mortar "sales-and-service" dealer networks. Fisker believes that this customer-focused approach will drive revenue, user satisfaction and higher margins than competitors.

The Business Combination

Fisker Inc. ("Fisker" or the "Company") was originally incorporated in the State of Delaware on October 13, 2017 as a special purpose acquisition company under the name Spartan Energy Acquisition Corp. ("Spartan"), formed for the purpose of effecting a merger, capital stock exchange, asset acquisition, stock purchase, recapitalization, reorganization or similar business combination with one or more businesses. Spartan completed its IPO in August 2018. In October 2020, Spartan's wholly-owned subsidiary merged with and into Fisker Inc., a Delaware corporation ("Legacy Fisker"), with Legacy Fisker surviving the merger as a wholly-owned subsidiary of Spartan (the "Business Combination").

In connection with the consummation of the Business Combination (the “Closing”), the registrant changed its name from Spartan Energy Acquisition Corp. to Fisker Inc. The Business Combination was accounted for as a reverse recapitalization, in accordance with GAAP. Under this method of accounting, Spartan was treated as the “acquired” company for financial reporting purposes. Accordingly, the Business Combination was treated as the equivalent of Legacy Fisker issuing stock for the net assets of Spartan, accompanied by a recapitalization, whereby no goodwill or other intangible assets was recorded. Operations prior to the Business Combination are those of Legacy Fisker.

Key Trends, Opportunities and Uncertainties

Fisker has not begun commercial operations and currently does not generate any revenue from vehicle sales. The Company believes that its future performance and success depends to a substantial extent on the ability to capitalize on the following opportunities, which in turn is subject to significant risks and challenges, including those discussed below and in the section of this Form 10-K titled “*Risk Factors*.”



Industry-Leading Tier-One Automotive Suppliers

On October 14, 2020, Fisker and Spartan entered into a Cooperation Agreement with Magna setting forth certain terms for the development of a full electric vehicle (the “Cooperation Agreement”). The Cooperation Agreement set out the main terms and conditions of operational phase agreements (the “Operational Phase Agreements”) that will extend from the Cooperation Agreement and other agreements with Magna (or its affiliates). On December 17, 2020, Fisker entered into the platform-sharing and initial manufacturing Operational Phase Agreements referenced in the Cooperation Agreement. Fisker and Magna Steyr Fahrzeugtechnik AG & Co KG entered into a Development Services Agreement on October 22, 2020 and Addendum to Development Services Agreement on April 7, 2021 providing for the full development and industrialization of Fisker’s proprietary FM29 Platform and Fisker Ocean as the first Fisker vehicle from Fisker’s proprietary FM29 Platform. Fisker and Magna Steyr also entered into a Contract Manufacturing Agreement on June 12, 2021 for the launch and manufacture of the Fisker Ocean.

Fisker has entered into contracts with several industry-leading tier-one automotive suppliers for component sourcing of the Fisker Ocean. On May 13, 2021, Fisker entered into a Project PEAR Cooperation Framework Agreement with AFE, Inc., a subsidiary of Foxconn Technology Group supporting a project to develop a breakthrough electric vehicle.

These co-operations allow Fisker to focus on vehicle design, strong brand affiliation and a differentiated customer experience. Fisker intends to leverage multiple EV platforms to accelerate its time to market, reduce vehicle development costs and gain access to an established global supply chain of batteries and other components.

Fisker believes that its business model will reduce the considerable execution risk typically associated with new car companies. Through such component sourcing and manufacturing partnerships, Fisker believes it will be able to accelerate its time to market and reduce vehicle development costs. Fisker started production of the Fisker Ocean in November 2022 and intends to meet timing, cost and quality expectations while optimally matching its cost structure with its projected production ramp by leveraging such partnerships and a trained workforce. Remaining hardware agnostic allows for selection of partners, components, and manufacturing decisions to be based on both timeline and cost advantages and enables Fisker to focus on delivering truly innovative design features, a superior customer experience, and a leading user interface that leverages sophisticated software and other technology advancements.

While Fisker has entered into agreements with Magna and several other leading tier-one automotive suppliers, unanticipated events, delays in execution by third parties and any required changes in Fisker's current business plans could materially and adversely affect its business, margins and cash flows.

Market Trends and Competition

Fisker anticipates robust demand for the Fisker Ocean, based on its award-winning design, its unique sustainability features, the management team's experience and know-how and, in particular, the growing acceptance of and demand for EVs as a substitute for gasoline-fueled vehicles. Many independent forecasts are assuming that EV's as a percentage of global auto sales will grow from 3% in 2020 to more than 30% in 2030. One such report from RBC, published in December 2022, assumes sales of EV's to grow from 2.5 million units globally (3% of total volume) to 35 million units in 2030 (approximately 36% of total volume), a 30% CAGR. The EV market is highly competitive and Fisker believes the market will be broken down into three primary consumer segments: the white space segment, the value segment, and the conservative premium segment. See "*Information About Fisker—Sales—Go to Market Strategy*." Fisker expects to sell approximately 50% of its vehicles within the white space segment, appealing to customers who want to be part of the new EV movement and value sustainability and environmental, social, and governance ("ESG") initiatives. Fisker believes that it will be well positioned to be the primary alternative to Tesla in this segment with the Ocean priced around the base price of the Model 3 and Model Y. While Fisker will compete with other EV startups, many of them are moving into the higher luxury priced segments due to the lack of volume pricing of components that Fisker expects to obtain through partnerships with industry-leading OEMs and/or tier-one automotive suppliers. To expand market share and attract customers from competitors, Fisker must continue to innovate and convert successful research and development efforts into differentiated products, including new EV models.

Fisker is also working to quantify the sustainability advancements and claims that the Fisker brand would produce the most sustainable vehicles in the world, which it believes will be an increasingly important differentiator among a growing subset of consumers. In Fisker's pursuit of these objectives, it will be in competition with substantially larger and better capitalized vehicle manufacturers. While Fisker believes that the low-capital-intensity partnership strategy, together with direct-to-customer commercialization, provides the Company with an advantage relative to traditional and other established auto manufacturers, Fisker's better capitalized competitors may seek to undercut the pricing or compete directly with Fisker's designs by replicating their features. In addition, while Fisker believes that its strong management team forms the necessary backbone to execute on its strategy, the Company expects to compete for talent, as Fisker's future growth will depend on hiring qualified and experienced personnel to operate all aspects of the business as it prepares to launch commercial operations.

Commercialization

Fisker commenced production of the Fisker Ocean in November 2022. Serial production is expected to begin in late first quarter of 2023. After Fisker receives the necessary regulatory approvals, it will commence initial customer deliveries shortly thereafter. As of February 24, 2023, we have received approximately 65,000 Fisker Ocean reservations (including retail and fleet) and orders and approximately 5,600 Fisker PEAR reservations, in each case, net of cancellations.

Fisker plans to initially market its vehicles through its direct-to-consumer sales model, leveraging its proprietary Flexee app, which will serve as a one-stop-shop for all aspects of vehicle ownership. Fisker is establishing Fisker Lounges and Center + locations in select cities in North America and Europe, which will enable prospective customers to experience Fisker vehicles through test drives and virtual and augmented reality and pickup and service vehicles. Fisker also intends to enter, in each launch market, into third-party service partnerships with credible vehicle service organizations with established service facilities, operations and technicians. These companies' services will be integrated into and booked via the Flexee app in order to create a hassle-free, app-based service experience for Fisker's customers delivered at home, at work, or with a pick-up and delivery service booked online. For the United States and Scandinavia, as examples, Fisker has executed agreements with Bridgestone and Mekonomen affiliates related to fleet management services. Fisker will continue to seek opportunities to build the service partnership model.

We intend to offer third-party financing directly to consumers under the Fisker Finance platform which will be provided by leading financial institutions. We will commence with retail installment financing arranged through financial services partners in different countries and expect to add leasing solutions, which could include flexible options such as a non-fixed term Flexee lease to facilitate new usage models and increase consumer EV adoption.

Fisker believes its digital, direct-to-consumer sales model reflects today's changing consumer preferences and is less capital intensive and expensive than the traditional automotive sales models. Fisker's commercialization strategy is, however, relatively novel for the car industry, which has historically relied on extensive advertising and marketing, as well as relationships with physical car dealership networks. Should Fisker's assumptions about the commercialization of its vehicles prove overly optimistic or if the Company is unable to develop, obtain or maintain the direct-to-consumer marketing or service technology upon which its prospective customer base would rely, Fisker may incur delays to its ability to commercialize and scale the production volumes of the Fisker Ocean. This may also lead Fisker to make changes in its commercialization plans, which could result in unanticipated marketing delays or cost overruns, which could in turn adversely impact margins and cash flows or require Fisker to change its pricing. Further, to the extent that Fisker doesn't generate the margins it expects upon commercialization of the Fisker Ocean, Fisker may be required to raise additional debt or equity capital, which may not be available or may only be available on terms that are onerous to Fisker and its stockholders.

Regulatory Landscape

Fisker operates in an industry that is subject to and benefits from environmental regulations, which have generally become more stringent over time, particularly across developed markets. Regulations in Fisker's target markets include economic incentives to purchasers of EVs, tax credits for EV manufacturers, and economic penalties that may apply to a car manufacturer based on its fleet-wide emissions ratings. See *"Information about Fisker—Government Regulation and Credits."* Further, the registration and sale of Zero Emission Vehicles ("ZEVs") in California will earn Fisker ZEV credits, which it may be able to sell to other OEMs or tier-one automotive suppliers seeking to access the state's market. Several other U.S. states have adopted similar standards. In the European Union, where European car manufacturers are penalized for excessive fleet-wide emissions on the one hand and incentivized to produce low emission vehicles on the other, Fisker believes it will have the opportunity to monetize the ZEV technology through fleet emissions pooling arrangements with car manufacturers that may not otherwise meet their CO2 emissions targets. On August 16, 2022, the IRA was signed into law. While waiting on pending Department of Treasury regulatory guidance, we are continuing to evaluate the ultimate impact of the tax credits on our financial results, including our net earnings and cash flow. The IRA impacts taxes and environmental regulations, such as providing financial incentives in the form of tax credits to incentivize the purchase of clean vehicles including electric vehicles. To claim the retail tax credit, the IRA establishes multiple prerequisites, including that the vehicle must be assembled in North America; the vehicle must be under specified manufacturer suggested retail prices ("MSRP"); purchaser income limitations; have a specified percentage of critical minerals that are "extracted or produced" in the United States, in a country with which the United States has a Free Trade Agreement, or that is "recycled" in North America; and that have a specified percentage of "value" of its battery "components" that are "manufactured or assembled" in North America. Currently the Fisker Ocean is manufactured in Austria and therefore not eligible for the retail tax credit. Over time, we expect the IRA to benefit Fisker and the automotive industry in general, but automakers that optimize their eligibility for their vehicles as compared to Fisker may have a competitive advantage. While Fisker expects environmental regulations to provide a tailwind to its growth, it is possible for certain regulations to result in margin pressures. For example, regulations that effectively impose EV production quotas on auto manufacturers may lead to an oversupply of EVs, which in turn could promote price decreases. As a pure play EV company, Fisker's margins could be particularly and adversely impacted by such regulatory developments. Trade restrictions and tariffs, while historically minimal between the European Union and the United States where most of Fisker's production and sales are expected, are subject to unknown and unpredictable change that could impact Fisker's ability to meet projected sales or margins.

Basis of Presentation

Fisker currently conducts its business through one operating segment. As a company with no revenue from its primary commercial operations, Fisker's activities to date have been limited and were conducted primarily in the United States and its historical results are reported under United States generally accepted accounting principles ("GAAP") and in U.S. dollars. Upon commencement of commercial operations, Fisker expects to expand its global operations substantially, including in the USA, the European Union, India and China, and as a result Fisker expects its future results to be sensitive to foreign currency transaction and translation risks and other financial risks that are not reflected in its historical financial statements. As a result, Fisker expects that the financial results it reports for periods after it begins commercial operations will not be comparable to the financial results included in this Form 10-K or those incorporated by reference from the proxy statement.

Components of Results of Operations

Fisker is an early stage company and its historical results may not be indicative of its future results for reasons that may be difficult to anticipate. Accordingly, the drivers of Fisker's future financial results, as well as the components of such results, may not be comparable to Fisker's historical or projected results of operations.

Revenues

Fisker began production in November 2022 and currently does not generate any revenue from vehicle sales. Once Fisker commences serial production and commercialization of its vehicles, it expects that the significant majority of its revenue in 2023 will be derived from direct sales of Fisker Ocean SUVs. In 2021, Fisker launched its merchandise "Fisker Edition" where it sells direct to consumers Fisker branded apparel and goods. Fisker is a reseller of home charging solutions starting in December 2022. Merchandise sales and home charging solutions are not intended to be significant portion of Fisker's results once serial production of vehicles begins.

Cost of Goods Sold

To date, Fisker has not recorded cost of goods sold from vehicle sales. Once Fisker commences the serial commercial production and sale of its vehicles, it expects cost of goods sold to include mainly vehicle components and parts, including batteries, direct labor costs, amortized tooling costs and capitalized costs associated with the Magna warrants, and reserves for estimated warranty expenses. Related to the 2021 launch of "Fisker Edition" apparel and goods and resale of home charging solutions in December 2022, Fisker recorded cost of goods sold.

Selling, General and Administrative Expense

Selling, general and administrative expenses consist mainly of personnel-related expenses for Fisker's executive and other administrative functions and expenses for outside professional services, including legal, accounting and other advisory services.

In anticipation of the start of vehicle deliveries and serial production, Fisker expects to increase its facilities and marketing investments and related personnel expenses. Accordingly, Fisker expects its selling, general and administrative expenses to increase in the near term and for the foreseeable future. For example, the company expects selling, general and administrative expenses, excluding stock-based compensation expenses (refer to non-GAAP financial measure discussed below), in the year ended December 31, 2023 to be in the range of \$130-\$160 million as compared to \$106.4 million in the year ended December 31, 2022.

Research and Development Expense

To date, Fisker's research and development expenses have consisted primarily of external engineering services in connection with the design of the Fisker Ocean model and development of the pre-production and start of production vehicles. For 2023, the company expects research and development expenses, excluding stock-based compensation expenses (refer to non-GAAP financial measure discussed below), in the year ended December 31, 2023 to be in the range of \$160-\$190 million as compared to \$423.9 million in the year ended December 31, 2022.

Income Tax Expense / Benefit

Fisker's income tax provision consists of an estimate for U.S. federal and state income taxes based on enacted rates, as adjusted for allowable credits, deductions, uncertain tax positions, changes in deferred tax assets and liabilities, and changes in the tax law. Fisker maintains a valuation allowance against the full value of its U.S. and state net deferred tax assets because Fisker believes the recoverability of the tax assets is not more likely than not.

Results of Operations

Comparison of the Year Ended December 31, 2022 to the Year Ended December 31, 2021

The following table sets forth Fisker's historical operating results for the periods indicated:

	Year Ended December 31,			
	2022	2021	\$ Change	% Change
	(dollar amounts in thousands)			
Revenue	\$ 342	\$ 106	\$ 236	222.6 %
Costs of goods sold	263	88	\$ 175	198.9 %
Gross margin	79	18	\$ 61	338.9 %
Operating costs and expenses:				
Selling, general and administrative	106,417	42,398	\$ 64,019	151.0 %
Research and development	423,907	286,856	\$ 137,051	47.8 %
Total operating costs and expenses	530,324	329,254	\$ 201,070	61.1 %
Loss from operations	(530,245)	(329,236)	\$ (201,009)	61.1 %
Other income (expense):				
Other expense	(119)	(402)	\$ 283	(70.4)%
Interest income	10,378	627	\$ 9,751	n.m.
Interest expense	(18,426)	(6,546)	\$ (11,880)	181.5 %
Change in fair value of derivatives	—	(138,436)	\$ 138,436	(100.0)%
Unrealized loss recognized on equity securities	(6,860)	—	\$ (6,860)	
Foreign currency gain (loss)	(2,039)	2,667	\$ (4,706)	(176.5)%
Total other income (expense)	(17,066)	(142,090)	\$ 125,024	(88.0)%
Loss before income taxes	\$ (547,311)	\$ (471,326)	\$ (75,985)	16.1 %
Provision for income taxes	\$ (185)	(15)	\$ (170.0)	n.m.
Net Loss	\$ (547,496)	\$ (471,341)	\$ (76,155)	16.2 %

n.m. = not meaningful.

Revenue and cost of goods sold

Sales of branded apparel and goods and home charging solutions totaled \$342 thousand with related costs of goods sold of \$263 thousand resulting in a gross profit of \$79 thousand during the twelve month period. Merchandise sales and home charging solutions are ancillary revenues that will continue in the future but are not expected to constitute a significant portion of operations as Fisker commences serial production and commercialization of its vehicles in 2023.

Selling, General and Administrative

Selling, general and administrative expense increased by \$64.0 million or 151.0% from \$42.4 million during year ended December 31, 2021 to \$106.4 million during year ended December 31, 2022, primarily due to increased salaried employee headcount, improved benefits in line with our human capital and ESG goals designed to offer potential employees competitive compensation packages, and stock based compensation, which collectively accounted for 42% of

the year-over-year increase. Selling, general and administrative expenses include stock-based compensation expense of \$6.9 million and \$1.1 million for the years ended December 31, 2022 and 2021, respectively.

Research and Development

Research and development expense increased by \$137.1 million or 47.8% from \$286.9 million during the year ended December 31, 2021 to \$423.9 million during the year ended December 31, 2022. The increase primarily relates to higher headcount in research and achievement of key milestones in engineering and development of the design of components as the Company moved towards the start of production which occurred on November 17, 2022. During 2022, we incurred expenses associated with the development phase of our prototype Fisker Oceans, which includes the purchase and expense of \$107.7 million of prototype parts and testing validation. In addition, we began trial production runs to assemble vehicles using our tooling and equipment. The vehicles produced were used for engineering testing, establishing and optimizing vehicle assembly and manufacturing processes as we completed the final steps toward achievement of production and homologation as we ramp up for serial production in 2023. Research and development expenses includes stock-based compensation expense of \$12.7 million and \$4.5 million for the years ended December 31, 2022 and 2021, respectively.

Interest Expense

Interest expense was \$18.4 million during the year ended December 31, 2022 and \$6.5 million during the year ended December 31, 2021. The \$11.9 million or 181.5% increase is primarily due to the sale, in August 2021, of \$667.5 million principal amount of 2.50% convertible senior notes. Interest expense in each subsequent quarterly reporting periods throughout calendar year 2023 is expected to approximate \$4.6 million, including accretion of debt issuance costs.

Change in Fair Value of Derivatives

The change in fair value of derivatives amounted to a non-cash loss of \$138.4 million attributed to public and private warrants during the year ended December 31, 2021. No gain or loss was recognized during the year ended December 31, 2022. The public and private warrants were exercised or redeemed and no longer outstanding by the end of the second quarter of 2021.

Unrealized Gains/Loss on Equity Securities

Unrealized losses recognized on equity securities held as of December 31, 2022 totaled \$6.9 million for the year ended December 31, 2022.

Foreign Currency Gain (Loss)

The Company recorded foreign currency losses of \$2.0 million during the year ended December 31, 2022, compared to gains of \$2.7 million during the year ended December 31, 2021 due to the remeasurement on Euro-denominated monetary assets caused by fluctuating Euro currency rates. In 2023, we expect EUR denominated transactions associated with our foreign operations and services provided by suppliers will increase and will subject Fisker to greater fluctuation in realized gain and losses from foreign currencies.

Net Loss

Net loss was \$547.5 million during the year ended December 31, 2022, an increase of approximately \$76.2 million or 16.2% from a net loss of \$471.3 million during the year ended December 31, 2021, for the reasons discussed above.

Liquidity and Capital Resources

As of the date of this Form 10-K, Fisker has yet to generate any revenue from its core business operations. To date, Fisker has funded its capital expenditure and working capital requirements through equity and convertible notes, as further discussed below. Fisker's ability to successfully commence its primary commercial operations and expand its business may

depend on many factors, including its working capital needs, the availability of equity or debt financing and, over time, its ability to generate cash flows from operations.

As of December 31, 2022, Fisker's cash and cash equivalents amounted to \$736.5 million, which is unrestricted and available for Fisker's general use.

In May 2022, Fisker established an "at the market" equity offering program (the "ATM Program") under which J.P. Morgan Securities LLC and Cowen and Company, LLC act as sales agents (the "Agents"), pursuant to a distribution agreement that Fisker entered into with the Agents (the "Distribution Agreement"). Pursuant to the ATM Program, Fisker may, at its discretion and from time to time during the term of the Distribution Agreement, sell, through the Agents, shares of its Class A Common Stock as would result in aggregate gross proceeds to Fisker of up to \$350 million by any method permitted by law deemed to be an "at-the-market offering" as defined in Rule 415 of the Securities Act of 1933, as amended, including without limitation sales made directly on the New York Stock Exchange, on any other existing trading market for the Class A Common Stock or to or through a market maker. In addition, the Agents may also sell the shares of Class A Common Stock by any other method permitted by law, including, but not limited to, negotiated transactions. The Company issued 22,517,941 shares of Class A common stock during the year ended December 31, 2022 for gross proceeds of \$193.5 million, before \$2.9 million of commissions and other direct incremental issuance costs, and, as of December 31, 2022, \$156.5 million of Class A Common Stock is available for sale under the ATM Program.

In August 2021, we entered into a purchase agreement for the sale of an aggregate of \$667.5 million principal amount of convertible senior notes due in 2026. The net proceeds from the issuance of the 2026 Notes were \$562.2 million, net of debt issuance costs and the 2027 Capped Call Transactions discussed further in Note 11. The 2026 Notes mature on September 15, 2026, unless repurchased, redeemed, or converted in accordance with their terms prior to such date. The 2026 Notes were not convertible as of December 31, 2022.

Fisker expects its capital expenditures and working capital requirements to increase substantially in 2023, as it progresses toward serial production of the Fisker Ocean, develops its customer support and marketing infrastructure and expands its research and development efforts. Fisker believes that its cash on hand will be sufficient to meet its working capital and capital expenditure requirements for a period of at least twelve months from the date of this Form 10-K. Fisker may, however, need additional cash resources, including proceeds from the sale of up to \$156.5 million of Class A common stock under the ATM Program, to fund its operations until it commences serial production levels of the Fisker Ocean due to changed business conditions or other developments, including unanticipated delays in negotiations with OEMs and tier-one automotive suppliers or other suppliers, supply chain challenges, disruptions due to COVID-19, competitive pressures, and regulatory developments, among other developments such as the collaboration on "Project PEAR" with Foxconn announced in February 2021. To the extent that Fisker's current resources are insufficient to satisfy its cash requirements, Fisker may need to seek additional equity or debt financing. If the financing is not available, or if the terms of financing are less desirable than Fisker expects, Fisker may be forced to decrease its level of investment in product development or scale back its operations, which could have an adverse impact on its business and financial prospects.

Cash Flows

The following table provides a summary of Fisker's cash flow data for the periods indicated:

	Years Ended December 31,		
	2022	2021	2020
	(dollar amounts in thousands)		
Net cash used in operating activities	\$ (452,537)	\$ (301,270)	\$ (38,006)
Net cash used in investing activities	(200,989)	(134,386)	(676)
Net cash provided by financing activities	\$ 187,636	\$ 646,937	\$ 1,027,982

Cash Flows used in Operating Activities

Fisker's net cash flows used in operating activities to date have been primarily comprised of costs related to research and development, payroll and other selling, general and administrative activities. As Fisker ramps up vehicle production, Fisker expects working capital to increase cash used in operating activities before it starts to generate any significant cash inflows from its business. Operating lease commitments at December 31, 2022 will result in cash payments of \$7.0 million in 2023 and \$37.2 million for 2024 and thereafter. Structural improvements are required before Fisker can use its Fisker Lounges in the U.S. and Europe for its intended purposes. The timing for completion of the structural improvements is expected in the first half of 2023. During 2022, Fisker entered into a lease for commercial space dedicated to powertrain and battery research and development, which will be customized for Fisker's use, an industrial facility in Shanghai, China and Center+ locations based in Vienna, Austria, Copenhagen, Denmark, and Munich, Germany for deliveries of our vehicles to our customers. In total, Fisker is projecting to use cash in a range of \$290-\$350 million for combined SG&A and R&D activities, excluding stock-based compensation expense, during 2023.

Net cash used in operating activities increased by approximately \$151.2 million from \$301.3 million during the year ended December 31, 2021 to \$452.5 million during the year ended December 31, 2022.

Cash Flows used in Investing Activities

Fisker's cash flows used in investing activities, historically, have been comprised mainly of purchases of property and equipment which is under construction. During the year ended December 31, 2022, the Company acquired assets related to development of the Fisker Ocean and production of its parts that benefit our vehicle program development in future periods that totaled \$191.0 million compared to \$134.4 million during the year ended December 31, 2021. Fisker expects 2023 capital expenditures for manufacturing and development, testing and validation, tooling, manufacturing equipment, software licenses, and IT infrastructure to range between \$245 million and \$260 million of which we expect at least 50% is denominated in foreign currencies, as serial production tooling and equipment continues to be installed at both vehicle assembly and supplier facilities in 2023.

Fisker used cash of \$201.0 million for investing activity during the year ended December 31, 2022 compared to \$134.4 million of cash used during the year ended December 31, 2021.

On July 28, 2021, the Company made a \$10 million commitment for a private investment in public equity (PIPE) supporting the planned merger of leading European EV charging network, Allego with Spartan Acquisition Corp. III (NYSE: SPAQ), a publicly-listed special purpose acquisition company. The merger closed in the first quarter of 2022 which triggered our investment commitment resulting in a \$10 million cash payment to acquire 1,000,000 class A common shares of Allego (NYSE: ALLG). Fisker was the exclusive electric vehicle automaker in the PIPE and, in parallel, has agreed to terms on a strategic partnership to deliver a range of charging options for its customers in Europe.

Cash Flows from Financing Activities

Through December 31, 2022, Fisker has financed its operations primarily through the sale of equity securities and convertible senior notes.

Net cash from financing activities was \$187.6 million during the year ended December 31, 2022, which was primarily due to the proceeds from the issuance of the ATM equity program of \$190.5 million as well as aggregate proceeds from the exercise of stock options and collection of related statutory withholding taxes of \$2.2 million. Net cash from financing activities was \$646.9 million during the year ended December 31, 2021, reflecting the proceeds of \$89 million from public warrant holders who exercised 7,733,400 warrants to acquire a corresponding equal number of Class A common stock and proceeds of \$667.5 million from the sale of convertible senior notes due in 2026, before payments for debt issuance costs of \$8.3 million and \$96.8 million for the purchase of a capped call option.

Off-Balance Sheet Arrangements

Fisker is not a party to any off-balance sheet arrangements, as defined under SEC rules.

Non-GAAP Financial Measure

The accompanying table references non-GAAP adjusted loss from operations. This non-GAAP financial measure differs from the directly comparable GAAP financial measures due to adjustments made to exclude stock-based compensation expense. This non-GAAP financial measure is not a substitute for or superior to measures of financial performance prepared in accordance with GAAP and should not be considered as an alternative to any other performance measures derived in accordance with GAAP. The Company believes that presenting this non-GAAP financial measure provides useful supplemental information to investors about the Company in understanding and evaluating its operating results, enhancing the overall understanding of its past performance and future prospects, and allowing for greater transparency with respect to key financial metrics used by its management in financial and operational-decision making. However, there are a number of limitations related to the use of a non-GAAP measure and its nearest GAAP equivalents. For example, other companies may calculate non-GAAP measures differently, or may use other measures to calculate their financial performance, and therefore any non-GAAP measures the Company uses may not be directly comparable to similarly titled measures of other companies. Therefore, both GAAP financial measures of Fisker's financial performance and the respective non-GAAP measures should be considered together. Please see the reconciliation of non-GAAP financial measures to the most directly comparable GAAP measure in the tables below.

	Years Ended December 31,	
	2022	2021
GAAP Loss from operations	(530,245)	\$ (329,236)
Add: stock based compensation	19,602	5,622
Non-GAAP Adjusted loss from operations	\$ (510,643)	\$ (323,614)

Critical Accounting Policies and Estimates

Fisker's financial statements have been prepared in accordance with GAAP. In the preparation of these financial statements, Fisker is required to use judgment in making estimates and assumptions that affect the reported amounts of assets and liabilities and the disclosure of contingent assets and liabilities as of the date of the financial statements, as well as the reported expenses incurred during the reporting periods. Fisker considers an accounting judgment, estimate or assumption to be critical when (1) the estimate or assumption is complex in nature or requires a high degree of judgment and (2) the use of different judgments, estimates and assumptions could have a material impact on the consolidated financial statements.

Fisker's significant accounting policies are described in Note 2 to its audited consolidated financial statements included elsewhere in this Form 10-K. Because Fisker is a company with no revenue from its primary commercial operations, management believes it has a limited number of critical accounting policies or estimates, which will change over time as Fisker begins selling vehicles in the future.

Stock-Based Compensation

Fisker recognizes the cost of share-based awards granted to employees, nonemployees, and directors based on the estimated grant-date fair value of the awards. Cost is recognized on a straight-line basis over the service period, which is generally the vesting period of the award, except for the capitalization of costs associated with the Magna warrants. Fisker reverses previously recognized costs for unvested options in the period that forfeitures occur. Fisker determines the fair value of stock options using the Black-Scholes option pricing model, which is impacted by the following assumptions:

- *Expected Term*—Fisker uses the simplified method when calculating the expected term due to insufficient historical exercise data.
- *Expected Volatility*—As Fisker's shares have actively traded for a short period of time subsequent to the Business Combination, the volatility is based on a benchmark of comparable companies within the automotive and energy storage industries.
- *Expected Dividend Yield*—The dividend rate used is zero as Fisker has never paid any cash dividends on common stock and does not anticipate doing so in the foreseeable future.

- *Risk-Free Interest Rate*—The interest rates used are based on the implied yield available on U.S. Treasury zero-coupon issues with an equivalent remaining term equal to the expected life of the award.

In the third quarter of 2021, the Company's compensation committee ratified and approved performance-based restricted stock units ("PRSUs") to all employees ("Grantee") the value of which is determined based on the Grantee's level within the Company ("PRSU Value"). Each PRSU is equal to one underlying share of Class A common stock. Also, PRSUs will be awarded to any new employee hired in the fourth quarter of 2021 and during 2022 on a pro-rata basis based on a reduction in time of service. Each PRSU award shall vest as to 50% of the PRSU Value upon the Committee's determination, in its sole discretion, and certification of the occurrence of the Ocean Start of Production and shall vest as to 50% of the PRSUs upon the first anniversary of the Ocean Start of Production, in each case, subject to (i) the Grantee's continuous service through the applicable vesting date, (ii) the Grantee's not committing any action or omission that would constitute Cause for termination through the applicable vesting date, as determined in the sole discretion of the Company, and (iii) the Ocean Start of Production occurring on or before December 31, 2022. The compensation committee has discretion to reduce or eliminate the number of PRSUs that shall vest pursuant to each PRSU award upon the certification of the occurrence of the Ocean Start of Production and/or upon the first anniversary of the Ocean Start of Production, after considering, any factors that it deems relevant, which could include but are not limited to (i) Company performance against key performance indicators, and (ii) departmental performance against goals. The service inception date precedes the grant dates for both performance conditions. The grant date for each of the performance conditions is the date Grantees have a mutual understanding of the key terms and conditions of the PRSU, which occurs when each performance condition is achieved, and the compensation committee has determined whether it will exercise its discretion to adjust the PRSU award. Recognition of stock-based compensation occurs when the performance conditions are probable of achievement. Determining when a performance condition is probable of being met requires judgment due to the discretionary nature of evaluating performance under the terms and conditions of the award.

Long-Lived Asset Impairment

As of December 31, 2022, our long-lived assets were comprised primarily of \$387.1 million, \$246.9 million and \$33.4 million of net property, plant and equipment, intangible assets and operating lease right-of-use assets, respectively.

We test long-lived assets for recoverability whenever events or changes in circumstances indicate the carrying amount of an asset group may not be recoverable. Recoverability of an asset group is assessed by comparing its carrying amount to the estimated future undiscounted net cash flows expected to be generated by the asset group through operation or disposition, calculated utilizing the lowest level of identifiable cash flows. If this comparison indicates that the carrying amount of an asset group is not recoverable, we are required to recognize an impairment loss. The impairment loss is measured by the amount by which the carrying amount of the asset exceeds its estimated fair value.

In estimating the recoverability of asset groups for purposes of our long-lived asset impairment testing when indicators or events are present, we will utilize future cash flow projections that are generally developed internally. As of December 31, 2022, Fisker Inc. does not generate revenues and will not generate revenue from vehicle sales until 2023. Our revenues will be limited to minimal merchandise and home charging solutions, which is not expected to be our primary source of revenues, and vehicle sales once consumer deliveries commence in 2023. Any estimates of future cash flow projections necessarily involve predicting unknown future circumstances and events and require significant management judgments and estimates. In arriving at our cash flow projections, we will consider our approved budgets and business plans, existing paid reservations and projected reservations, estimated asset holding periods, and other factors.

Determining the future cash flows of an asset group involves the use of significant estimates and assumptions that are unpredictable and inherently uncertain, which is heightened during our pre-revenue period. These estimates and assumptions include revenue and expense growth rates and operating margins used to calculate projected future cash flows. Future events may indicate differences from management's current judgments and estimates which could, in turn, result in future impairments. Future events that may result in impairment charges include not achieving program gateways, regulatory standards, detailed development and manufacturing agreements or delays in production milestones, the start of production and/or ramp up production or a reduction in projected sales volumes. Significant adverse changes in our future revenues and/or operating margins caused by higher-than-expected bill-of-material costs, as well as other events and circumstances, including, but not limited to, increased competition and changing economic or market conditions, could result in changes in estimated future cash flows and the determination that long-lived assets are impaired.

No indicators of impairment are present at December 31, 2022.

Recent Accounting Pronouncements

See Note 2 to the audited consolidated financial statements included elsewhere in this Form 10-K for more information about recent accounting pronouncements, the timing of their adoption, and Fisker's assessment, to the extent it has made one, of their potential impact on Fisker's financial condition and its results of operations and cash flows.

Item 7A. Quantitative and Qualitative Disclosures About Market Risk.

Quantitative and Qualitative Disclosures About Market Risk

Fisker has not, to date, been exposed to material market risks given its early stage of operations. Upon commencing commercial operations, Fisker expects to be exposed to foreign currency translation and transaction risks and potentially other market risks, including those related to interest rates or valuation of financial instruments, among others.

Foreign Currency Risk

Fisker's functional currency is the U.S. dollar, while certain of Fisker's current and future subsidiaries are expected to have functional currencies in Euro, British pound sterling, Indian Rupee, Canadian Dollar, and Chinese Yuan Renminbi reflecting their principal operating markets. Once Fisker commences commercial operations, it expects to be exposed to both currency transaction and translation risk. For example, Fisker expects its contracts with OEMs and/or tier-one automotive suppliers to be transacted in Euro or other foreign currencies. In addition, Fisker expects that certain of its subsidiaries will have functional currencies other than the U.S. dollar, meaning that such subsidiaries' results of operations will be periodically translated into U.S. dollars in Fisker's consolidated financial statements, which may result in revenue and earnings volatility from period to period in response to exchange rates fluctuations. To date, Fisker has not had material exposure to foreign currency fluctuations and has not hedged such exposure, although it may do so in the future.

Item 8. Financial Statements and Supplementary Data.

FISKER INC. AND SUBSIDIARIES

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Report of Independent Registered Public Accounting Firm

To the Board of Directors and Stockholders of Fisker Inc.

Opinions on the Financial Statements and Internal Control over Financial Reporting

We have audited the accompanying consolidated balance sheets of Fisker Inc. and its subsidiaries (the “Company”) as of December 31, 2022 and 2021, and the related consolidated statements of operations, of temporary equity and stockholders' equity (deficit) and of cash flows for the years then ended, including the related notes (collectively referred to as the “consolidated financial statements”). We also have audited the Company's internal control over financial reporting as of December 31, 2022, based on criteria established in *Internal Control - Integrated Framework* (2013) issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO).

In our opinion, the consolidated financial statements referred to above present fairly, in all material respects, the financial position of the Company as of December 31, 2022 and 2021, and the results of its operations and its cash flows for the years then ended in conformity with accounting principles generally accepted in the United States of America. Also in our opinion, the Company maintained, in all material respects, effective internal control over financial reporting as of December 31, 2022, based on criteria established in *Internal Control - Integrated Framework* (2013) issued by the COSO.

Basis for Opinions

The Company's management is responsible for these consolidated financial statements, for maintaining effective internal control over financial reporting, and for its assessment of the effectiveness of internal control over financial reporting, included in Management's Report on Internal Control over Financial Reporting appearing under Item 9A. Our responsibility is to express opinions on the Company's consolidated financial statements and on the Company's internal control over financial reporting based on our audits. We are a public accounting firm registered with the Public Company Accounting Oversight Board (United States) (PCAOB) and are required to be independent with respect to the Company in accordance with the U.S. federal securities laws and the applicable rules and regulations of the Securities and Exchange Commission and the PCAOB.

We conducted our audits in accordance with the standards of the PCAOB. Those standards require that we plan and perform the audits to obtain reasonable assurance about whether the consolidated financial statements are free of material misstatement, whether due to error or fraud, and whether effective internal control over financial reporting was maintained in all material respects.

Our audits of the consolidated financial statements included performing procedures to assess the risks of material misstatement of the consolidated financial statements, whether due to error or fraud, and performing procedures that respond to those risks. Such procedures included examining, on a test basis, evidence regarding the amounts and disclosures in the consolidated financial statements. Our audits also included evaluating the accounting principles used and significant estimates made by management, as well as evaluating the overall presentation of the consolidated financial statements. Our audit of internal control over financial reporting included obtaining an understanding of internal control over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. Our audits also included performing such other procedures as we considered necessary in the circumstances. We believe that our audits provide a reasonable basis for our opinions.

Definition and Limitations of Internal Control over Financial Reporting

A company's internal control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal control over financial reporting includes those policies and procedures that (i) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (ii) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (iii) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements. Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Critical Audit Matters

The critical audit matter communicated below is a matter arising from the current period audit of the consolidated financial statements that was communicated or required to be communicated to the audit committee and that (i) relates to accounts or disclosures that are material to the consolidated financial statements and (ii) involved our especially challenging, subjective, or complex judgments. The communication of critical audit matters does not alter in any way our opinion on the consolidated financial statements, taken as a whole, and we are not, by communicating the critical audit matter below, providing a separate opinion on the critical audit matter or on the accounts or disclosures to which it relates.

Accounting for Fixed Assets classified as Construction in Progress

As described in Notes 2 and 7 to the consolidated financial statements, construction in progress is comprised primarily of costs incurred to construct serial production tooling located at affiliates of Magna and the Company's suppliers. The Company's total property and equipment balance includes construction in progress of \$339.8 million as of December 31, 2022.

The principal considerations for our determination that performing procedures relating to accounting for construction in progress included within property and equipment is a critical audit matter are a high degree of auditor effort in performing procedures and evaluating audit evidence related to accounting for construction in progress balances within property and equipment.

Addressing the matter involved performing procedures and evaluating audit evidence in connection with forming our overall opinion on the consolidated financial statements. These procedures included testing the effectiveness of controls relating to construction in progress, including controls over amounts capitalized for serial production tooling as construction in progress. These procedures also included, among others, testing the costs capitalized as construction in progress, on a sample basis, by obtaining and inspecting invoices, payment support, executed agreements with suppliers, external confirmation procedures with third party suppliers, and physical observation procedures, where applicable.

/s/ PricewaterhouseCoopers LLP
Los Angeles, California
March 1, 2023

We have served as the Company's auditor since 2021.

REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

To the stockholders and the Board of Directors of Fisker Inc.:

Opinion on the Financial Statements

We have audited the accompanying consolidated statements of operations, temporary equity and stockholders' equity (deficit), and cash flows of Fisker Inc. and subsidiaries (the "Company") for the year ended December 31, 2020, and the related notes (collectively referred to as the "financial statements"). In our opinion, the financial statements present fairly, in all material respects, the results of operations and cash flows of the Company for the year ended December 31, 2020, in conformity with accounting principles generally accepted in the United States of America.

Basis for Opinion

These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on the Company's financial statements based on our audit. We are a public accounting firm registered with the Public Company Accounting Oversight Board (United States) (PCAOB) and are required to be independent with respect to the Company in accordance with the U.S. federal securities laws and the applicable rules and regulations of the Securities and Exchange Commission and the PCAOB.

We conducted our audit in accordance with the standards of the PCAOB. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement, whether due to error or fraud. The Company was not required to have, nor were we engaged to perform, an audit of its internal control over financial reporting. As part of our audit, we are required to obtain an understanding of internal control over financial reporting but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control over financial reporting. Accordingly, we express no such opinion.

Our audit included performing procedures to assess the risks of material misstatement of the financial statements, whether due to error or fraud, and performing procedures that respond to those risks. Such procedures included examining, on a test basis, evidence regarding the amounts and disclosures in the financial statements. Our audit also included evaluating the accounting principles used and significant estimates made by management, as well as evaluating the overall presentation of the financial statements. We believe that our audit provides a reasonable basis for our opinion.

/s/ Deloitte & Touche LLP
Los Angeles, California

March 30, 2021 (May 17, 2021 as to the effects of the restatement discussed in Note 2)

We began serving as the Company's auditor in 2020. In 2021 we became the predecessor auditor.

Consolidated Balance Sheets

Fisker Inc. and Subsidiaries Consolidated Balance Sheets (In thousands, except share data)

	As of December 31,	
	2022	2021
ASSETS		
Current assets:		
Cash and cash equivalents	\$ 736,549	\$ 1,202,439
Prepaid expenses and other current assets	91,765	30,423
Equity investment	3,140	—
Total current assets	831,454	1,232,862
Non-current assets:		
Property and equipment, net	387,137	85,643
Intangible asset	246,922	231,525
Right-of-use asset, net	33,424	18,285
Other non-current assets	16,489	24,637
Total non-current assets	683,972	360,090
TOTAL ASSETS	\$ 1,515,426	\$ 1,592,952
LIABILITIES AND STOCKHOLDERS' EQUITY		
Current liabilities:		
Accounts payable	\$ 58,871	\$ 28,143
Accrued expenses	264,925	79,634
Lease liabilities	7,085	4,552
Total current liabilities	330,881	112,329
Non-current liabilities:		
Customer deposits	15,334	6,300
Lease liabilities	27,884	14,933
Convertible senior notes	660,822	659,348
Total non-current liabilities	704,040	680,581
Total Liabilities	1,034,921	792,910
COMMITMENTS AND CONTINGENCIES (Note 19)		
Stockholders' equity (deficit):		
Preferred stock, \$0.00001 par value; 15,000,000 shares authorized; no shares issued and outstanding as of December 31, 2022 and 2021	—	—
Class A Common stock, \$0.00001 par value; 750,000,000 shares authorized; 187,599,812 and 164,377,306 shares issued and outstanding as of December 31, 2022 and 2021, respectively	2	2
Class B Common stock, \$0.00001 par value; 150,000,000 shares authorized; 132,354,128 and 132,354,128 shares issued and outstanding as of December 31, 2022 and 2021	1	1
Additional paid-in capital	1,650,196	1,419,284
Accumulated deficit	(1,166,741)	(619,245)
Receivable for "At-the-market" offering	(2,953)	—
Total stockholders' equity	480,505	800,042
TOTAL LIABILITIES AND STOCKHOLDERS' EQUITY	\$ 1,515,426	\$ 1,592,952

The accompanying notes are an integral part of these consolidated financial statements.

Fisker Inc. and Subsidiaries
Consolidated Statements of Operations
(In thousands, except share and per share data)

	Year Ended December 31,		
	2022	2021	2020
Revenue	\$ 342	\$ 106	\$ —
Costs of goods sold	263	88	—
Gross margin	79	18	—
Operating costs and expenses:			
Selling, general and administrative	106,417	42,398	22,272
Research and development	423,907	286,856	21,052
Total operating costs and expenses	530,324	329,254	43,324
Loss from operations	(530,245)	(329,236)	(43,324)
Other income (expense):			
Other income (expense), net	(119)	(402)	(52)
Interest income	10,378	627	79
Interest expense	(18,426)	(6,546)	(1,610)
Change in fair value of derivatives	—	(138,436)	(85,417)
Unrealized loss recognized on equity securities	(6,860)	—	—
Foreign currency gain (loss)	(2,039)	2,667	320
Total other expense	(17,066)	(142,090)	(86,680)
Loss before income taxes	\$ (547,311)	\$ (471,326)	\$ (130,004)
Provision for income taxes	(185)	(15)	—
Net loss attributable to common shareholders	<u>\$ (547,496)</u>	<u>\$ (471,341)</u>	<u>\$ (130,004)</u>
Net loss per common share			
Net loss per share attributable to Class A and Class B Common shareholders- Basic and Diluted	<u>\$ (1.80)</u>	<u>\$ (1.61)</u>	<u>\$ (0.96)</u>
Weighted average shares outstanding			
Weighted average Class A and Class B Common shares outstanding- Basic and Diluted	<u>303,366,068</u>	<u>292,004,136</u>	<u>135,034,921</u>

The accompanying notes are an integral part of these consolidated financial statements.

Fisker Inc. and Subsidiaries
Consolidated Statements of Temporary Equity and Stockholders' Equity (Deficit)
(In thousands, except share data)

	Series A Convertible Preferred		Series B Convertible Preferred		Founders Convertible Preferred		Class A Common Stock		Class B Common Stock		Additional Paid-in Capital	Receivable For Warrant Exercises	Receivable for At-the- market Offering	Accumulated Deficit	Total Stockholders' Equity (Deficit)
	Shares	Amount	Shares	Amount	Shares	Amount	Shares	Amount	Shares	Amount					
Balance at December 31, 2019	16,983,241	\$ 4,634	3,765,685	\$ 6,386	27,162,191	\$ —	210,863	\$ —	105,191,937	\$ 1	\$ 756	\$ —	\$ —	\$ (17,900)	\$ (17,143)
Stock-based compensation	—	—	—	—	—	—	—	—	—	—	711	—	—	—	711
Exercise of stock options	—	—	—	—	—	—	153,451	—	—	—	87	—	—	—	87
Merger recapitalization	(16,983,241)	(4,634)	(3,765,685)	(6,386)	(27,162,191)	—	20,748,926	—	27,162,191	—	11,020	—	—	—	11,020
Merger recapitalization attributed to warrants liability	—	—	—	—	—	—	—	—	—	—	(62,739)	—	—	—	(62,739)
Spartan Shares Recapitalized, Net of Redemptions and Equity Issuance Costs of \$72,463	—	—	—	—	—	—	116,547,115	1	—	—	976,022	—	—	—	976,023
Conversion of Bridge Notes to Class A	—	—	—	—	—	—	1,361,268	—	—	—	11,487	—	—	—	11,487
Conversion of Convertible Security	—	—	—	—	—	—	5,882,352	—	—	—	59,647	—	—	—	59,647
Exercise of warrants	—	—	—	—	—	—	8,387	—	—	—	96	(96)	—	—	—
Recognition of Magna Warrants	—	—	—	—	—	—	—	—	—	—	58,041	—	—	—	58,041
Net loss	—	—	—	—	—	—	—	—	—	—	—	—	—	(130,004)	(130,004)
Balance at December 31, 2020	—	\$ —	—	\$ —	—	\$ —	144,912,362	\$ 1	132,354,128	\$ 1	\$ 1,055,128	\$ (96)	\$ —	\$ (147,904)	\$ 907,130
Stock-based compensation	—	—	—	—	—	—	—	—	—	—	5,622	—	—	—	5,622
Exercise of stock options and restricted stock awards, net of statutory tax withholding	—	—	—	—	—	—	1,656,424	—	—	—	403	—	—	—	403
Receivable for warrant exercises collected	—	—	—	—	—	—	—	—	—	—	—	459	—	—	459
Exercise of warrants	—	—	—	—	—	—	27,751,587	1	—	—	365,464	(385)	—	—	365,080
Shares surrendered upon exercise of warrants	—	—	—	—	—	—	(9,943,067)	—	—	—	—	—	—	—	—
Net loss	—	—	—	—	—	—	—	—	—	—	—	—	—	(471,341)	(471,341)
Stock issuance costs and redemption payments	—	—	—	—	—	—	—	—	—	—	(22)	22	—	—	—
Purchase of capped call option	—	—	—	—	—	—	—	—	—	—	(96,788)	—	—	—	(96,788)
Recognition of Magna warrants	—	—	—	—	—	—	—	—	—	—	89,477	—	—	—	89,477
Balance at December 31, 2021	—	\$ —	—	\$ —	—	\$ —	164,377,306	\$ 2	132,354,128	\$ 1	\$ 1,419,284	\$ —	\$ —	\$ (619,245)	\$ 800,042
Stock-based compensation	—	—	—	—	—	—	—	—	—	—	19,602	—	—	—	19,602
Exercise of stock options and restricted stock awards, net of statutory tax withholding	—	—	—	—	—	—	704,565	—	—	—	592	—	—	—	592
Recognition of Magna warrants	—	—	—	—	—	—	—	—	—	—	20,778	—	—	—	20,778
Shares issued under "At-the-market" offering, net of stock issuance costs	—	—	—	—	—	—	22,517,941	—	—	—	189,940	—	(2,953)	—	186,987
Net loss	—	—	—	—	—	—	—	—	—	—	—	—	—	(547,496)	(547,496)
Balance at December 31, 2022	—	\$ —	—	\$ —	—	\$ —	187,599,812	\$ 2	132,354,128	\$ 1	\$ 1,650,196	\$ —	\$ (2,953)	\$ (1,166,741)	\$ 480,505

The accompanying notes are an integral part of these consolidated financial statements.

Fisker Inc. and Subsidiaries
Consolidated Statements of Cash Flows
(In thousands, except share data)

	Year Ended December 31,		
	2022	2021	2020
Cash Flows from Operating Activities:			
Net loss	\$ (547,496)	\$ (471,341)	\$ (130,004)
Reconciliation of net loss to net cash used in operating activities:			
Stock-based compensation	19,602	5,622	711
Depreciation and amortization	7,285	699	77
Amortization of right-of-use asset	4,463	2,576	228
Amortization of debt discount	1,474	373	1,610
Change in fair value of warrants liability	—	138,436	75,363
Change in fair value of embedded derivative	—	—	406
Change in fair value of convertible equity security	—	—	9,647
Loss on disposal of fixed assets	—	—	28
Reclassification of expensed payments made to arrangers of convertible security	—	—	3,500
Unrealized loss recognized on equity securities	6,860	—	—
Unrealized (gain) loss on foreign currency transactions	3,975	(1,469)	34
Changes in operating assets and liabilities:			
Prepaid expenses and other assets	(53,194)	(43,797)	(13,823)
Accounts payable and accrued expenses	99,578	66,253	9,213
Customer deposits	9,034	2,773	2,581
Change in operating lease liability	(4,118)	(1,395)	2,423
Net cash used in operating activities	(452,537)	(301,270)	(38,006)
Cash Flows from Investing Activities:			
Acquisition of equity investment	(10,000)	—	—
Purchase of property and equipment and intangible asset	(190,989)	(134,386)	(676)
Net cash used in investing activities	(200,989)	(134,386)	(676)
Cash Flows from Financing Activities:			
Proceeds from the issuance of bridge notes	—	—	5,372
Proceeds from issuance of convertible notes	—	667,500	—
Payments for debt issuance costs	—	(209)	—
Payments made for capped call options	—	(96,788)	—
Payments made to initial purchasers for convertible notes	—	(8,314)	—
Proceeds from exercise of warrants	—	89,023	—
Payments for stock issuance costs and redemption of unexercised warrants	—	(22)	—
Proceeds from issuance of convertible equity security, net of issuance costs	—	—	46,500
Payments to tax authorities for statutory withholding taxes	(1,562)	(9,869)	—
Proceeds from recapitalization of Spartan shares, net of redemptions and issuance	—	—	976,023
Proceeds from the exercise of stock options	2,154	5,616	87
Proceeds from stock issuance under "At-the-market" offering	190,492	—	—
Payments for "At-the-market" issuance costs	(3,448)	—	—
Net cash provided by financing activities	187,636	646,937	1,027,982
Net increase (decrease) in cash and cash equivalents	(465,890)	211,281	989,300
Cash and cash equivalents, beginning of the period	1,202,439	991,158	1,858
Cash and cash equivalents, end of the period	\$ 736,549	\$ 1,202,439	\$ 991,158
Supplemental disclosure of cash flow information			
Cash paid for interest	\$ 17,985	\$ —	\$ —
Cash paid for income taxes	\$ 46	\$ —	\$ —

The accompanying notes are an integral part of these consolidated financial statements.

Fisker Inc. and Subsidiaries

Notes to Consolidated Financial Statements

1. Overview of the Company

Fisker Inc. (“Fisker” or the “Company”) was originally incorporated in the State of Delaware in October 13, 2017 as a special purpose acquisition company under the name Spartan Energy Acquisition Corp. (“Spartan”) for the purpose of effecting a merger, capital stock exchange, asset acquisition, stock purchase, recapitalization, reorganization or similar business combination with one or more businesses. Spartan completed its IPO in August 2018. On October 29, 2020, Spartan’s wholly-owned subsidiary merged with and into Fisker Holdings Inc., a Delaware corporation (“Legacy Fisker”), with Legacy Fisker surviving the merger as a wholly-owned subsidiary of Spartan (the “Business Combination”). In connection with the Business Combination, Spartan changed its name to Fisker Inc.

Legacy Fisker was incorporated in the state of Delaware on September 21, 2016. In connection with its formation, the Company entered into stock purchase agreements with the Company’s founders, whereby the founders contributed certain IP (primarily trademarks) and interests in Platinum IPR LLC. Platinum IPR LLC was an entity solely owned by the Company’s founders, which held Fisker trademarks registered in a variety of jurisdictions around the world. The founders’ transfer of its interest in Platinum IPR LLC and the transfer of trademarks was accounted for as a transfer of assets between entities under common control. The carrying amount of the transferred assets is recorded based on the prior carrying value, which was de minimis.

The Company’s common stock is listed on the New York Stock Exchange under the symbols “FSR”. The Company’s warrants previously traded on the NYSE under the symbol “FSR WS” and on April 19, 2021, the NYSE filed a Form 25-NSE with respect to the warrants; the formal delisting of the warrants became effective ten days thereafter.

2. Summary of Significant Accounting Policies

Basis of Presentation

The Company’s consolidated financial statements have been prepared in conformity with accounting principles generally accepted in the United States of America (“GAAP”) as determined by the Financial Accounting Standards Board (“FASB”) Accounting Standards Codification (“ASC”) and pursuant to the regulations of the U.S. Securities and Exchange Commission (“SEC”). For all periods presented, net loss equals comprehensive loss.

Reverse Recapitalization

The Business Combination was accounted for as a reverse recapitalization and Spartan was treated as the “acquired” company for accounting purposes. The Business Combination was accounted as the equivalent of Legacy Fisker issuing stock for the net assets of Spartan, accompanied by a recapitalization. Accordingly, all historical financial information presented in these consolidated financial statements represents the accounts of Legacy Fisker and its wholly owned subsidiaries “as if” Legacy Fisker is the predecessor to the Company. The shares and net loss per common share, prior to the Business Combination, have been adjusted as shares reflecting the exchange ratio established in the Business Combination.

Going Concern, Liquidity and Capital Resources

The Company evaluated whether there are any conditions and events, considered in the aggregate, that raise substantial doubt about its ability to continue as a going concern over the next twelve months from the date of filing this report. As of December 31, 2022, the Company had approximately \$736.5 million in cash and cash equivalents, which is unrestricted and available for Fisker’s general use. The Company believes that substantial doubt about its ability to continue as a going concern does not exist as its cash on hand will be sufficient to meet its working capital and capital expenditure requirements for a period of at least twelve months from the date of the filing of this Form 10-K.

Since inception, the Company has yet to generate significant revenue from its core business operations and has incurred significant accumulated losses of approximately \$1.2 billion. The Company expects to continue to incur significant operating losses for the foreseeable future. The Company expects its capital expenditures and working capital requirements to increase substantially in 2023 and beyond, as it progresses toward serial production of the Fisker Ocean EV model, develop its customer support and marketing infrastructure and expand its research and development efforts. The Company may, however, need additional cash resources, including proceeds of up to \$156.5 million from the sale of Class A common stock under its at-the-market equity program, to fund its operations until it commences serial production levels of the Fisker Ocean and achieves a level of production and sales that provide for operating profitability. To the extent that Fisker's current resources are insufficient to satisfy its cash requirements, the Company may need to seek additional equity or debt financing and there can be no assurance that the Company will be successful in its efforts. If the financing is not available, or if the terms of financing are less desirable than the Company expects, the Company may be forced to decrease its planned level of investment in product development or scale back its operations, including production of the Fisker Ocean, which could have an adverse impact on its business and financial prospects.

Supplier Risk

The Company continued nomination of suppliers with an accelerated phase during the year for engineering, development, testing, tooling and production of components for serial production of its vehicles, which will be assembled in Austria. As of December 31, 2022, these supplier contracts do not represent unconditional purchase obligations with take-or-pay or specified minimum quantities provisions with the exception of an agreement securing battery capacity for the Fisker Ocean SUV. Under the terms of the agreement, the battery supplier will deliver two different battery solutions for the Fisker Ocean SUV, with an initial battery capacity of over 5 gigawatt-hours annually, from 2023 through 2025.

Use of Estimates

The preparation of the consolidated financial statements in conformity with GAAP required management to make estimates and assumptions that affect the reported amounts of assets and liabilities in the consolidated financial statements and accompanying notes. The Company bases these estimates on historical experience and on various other assumptions that it believes are reasonable under the circumstances, the results of which form the basis for making judgments about the carrying amounts of assets and liabilities that are not readily apparent from other sources. Actual results may differ materially from these estimates.

Principles of Consolidation

The consolidated financial statements include the accounts of Fisker Inc. and its wholly owned subsidiaries. All inter-company transactions and balances have been eliminated in consolidation.

Cash and Cash Equivalents

The Company considers all highly liquid investments purchased with original maturities of three months or less at acquisition to be cash equivalents. Cash and cash equivalents include cash held in banks and money market mutual funds, which is unrestricted and available for Fisker's general use.

Concentrations of Credit Risk and Off-balance Sheet Risk

Cash and cash equivalents are financial instruments that are potentially subject to concentrations of credit risk. The Company's cash and cash equivalents are deposited in accounts at large financial institutions, and amounts may exceed federally insured limits. The Company believes it is not exposed to significant credit risk due to the financial strength of the depository institutions in which the cash and cash equivalents are held. The Company has no financial instruments with off-balance sheet risk of loss.

Fair Value Measurements

The Company follows the accounting guidance in ASC 820, *Fair Value Measurement*, for its fair value measurements of financial assets and liabilities measured at fair value on a recurring basis. Fair value is defined as an exit price, representing the amount that would be received to sell an asset or paid to transfer a liability in an orderly transaction

between market participants at the measurement date. As such, fair value is a market-based measurement that should be determined based on assumptions that market participants would use in pricing an asset or a liability.

The accounting guidance requires fair value measurements be classified and disclosed in one of the following three categories:

Level 1: Quoted prices in active markets for identical assets or liabilities.

Level 2: Observable inputs other than Level 1 prices, for similar assets or liabilities that are directly or indirectly observable in the marketplace.

Level 3: Unobservable inputs which are supported by little or no market activity and that are financial instruments whose values are determined using pricing models, discounted cash flow methodologies, or similar techniques, as well as instruments for which the determination of fair value requires significant judgment or estimation.

The fair value hierarchy also requires an entity to maximize the use of observable inputs and minimize the use of unobservable inputs when measuring fair value. Assets and liabilities measured at fair value are classified in their entirety based on the lowest level of input that is significant to the fair value measurement.

Long-Lived Assets

Property and equipment are stated at cost less accumulated depreciation and amortization. Depreciation and amortization is computed using the straight-line method over the estimated useful lives of the related assets as follows:

	Useful Life (in years)
Tooling	3-8
Machinery and equipment	5-15
Furniture and fixtures	5-10
IT hardware and software	3-10
Leasehold improvements	Shorter of their estimated life or remaining lease term

Construction in progress is comprised primarily of costs incurred to construct serial production tooling located at affiliates of Magna and our suppliers.

Leasehold improvements are amortized on a straight-line basis over the shorter of their estimated useful lives or the term of the related lease. Upon retirement or sale, the cost and related accumulated depreciation are removed from the balance sheet and the resulting gain or loss is reflected in operations. Maintenance and repair expenditures are expensed as incurred, while major improvements that increase functionality of the asset are capitalized and depreciated ratably to expense over the identified useful life.

Long-lived assets, including intangible assets subject to amortization, are reviewed for impairment whenever events or changes in circumstances indicate that the carrying amount of an asset may not be recoverable. If circumstances require a long-lived asset to be tested for possible impairment, the Company first compares undiscounted cash flows expected to be generated by that asset group to its carrying amount. The Company assesses impairment for asset groups, which represent a combination of assets that produce distinguishable cash flows. If the carrying amount of the asset group is not recoverable on an undiscounted cash flow basis, an impairment is recognized to the extent that the carrying amount exceeds its fair value. Fair value is determined through various valuation techniques, including discounted cash flow models, quoted market values, and third-party independent appraisals, as considered necessary. The Company has not recorded any impairment charges during the periods presented.

Leases

The Company classifies arrangements meeting the definition of a lease as operating or financing leases, and leases are recorded on the consolidated balance sheet as both a right-of-use asset and lease liability, calculated by discounting fixed lease payments over the lease term at the rate implicit in the lease or the Company's incremental borrowing rate. Lease liabilities are increased by interest and reduced by payments each period, and the right of use asset is amortized over the lease term. For operating leases, interest on the lease liability and the amortization of the right-of-use asset result in straight-line rent expense over the lease term. For finance leases, interest on the lease liability and the amortization of the right-of-use asset results in front-loaded expense over the lease term. Variable lease expenses are recorded when incurred.

In calculating the right-of-use asset and lease liability, the Company elects to combine lease and non-lease components for all classes of assets. The Company excludes short-term leases having initial terms of 12 months or less from the new guidance as an accounting policy election, and instead recognizes rent expense on a straight-line basis over the lease term.

Current portion of the Company's lease liability is based on lease payments due within twelve months of the balance sheet date. Variable lease payments are included in lease payments when the contingency upon which the payment is dependent is resolved.

Debt Issuance Costs

Direct and incremental costs, including amounts paid to initial purchasers of the Company's convertible notes, are directly attributed to efforts to obtain debt financing are debt issuance costs. Upon issuance of debt, the carrying value is the principal amount of debt reduced by any debt issuance costs. Debt issuance costs are attributed to interest expense and accreted over the expected term of the debt using the effective interest rate method.

Derivative Financial Instruments

The Company does not use derivative instruments to hedge exposures to interest rate, market, or foreign currency risks. The Company evaluates all of its financial instruments, including notes payable, to determine if such instruments are derivatives or contain features that qualify as embedded derivatives. The Company applies significant judgment to identify and evaluate complex terms and conditions in its contracts and agreements to determine whether embedded derivatives exist. Embedded derivatives must be separately measured from the host contract if all the requirements for bifurcation are met. The assessment of the conditions surrounding the bifurcation of embedded derivatives depends on the nature of the host contract. Bifurcated embedded derivatives are recognized at fair value, with changes in fair value recognized in the statement of operations each period. Bifurcated embedded derivatives are classified with the related host contract in the Company's balance sheet.

The Company enters into contracts that meet the definitions of a freestanding instrument, such as capped call options with equity-linked features, and a derivative. A freestanding instrument that is a derivative is evaluated by the Company to determine if it qualifies for an exception to derivative accounting. The Company determines whether the equity-linked feature is indexed to the Company's Class A common stock and whether the settlement provision in the contract is consistent with a fixed-for-fixed equity instrument. To qualify for classification in stockholder's equity, the Company evaluates whether the contract requires physical settlement, net share settlement, or a combination thereof and, when the Company has a choice of net cash settlement or settlement in the Company's shares, additional criteria are evaluated to determine whether equity classification is appropriate. Refer to Note 11 for additional information regarding the accounting for the convertible senior notes and capped call options.

From July 2019 to December 2019, the Company entered into note agreements that were determined to have embedded derivative instruments in the form of a contingent put option. The notes are recognized at the value of proceeds received after allocating issuance proceeds to the separable instruments issued with the notes and to the bifurcated contingent put option. The notes are subsequently measured at amortized cost using the effective interest method to accrete interest over their term to bring the notes' initial carrying value to their principal balance at maturity. The bifurcated put option is initially measured at fair value which is included in the Bridge notes payable balance on the Consolidated Balance Sheets and subsequently measured at fair value with changes in fair value recognized as a component of Other income (expense) in the Consolidated Statements of Operations (see Note 3).

The Company accounts for its public and private warrants as a derivative liability initially measured at its fair values and remeasured in the consolidated statements of operations at the end of each reporting period. When the warrants are exercised, the corresponding derivative liability is de-recognized at the underlying fair value of the Class A common stock that is issued to the warrant holder less any cash paid in accordance with the warrant agreement. Upon either cash or cashless exercise, the de-recognized derivative liability results in an increase in additional paid in capital equal to the difference between the fair value of the underlying Class A common stock and its par value. A cashless exercise results in the warrant holder surrendering Class A common stock equal to the stated warrant exercise price based on the contractual terms in the warrant agreement that govern the cashless conversion.

Segments

Operating segments are defined as components of an entity for which separate financial information is available and that is regularly reviewed by the Chief Operating Decision Maker (“CODM”) in deciding how to allocate resources to an individual segment and in assessing performance. The Company’s CODM is its Chief Executive Officer. The Company has determined that it operates in one operating segment and one reportable segment, as the CODM reviews financial information presented on a consolidated basis for purposes of making operating decisions, allocating resources, and evaluating financial performance.

Revenue Recognition

The Company recognizes revenue from contracts with customers in accordance with ASC 606, *Revenue from Contracts with Customers* (“ASC 606”). The core principle of ASC 606 is that a company should recognize revenue to depict the transfer of promised goods or services to customers in an amount that reflects the consideration to which the company expects to be entitled in exchange for those goods or services. A good or service is transferred to a customer when, or as the customer obtains control of that good or service. The following five steps are applied to achieve that core principle:

- Step 1: Identify the contract with the customer
- Step 2: Identify the performance obligation(s) in the contract
- Step 3: Determine the transaction price
- Step 4: Allocate the transaction price to the performance obligation(s) in the contract
- Step 5: Recognize revenue when or as the company satisfies a performance obligation

The Company’s customers may reserve a Fisker vehicle by making a deposit, which is refundable, and in certain instances, subject to a 10% administration and process fee in the event of cancellation.

In the third quarter of 2022, the Company began accepting order deposits of \$5,000 USD or equivalent currency for Fisker Ocean Ones, a limited-edition trim level of the Fisker Ocean. The Company also converted customer deposits for reservation holders who previously made a deposit for an Extreme, Ultra or Sport Ocean prior to August 16, 2022, the enactment date of the Inflation Reduction Act of 2022 (the “Inflation Reduction Act”). Order deposits will be applied to the sales price of the vehicle and recognized as revenue when the vehicle is sold and delivered to the customer. Order Deposits are recognized contract liabilities and not included in customer deposits. The Company has yet to deliver and recognize revenue related to the delivery of a vehicle.

Certain holders of the Company’s bridge notes were issued option agreements providing the holder with a non-binding right to receive a base model Fisker Ocean SUV within the first twelve months of production, subject to the terms and conditions. The proceeds received from these holders were allocated to the bridge notes and option agreements on a relative fair value basis, resulting in an initial discount to the bridge notes.

Foreign Currency Remeasurement and Transactions

The functional currency of the Company's U.K., German, Indian and Austrian subsidiaries is the U.S. Dollar. For these subsidiaries, monetary assets and liabilities denominated in non U.S. currencies are re-measured to U.S. Dollars using current exchange rates in effect at the balance sheet date. Non-monetary assets and liabilities denominated in non-U.S. currencies are maintained at historical U.S. Dollar exchange rates. Expenses are re-measured at average U.S. Dollar monthly rates.

Foreign currency transaction gains and losses are a result of the effect of exchange rate changes on transactions denominated in currencies other than the functional currency. Transaction gains and losses are immaterial for all periods presented.

In April and July 2022, the Company purchased 130.1 million Euros for 140.0 million U.S. dollars, a currency exchange rate of 1 U.S. dollar for 1.076 Euro and 50.0 million Euros for 50.9 million U.S. dollars, a currency exchange rate of 1 U.S. dollar for 1.018 Euro, which are designed to provide an economic hedge against future foreign currency exposures.

Stock-based Compensation

The Company expenses stock-based compensation over the requisite service period based on the estimated grant-date fair value of the awards. The Company accounts for forfeitures as they occur. The Company recognizes non-employee compensation costs over the requisite service period based on a measurement of fair value for each stock award.

The grant date for an option or stock award is established when the grantee has a mutual understanding of the key terms and conditions of the option or award, the award is authorized, including all the necessary approvals unless approval is essentially a formality or perfunctory, and the grantee begins to benefit from, or be adversely affected by, underlying changes in the price of the Company's Class A common shares. An award or option is authorized on the date that all approval requirements are completed (e.g., action by the compensation committee approving the award and the number of options, restricted shares or other equity instruments to be issued to individual employees).

From inception through December 31, 2022, the Company has primarily granted service and performance based awards. Stock-based compensation expense is recognized for awards with graded-vesting schedules are recognized on a straight-line basis over the requisite service period for each vesting tranche. The Company estimates the fair value of stock option grants using the Black-Scholes option pricing model, and the assumptions used in calculating the fair value of stock-based awards represent management's best estimates and involve inherent uncertainties and the application of management's judgment. For stock-based awards with vesting subject to performance conditions, stock-based compensation expense is recognized over the requisite service period when the performance conditions becomes probable of achievement. All stock-based compensation expense are recorded in selling, general and administrative or research and development costs in the statements of operations based upon the underlying individual's role at the Company except for the capitalization of costs associated with the Magna warrants (see Note 13).

Research and Development Costs

Research and development costs are expensed as incurred. Research and development expenses consist primarily of payroll, benefits and stock-based compensation of those employees engaged in research, design and development activities, costs related to design and prototype tools, prototype development work, and supplies and services.

Advertising Expense

All advertising costs are expensed as incurred. For the years ended December 31, 2022, 2021 and 2020, advertising expense was \$9.3 million, \$6.3 million, and \$0.8 million, respectively.

Income Taxes

Income taxes are recorded in accordance with ASC 740, *Income Taxes* ("ASC 740"), which provides for deferred taxes using an asset and liability approach. The Company recognizes deferred tax assets and liabilities for the expected future tax consequences of events that have been included in the consolidated financial statements or tax returns. Deferred

tax assets and liabilities are determined based on the difference between the consolidated financial statement and tax bases of assets and liabilities using enacted tax rates in effect for the year in which the differences are expected to reverse. Valuation allowances are provided, if based upon the weight of available evidence, it is more likely than not that some or all of the deferred tax assets will not be realized.

The Company accounts for uncertain tax positions in accordance with the provisions of ASC 740. When uncertain tax positions exist, the Company recognizes the tax benefit of tax positions to the extent that the benefit would more likely than not be realized assuming examination by the taxing authority. The determination as to whether the tax benefit will more likely than not be realized is based upon the technical merits of the tax position as well as consideration of the available facts and circumstances. The Company recognizes any interest and penalties accrued related to unrecognized tax benefits as income tax expense.

Net Loss per Share of Common Stock

Basic net loss per share of common stock is calculated using the two-class method under which earnings are allocated to both common shares and participating securities. Undistributed net losses are allocated entirely to common shareholders since the participating security has no contractual obligation to share in the losses. Basic net loss per share is calculated by dividing the net loss attributable to common shares by the weighted-average number of shares of common stock outstanding for the period. The diluted net loss per share of common stock is computed by dividing the net loss using the weighted-average number of common shares and, if dilutive, potential common shares outstanding during the period. Potential common shares consist of stock options and warrants to purchase common stock (using the treasury stock method).

Restatement of Consolidated Financial Statements as of and for the year ended December 31, 2020

As part of the Business Combination, the Company originally completed a comprehensive evaluation and concluded that the public and private warrants, as described in Notes 4 and 13, that were initially issued by Spartan could be classified within equity. Subsequent to filing the Company's Annual Report on Form 10-K for the year ended December 31, 2020 on March 30, 2021, the Staff of the Securities and Exchange Commission issued a public statement (the "Statement") entitled "Staff Statement on Accounting and Reporting Considerations for Warrants Issued by Special Purpose Acquisition Companies ("SPACs")" on April 12, 2021 stating that warrants issued by SPACs may require classification as a liability of the entity measured at fair value, with changes in fair value each period reported in earnings. Based on the review of the Company's historical accounting pursuant to ASC 815, Derivatives and Hedging (Topic 815) ("ASC 815"), and after considering the Statement, the Company concluded its Warrants require classification as derivative liabilities to be measured at their fair values as of the closing of the Business Combination, with subsequent changes in fair value remeasured through earnings. The accounting for the Warrants does not impact the Company's financial statements in any reporting periods prior to the Business Combination, as the Company assumed the Warrants through the Business Combination which was accounted for as a reverse recapitalization.

The fair value of the Warrants as of the closing date of the Business Combination on October 29, 2020 and December 31, 2020 amounted to \$62.7 million and \$138.1 million, respectively. During the fourth quarter of 2020, the change in fair value from October 29, 2020 through December 31, 2020 amounted to an increase of \$75.4 million. The Company concluded the effect of this error on the previously reported consolidated financial statements as of and for the year ended December 31, 2020 is material and, as such, on May 17, 2021 restated the December 31, 2020 consolidated financial statements, and accompanying notes from the amounts previously reported to give effect to the correction of this error.

Recently Adopted Accounting Pronouncements

In September 2020, the FASB issued ASU 2020-06, *Debt with Conversion and Other Options (Subtopic 470-20) and Derivatives and Hedging-Contracts in Entity's Own Equity (Subtopic 815-40)*. This ASU simplifies the accounting for certain financial instruments with characteristics of liabilities and equity, including convertible instruments and contracts on an entity's own equity. The ASU eliminates the current models that require separation of beneficial conversion and cash conversion features from convertible instruments and simplifies the derivative scope exception guidance pertaining to equity classification of contracts in an entity's own equity. The ASU also introduces additional disclosures for convertible

debt and freestanding instruments that are indexed to and settled in an entity's own equity. The ASU amends the diluted earnings per share guidance, including the requirement to use if-converted method for all convertible instruments and an update for instruments that can be settled in either cash or shares. We early adopted ASU 2020-06 effective on January 1, 2021 applying the modified retrospective method. Since the Company did not have any financial instruments as of January 1, 2021 within the scope of ASU 2020-06, early adoption had no effect on the Company's consolidated financial statements.

In June 2016, the FASB issued ASU No. 2016-13, *Financial Instruments—Credit Losses (Topic 326): Measurement of Credit Losses on Financial Instruments*. This guidance introduces a new model for recognizing credit losses on financial instruments based on an estimate of current expected credit losses. This ASU also provides updated guidance regarding the impairment of available-for-sale debt securities and includes additional disclosure requirements. The new guidance is effective for non-public companies, and public business entities that meet the definition of a Smaller Reporting Company as defined by the Securities and Exchange Commission (SEC), for interim and annual periods beginning after December 15, 2022. On December 31, 2021, the Company became a large accelerated filer, as defined by the SEC, and, as a result, adopted this guidance effective January 1, 2021, which did not have a material impact on the Company's consolidated financial statements.

3. Business Combination and Recapitalization

On October 29, 2020, the Company consummated the Business Combination with Legacy Fisker pursuant to the agreement between Legacy Fisker and Spartan Energy Acquisition Corp. (the "Merger Agreement"). Pursuant to ASC 805, for financial accounting and reporting purposes, Legacy Fisker was deemed the accounting acquirer and the Company was treated as the accounting acquiree, and the Business Combination was accounted for as a reverse recapitalization. Accordingly, the Business Combination was treated as the equivalent of the Legacy Fisker issuing stock for the net assets of Spartan, accompanied by a recapitalization. The net assets of Spartan were stated at historical costs, with no goodwill or other intangible assets recorded, and are consolidated with Legacy Fisker's financial statements on the Closing date. The shares and net income (loss) per share available to holders of the Company's common stock, prior to the Business Combination, have been adjusted as shares reflecting the exchange ratio established in the Merger Agreement.

In connection with the Business Combination, Spartan entered into subscription agreements with certain investors (the "PIPE Investors"), whereby it issued 50,000,000 shares of common stock at \$10.00 per share (the "PIPE Shares") for an aggregate purchase price of \$500.0 million (the "PIPE Financing"), which closed simultaneously with the consummation of the Business Combination. Upon the closing of the Business Combination, the PIPE Investors were issued shares of the Company's Class A common stock.

The aggregate consideration for the Business Combination and proceeds from the PIPE Financing was approximately \$1.8 billion, consisting of 179,192,713 shares of common stock valued at \$10.00 per share. The common stock consideration consists of (1) 46,838,585 shares of Legacy Fisker Class A common stock, including shares issuable in respect of vested equity awards of the Legacy Fisker and shares issued in respect of the Bridge notes and Convertible Equity Security, plus (2) 132,354,128 shares of Legacy Fisker Class B common stock.

In connection with the Business Combination, the Company incurred direct and incremental costs of approximately \$72.5 million related to the equity issuance, consisting primarily of investment banking, legal, accounting and other professional fees, which were recorded to additional paid-in capital as a reduction of proceeds. The Company paid approximately \$2.4 million for obligations of Spartan that existed prior to close that were incurred as part of the Business Combination.

The Company incurred approximately \$1.5 million of expenses for the year ended December 31, 2020, primarily related to advisory, legal, and accounting fees in conjunction with the Business Combination, which are included in selling, general and administrative expenses on the consolidated statement of operations.

Convertible Equity Security

On July 7, 2020, the Company issued an investor a convertible security (the "Security") in the amount of \$50.0 million. The Security is classified as a SAFE agreement (Simple Agreement for Future Equity). The Security is automatically convertible into shares of capital stock of the combined entity upon the closing of a transaction with a special

purpose acquisition company at a conversion price equal to 85% of the price per share upon consummation of such transaction (a “SPAC Transaction”). The Security had no interest rate or maturity date and the SAFE investor had no voting right prior to conversion. The Security was recorded as a liability of \$50.0 million at issuance and was settled in exchange for 5,882,352 shares of Class A Common Stock in New Fisker on October 29, 2020 as part of the Business Combination. For the year ended December 31, 2020, the Company recognized \$9.6 million of other expense due to the change in fair value of the Security.

Conversion of Notes and Preferred Stock upon Recapitalization

Upon the formation of Legacy Fisker in September 2016, HF Holdco LLC, an entity controlled by the Company’s Chief Executive Officer, and founder, and the Company’s Chief Financial Officer and Chief Operating Officer, and founder, advanced the Company \$250,000 in the form of a demand note. In May 2020, in satisfaction of the advances made by HF Holdco LLC, the Company issued a bridge note payable to HF Holdco LLC with the principal sum of \$250,000 and convertible into Class A Common Stock upon completion of the Business Combination and is no longer outstanding as of December 31, 2020.

From July 2019 to September 2020, the Company entered into bridge note agreements with investors. Certain holders of the bridge notes were issued option agreements providing the holder with a non-binding right to receive a base model Fisker Ocean SUV within the first twelve months of production, subject to certain terms and conditions. The proceeds received from these holders were allocated to the bridge notes and option agreements on a relative fair value basis, resulting in an initial discount to the bridge notes.

The automatic exchange feature is the predominant settlement feature and the change of control feature within the bridge notes are embedded contingent put options that, collectively, are required to be bifurcated from the debt host and measured at fair value with changes in fair value recognized in earnings (see Note 4). After bifurcation of the embedded derivative, the initial carrying value of the bridge notes are accreted to their stated principal value over the contractual term of the bridge notes, using the effective interest method. The Company recognized approximately \$1.3 million of accretion of debt discount from the issuance dates of the bridge notes through December 31, 2020, classified as Interest expense in the Consolidated Statement of Operations. The embedded derivative was eliminated upon the conversion of the bridge notes payable at the close of the Business Combination.

In June 2020, the Company entered into an amendment to the note agreements with holders of the Company’s outstanding bridge notes to provide for amendments to the definition of the Next Equity Financing such that in the event of a Special Purpose Acquisition Company (“SPAC”) Transaction, as defined, prior to repayment or conversion in full of the note, immediately prior to such SPAC Transaction, the outstanding principal and any accrued but unpaid interest under the bridge notes would automatically convert into shares of Class A Common Stock of the Company (or, at the election of the Company, directly into proceeds paid to the holders of Class A Common Stock in connection with such SPAC Transaction) at a price per share that is 75% of the price per share of Class A Common Stock paid in such SPAC Transaction. Upon the Closing, the conversion feature upon a business combination was triggered for the bridge notes causing a conversion of the \$10.0 million outstanding principal amount of these bridge notes at a specified price. The noteholders received 1,361,268 shares of Class A Common Stock of the Company as result of the conversion in connection with the Business Combination.

Prior to the Closing, Fisker had shares of \$0.00001 par value Series A, Series B, and Founders Convertible preferred stock outstanding. The shares of Series A and B preferred stock were convertible into shares of Class A Common Stock of Legacy Fisker based on a specified conversion price calculated by dividing the then-original issue price, as adjusted, for such share of preferred stock by the conversion price, as adjusted, in effect on the date the certificate is surrendered for conversion. Shares of Founders preferred stock, classified in equity, were convertible into Class B Common Stock determined by dividing \$0.10, as adjusted, for such share of preferred stock by the conversion price, as adjusted, in effect on the date the certificate is surrendered for conversion. Upon the Closing, the outstanding shares of preferred stock were converted into common stock of the Company at 2.7162, the exchange ratio established in the Business Combination Agreement. Immediately after the Business Combination, Founders Convertible, Series A (pre-combination), and Series B (pre-combination) converted into 27,162,191 Class A Common Stock, 16,983,241 Class A Common Stock, and 3,765,685 Class A Common Stock, respectively.

4. Fair Value Measurements

The Company's financial assets and liabilities subject to fair value measurements on a recurring basis and the level of inputs used for such measurements were as follows (in thousands):

	Fair Value Measured as of December 31, 2022 Using:			
	Level 1	Level 2	Level 3	Total
Assets included in:				
Money market funds included in cash and cash equivalents	\$ 601,045	\$ —	\$ —	\$ 601,045
Equity investment	\$ 3,140	\$ —	\$ —	\$ 3,140
Total fair value	\$ 604,185	\$ —	\$ —	\$ 604,185
	Fair Value Measured as of December 31, 2021 Using:			
	Level 1	Level 2	Level 3	Total
Assets included in:				
Money market funds included in cash and cash equivalents	\$ 1,181,256	\$ —	\$ —	\$ 1,181,256
Total fair value	\$ 1,181,256	\$ —	\$ —	\$ 1,181,256

The fair value of the Company's money market funds is determined using quoted market prices in active markets for identical assets. The carrying amounts included in the Consolidated Balance Sheets under Current assets approximate fair value because of the short maturity of these instruments.

On July 28, 2021, the Company made a commitment for a private investment in public equity (PIPE) supporting the planned merger of European EV charging network, Allego B.V. ("Allego") with Spartan Acquisition Corp. III (NYSE: SPAQ), a publicly-listed special purpose acquisition company. Fisker Inc. was the exclusive electric vehicle automaker in the PIPE and, in parallel, agreed to terms to deliver a range of charging options for its customers in Europe. On March 16, 2022, the merger closed and the Company delivered cash of \$10.0 million in exchange for 1,000,000 shares of Allego's Class A common stock (NYSE:ALLG). The Company's ownership percentage is less than 5% and does not result in significant influence. Allego filed with the SEC a registration statement registering the resale of the shares acquired (the "Registration Statement") that was declared effective by the SEC during the second quarter of 2022. The Company has classified its equity investment in Allego as a current asset. Unrealized losses recognized during the year ended December 31, 2022 on equity securities still held as of December 31, 2022 totaled \$6.9 million as shown separately in the Consolidated Statement of Operations.

We carry the convertible senior notes at face value less the unamortized debt issuance costs on our consolidated balance sheets and present that fair value for disclosure purposes only. As of December 31, 2022, the fair value of the 2026 Notes was \$309.8 million. The estimated fair value of the convertible notes, which are classified as Level 2 financial instruments, was determined based on the estimated or actual bid prices of the convertible senior notes in an over-the-counter market on the last business day of the period.

Upon closing the Business Combination, the Company recognized a \$62.7 million liability for its private and public warrants and a corresponding non-cash reduction of additional paid-in capital for the same amount. The Company's derivative liability for its private and public warrants are measured at fair value on a recurring basis. The private warrants fair value is determined based on significant inputs not observable in the market, which causes it to be classified as a Level 3 measurement within the fair value hierarchy. The valuation of the private warrants uses assumptions and estimates the Company believes would be made by a market participant in making the same valuation. The Company assesses these assumptions and estimates on an on-going basis as additional data impacting the assumptions and estimates are obtained. The Company uses an option pricing simulation to estimate the fair value of its private warrants, all of which were exercised in March 2021. The public warrants fair value is determined using its publicly traded prices (Level 1). During 2021, the Company completed its redemption of all outstanding public warrants (refer to Note 8). Changes in the fair value

of the derivative liability related to updated assumptions and estimates are recognized within the Consolidated Statements of Operations as a non-operating expense. For the year ended December 31, 2021, the changes in the fair value of the derivative liability resulted from changes in the fair values of the underlying Class A common shares and its associated volatility upon exercise in March and April 2021. The change in fair value of derivatives amounted to a non-cash loss of \$138.4 million attributed to public and private warrants during the year ended December 31, 2021, compared to a \$75.4 million non-cash loss attributed to public and private warrants during the year ended December 31, 2020.

The significant assumptions in the option pricing simulation of a Black Scholes valuation model which the Company used to determine the fair value of the private warrants are:

	December 31, 2020	October 29 2020
Stock price	\$ 14.65	\$ 8.96
Exercise price	\$ 11.50	\$ 11.50
Expected warrant term	4.8	5.0
Volatility	32.00 %	40.75 %
Risk-free interest rate	0.36 %	0.38 %
Dividend yield	0.00 %	0.00 %
Monte Carlo simulation number of iterations	100,000	100,000
Negotiated discount (1)	7.00 %	7.00 %

- (1) "Negotiated discount" is an estimated marketability discount assuming a market participant would negotiate a discount by referring to the quoted price for a public warrant.

The reconciliation of changes in Level 3 measurements of the private warrants is as follows:

Balance as of December 31, 2020	\$ 47,615
Change in fair value	63,526
Cashless exercise of warrants	(111,141)
	44561 \$ —

Upon consummation of the Business Combination, the Company's convertible equity security and bridge notes settled in exchange for 5,882,352 and 1,361,268 shares of Class A common stock, respectively. Prior to the consummation of the Business Combination, the Company measured the embedded derivative liability and the convertible equity security at fair value based on significant inputs not observable in the market, which causes it to be classified as a Level 3 measurement within the fair value hierarchy. The valuation of the embedded derivative and the convertible equity security use assumptions and estimates the Company believes would be made by a market participant in making the same valuation. The Company assessed these assumptions and estimates on an on-going basis as additional data impacting the assumptions and estimates are obtained. The changes in the fair value of the convertible equity security and the embedded derivative liability resulted from changes in price of Spartan's common stock and an adjustment to the probabilities of completion of a SPAC transaction. Changes in the fair value of the embedded derivative and convertible equity security related to updated assumptions and estimates resulted in a loss of \$10.1 million for the year ended December 31, 2020 recognized within the Consolidated Statements of Operations.

5. Prepaid expenses and other current assets

Prepaid expenses and other current assets consists of the following as of December 31, 2022 and 2021 (in thousands):

	As of December 31,	
	2022	2021
Prepaid insurance	2,951	6,809
Value-added tax receivable	27,928	10,299
Prepaid research and development expenses	—	10,415
Prepaid and other current assets	60,886	2,900
	<u>\$ 91,765</u>	<u>\$ 30,423</u>

The Company made contractual advance payments during 2021 for research and development services to be provided by suppliers in 2022. The Company paid value-added taxes on certain capital expenditures and submitted requests for refunds from tax authorities in foreign countries with a concentration in Europe that are pending repayment as of December 31, 2022 and 2021. Prepaid and other current assets include payments to certain suppliers in advance of production.

6. Intangible asset

The Company has the following intangible assets (in thousands):

	As of December 31, 2022			
	Amortization Period	Gross Carrying Amount	Accumulated Amortization	Net
Capitalized cost - manufacturing	8 years	\$ 252,304	\$ (5,257)	\$ 247,047
		<u>\$ 252,304</u>	<u>\$ (5,257)</u>	<u>\$ 247,047</u>

	As of December 31, 2021			
	Amortization Period	Gross Carrying Amount	Accumulated Amortization	Net
Capitalized cost - manufacturing	8 years	\$ 231,525	\$ —	\$ 231,525
		<u>\$ 231,525</u>	<u>\$ —</u>	<u>\$ 231,525</u>

The Company capitalized certain costs associated with the manufacturing of the Fisker Ocean and production of parts in 2020 and 2021. Amortization for capitalized costs commenced with the start of production for the Fisker Ocean which occurred on November 17, 2022. The Company reassessed the estimated useful life in 2022 and determined the intangible asset, which includes the Company's proprietary manufacturing platform, is limited to 8 years as of December 31, 2022 based on the Company's current contractual arrangements. Amortization expense of capitalized manufacturing costs for the year ended December 31, 2022 was \$5.3 million and is expected to be approximately \$32.3 million in each of the succeeding five years. The Company will continually assess the reasonableness of the estimated life and consider the extent to which the Company enters into arrangements that extend the estimated useful life. Since the Company did not manufacture vehicles for sale to end customers in the fourth quarter of 2022, amortization expense is attributed to research and development expenses as shown the Consolidated Statements of Operations. Refer to Note 13 for additional information regarding the capitalization of costs upon issuance of warrants to Magna International, Inc. ("Magna").

7. Property and Equipment, net

Property and equipment, net, consists of the following as of December 31, 2022 and 2021 (in thousands):

	As of December 31,	
	2022	2021
Machinery and equipment	\$ 42,298	\$ 1,174
Furniture and fixtures	470	307
IT hardware and software	6,427	3,778
Leasehold improvements	634	20
Construction in progress	339,789	81,160
Total property and equipment	389,618	86,439
Less: Accumulated depreciation and amortization	(2,481)	(796)
Property and equipment, net	<u>\$ 387,137</u>	<u>\$ 85,643</u>

Depreciation and amortization for the years ended December 31, 2022, 2021, and 2020 was \$1.9 million, \$0.8 million and \$0.1 million, respectively. Construction in progress is comprised primarily of costs incurred to construct serial production tooling located at affiliates of Magna and our suppliers. Such assets will be depreciated over the estimated useful lives of the assets once the asset is in the location and condition necessary for it to operate as intended. As of December 31, 2022 and 2021, accounts payable and accrued liabilities includes property and equipment of \$144.8 million and \$35.4 million, respectively, which is excluded from net cash used in investing activities as reported in the consolidated statement of cash flows.

8. Leases

The Company has entered into various operating lease agreements and a finance lease agreement for certain office space, manufacturing and warehouse facilities, retail and customer services locations, equipment, and vehicles. We determine whether a contractual arrangement is or contains a lease, including embedded leases, at inception and record the lease when the underlying assets is made available for us by the lessor, or the date of commencement.

At lease commencement, the Company measures the lease liability at the present value of lease payments not yet paid. For purposes of calculating lease liabilities, lease terms include options to extend or renew the lease when it is reasonably certain that we will exercise such options. Certain operating leases provide for annual increases to lease payments based on an index or rate. Lease expense for finance lease payments is recognized as amortization expense of the finance lease right-of-use asset over the lease term.

Operating leases

During 2022 and 2021, the Company recorded non-cash lease right-of-use assets of \$33.4 million and \$18.3 million and non-cash lease liabilities of \$35.0 million and \$17.8 million, respectively, on its consolidated balance sheet.

The tables below present information regarding the Company's lease assets and liabilities (in thousands):

	As of December 31, 2022	As of December 31, 2021
Assets:		
Operating lease right-of-use assets	33,424	18,285
Liabilities:		
Operating Lease—Current	7,085	4,552
Operating Lease—Long term	27,884	14,933

The components of lease related expense are as follows (in thousands):

	Year Ended December 31, 2022	Year Ended December 31, 2021
Lease costs:		
Operating lease expense	\$ 5,690	\$ 3,318
Short-term lease expense	204	74
Total lease costs	<u>\$ 5,894</u>	<u>\$ 3,392</u>

Other information related to operating leases is as follows:

	Year Ended December 31, 2022	Year Ended December 31, 2021
Weighted average remaining lease term (in years)	4.9	3.6
Weighted average discount rate	5.66 %	5.27 %

The components of supplemental cash flow information related to leases are as follows (in thousands):

	Year Ended December 31, 2022	Year Ended December 31, 2021
Cash flow information:		
Cash paid for amounts included in the measurement of lease liabilities:		
Operating cash flows used by operating leases	\$ 4,348	\$ 957
Non-cash activity:		
ROU asset obtained in exchange for operating lease obligations	\$ 19,076	\$ 18,313

Finance leases

During 2022 the Company recorded embedded finance lease right-of-use assets of \$4.3 million on its consolidated balance sheet, related to certain equipment and tooling that is controlled and used by the Company for vehicle manufacturing. The Company paid for a majority of the costs during 2022 with a remaining liability of \$3.0 million as of December 31, 2022 to be paid in 2023. Amortization of right-of-use assets totaled \$0.1 million for the year ended December 31, 2022 and future amortization of embedded finance lease right-of-use assets will be recognized over a lease term of approximately 8 years. Payments made during 2022 for embedded finance lease right-of-use assets totaling \$4.3 million are included in purchases of property and equipment in the investing activities of the cash flow statement. The Company did not have any finance leases during 2021. As of December 31, 2022, the embedded finance lease right-of-use assets, totaling \$4.2 million and lease liabilities from finance leases are included in other non-current assets and accrued liabilities on the balance sheet.

As of December 31, 2022, future minimum payments of our operating lease liabilities during the next five years and thereafter are as follows (in thousands):

	Operating Leases
Year Ending December 31, 2023	\$ 7,039
Year Ending December 31, 2024	7,122
Year Ending December 31, 2025	7,210
Year Ending December 31, 2026	6,569
Year Ending December 31, 2027	2,669
Thereafter	13,617
Total	44,226
Less present value discount	(9,257)
Operating lease liabilities	\$ 34,969

The Company's lease agreements do not provide an implicit rate, so the Company used an estimated incremental borrowing rate, which was derived from third-party information available at lease inception, in determining the present value of lease payments. The rate used is for a secured borrowing of a similar term as the lease.

9. Accrued Expenses

A summary of the components of accrued expenses is as follows (in thousands):

	As of December 31,	
	2022	2021
Accrued vendor liabilities	\$ 251,291	\$ 67,293
Order deposits	4,860	—
Accrued professional fees	1,145	3,579
Accrued payroll	1,627	1,989
Accrued interest	4,867	6,165
Accrued other	1,135	608
Total accrued expenses	\$ 264,925	\$ 79,634

Accrued expenses include amounts owed to vendors but not yet invoiced in exchange for vendor purchases, research and development services and order deposits. Vendor and research and development expenses which have been invoiced are in accounts payable as of December 31, 2022 and 2021. Accrued vendor expenses are based on estimated costs incurred to date or milestones achieved for engineering, design and development services.

Order Deposits

On July 1, 2022, the Company entered into a contract for global payment processing agreement with JPMorgan Chase Bank, N.A. ("Chase"). Order Deposits paid directly to the Company via ACH or other direct payment mechanisms are received in the Company's bank account and available for its use in the subsequent month after the month in which the Order Deposits were placed. For Order Deposits made through credit card transactions, Chase holds cash received from customers until the vehicle is delivered to the customer at which time the cash is deposited into the Company's bank account and available for its use. Cash received from Order Deposits and the conversion of any customer deposit results in the recognition of a contract liability. As of December 31, 2022, contract liabilities totaled \$4.9 million and were classified as current liabilities, included in "Accrued Expenses" on the consolidated balance sheet. Order Deposits exclude refundable customer reservation deposits.

10. Customer Deposits

Customer deposits consists of the following as of December 31, 2022 and 2021 (in thousands):

	As of December 31,	
	2022	2021
Customer reservation deposits	\$ 14,580	\$ 5,546
Customer SUV option	754	754
Total customer deposits	<u>\$ 15,334</u>	<u>\$ 6,300</u>

Customer deposits consist of reservations, which represent cash received for the future right (e.g., a reservation) to order a Fisker Ocean or PEAR, and customer SUV option. Customer reservation deposits are refundable and exclude order deposits.

11. Convertible Senior Notes

2026 Notes

In August, 2021, we issued an aggregate of \$667.5 million principal amount of 2.50% convertible senior notes due in September 2026 (the “2026 Notes”) in a private offering to qualified institutional buyers pursuant to Rule 144A under the Securities Act of 1933, as amended. The 2026 Notes have been designated as green bonds, whose proceeds will be allocated in accordance with the Company’s green bond framework. The 2026 Notes consisted of a \$625 million initial placement and an over-allotment option that provided the initial purchasers of the 2026 Notes with the option to purchase an additional \$100.0 million aggregate principal amount of the 2026 Notes, of which \$42.5 million was exercised. The 2026 Notes were issued pursuant to an indenture dated August 17, 2021. The proceeds from the issuance of the 2026 Notes were \$562.2 million, net of debt issuance costs and cash used to purchase the capped call transactions (“2026 Capped Call Transactions”) discussed below. The debt issuance costs are amortized to interest expense.

The 2026 Notes are unsecured obligations which bear regular interest at 2.50% annually and will be payable semiannually in arrears on March 15 and September 15 of each year, beginning on March 15, 2022. The 2026 Notes will mature on September 15, 2026, unless repurchased, redeemed, or converted in accordance with their terms prior to such date. The 2026 Notes are convertible into cash, shares of our Class A common stock, or a combination of cash and shares of our Class A common stock, at our election, at an initial conversion rate of 50.7743 shares of Class A common stock per \$1,000 principal amount of 2026 Notes, which is equivalent to an initial conversion price of approximately \$19.70 per share of our Class A common stock. The conversion rate is subject to customary adjustments for certain events as described in the indenture governing the 2026 Notes. We may redeem for cash all or any portion of the 2026 Notes, at our option, on or after September 20, 2024 if the last reported sale price of our Class A common stock has been at least 130% of the conversion price then in effect for at least 20 trading days at a redemption price equal to 100% of the principal amount of the 2026 Notes to be redeemed, plus accrued and unpaid interest to, but excluding, the redemption date.

Holders of the 2026 Notes may convert all or a portion of their 2026 Notes at their option prior to June 15, 2026, in multiples of \$1,000 principal amounts, only under the following circumstances:

- during any calendar quarter commencing after the calendar quarter ending on September 30, 2021 (and only during such calendar quarter), if the last reported sale price of the Class A common stock for at least 20 trading days (whether or not consecutive) during a period of 30 consecutive trading days ending on, and including, the last trading day of the immediately preceding calendar quarter is greater than or equal to 130% of the conversion price on each applicable trading day;
- during the five-business day period after any ten consecutive trading day period (the “measurement period”) in which the trading price per \$1,000 principal amount of the 2026 Notes for each trading day of the measurement period was less than 98% of the product of the last reported sale price of our Class A common stock and the applicable conversion rate of the 2026 Notes on such trading day;

- if we call such 2026 Notes for redemption, at any time prior to the close of business on the scheduled trading day immediately preceding the redemption date, but only with respect to the notes called (or deemed called) for redemption; or
- on the occurrence of specified corporate events.

On or after June 15, 2026, the 2026 Notes are convertible at any time until the close of business on the second scheduled trading day immediately preceding the maturity date. Holders of the 2026 Notes who convert the 2026 Notes in connection with a make-whole fundamental change, as defined in the indenture governing the 2026 Notes, or in connection with a redemption may be entitled to an increase in the conversion rate. Additionally, in the event of a fundamental change, holders of the 2026 Notes may require us to repurchase all or a portion of the 2026 Notes at a price equal to 100% of the principal amount of 2026 Notes, plus any accrued and unpaid interest to, but excluding, the fundamental change repurchase date.

We accounted for the issuance of the 2026 Notes as a single liability measured at its amortized cost, as no other embedded features require bifurcation and recognition as derivatives.

As of December 31, 2022, the 2026 Notes consisted of the following:

Principal	\$ 667,500
Unamortized debt issuance costs	(6,678)
Net carrying amount	<u>\$ 660,822</u>

Interest expense related to the amortization of debt issuance costs was \$1.5 million for year ended December 31, 2022. Contractual interest expense was \$16.7 million for the year ended December 31, 2022.

As of December 31, 2022, the if-converted value of the 2026 Notes did not exceed the principal amount. The 2026 Notes were not eligible for conversion as of December 31, 2022. No sinking fund is provided for the 2026 Notes, which means that we are not required to redeem or retire them periodically.

Capped Call Transactions

In connection with the offering of the 2026 Notes, we entered into the 2026 Capped Call Transactions with certain counterparties at a net cost of \$96.8 million. The 2026 Capped Call Transactions are purchased capped call options on 33.9 million shares of Class A common stock, that, if exercised, can be net share settled, net cash settled, or settled in a combination of cash or shares consistent with the settlement elections made with respect to the 2026 Notes if converted. The cap price is initially \$32.57 per share of our Class A common stock and subject to certain adjustments under the terms of the 2026 Capped Call Transactions. The strike price is initially \$19.70 per share of Class A common stock, subject to customary anti-dilution adjustments that mirror corresponding adjustments for the 2026 Notes.

The 2026 Capped Call Transactions are intended to reduce potential dilution to holders of our Class A common stock upon conversion of the 2026 Notes and/or offset any cash payments we are required to make in excess of the principal amount, as the case may be, with such reduction or offset subject to a cap. The cost of the Capped Call Transactions was recorded as a reduction of our additional paid-in capital in our consolidated balance sheets. The Capped Call Transactions will not be remeasured as long as they continue to meet the conditions for equity classification.

12. Stockholders' Equity

Common Stock

On October 29, 2020, the Company's common stock and warrants began trading on the New York Stock Exchange under the symbol "FSR" and "FSR WS," respectively. Pursuant to the terms of the Amended and Restated Certificate of Incorporation, the Company is authorized and has available for issuance the following shares and classes of capital stock, each with a par value of \$0.00001 per share: (i) 750,000,000 shares of Class A Common Stock; (ii) 150,000,000 shares of Class B Common Stock; (iii) 15,000,000 shares of preferred stock. Immediately following the Business Combination, there

were 144,750,524 shares of Class A Common Stock with a par value of \$0.00001, 132,354,128 shares of Class B Common Stock, and 47,074,454 warrants outstanding.

As discussed in Note 3, Business Combination, the Company has adjusted the shares issued and outstanding prior to October 29, 2020 to give effect to the exchange ratio established in the Business Combination Agreement.

Class A Common Stock

Holders of Class A Common Stock are entitled to one vote per share on matters to be voted upon by stockholders. Holders of Class A Common Stock have no preemptive rights to subscribe for or to purchase any additional shares of Class A Common Stock or other obligations convertible into shares of Class A Common Stock which the Company may issue in the future.

All of the outstanding shares of Class A Common Stock are fully paid and non-assessable. Holders of Class A Common Stock are not liable for further calls or assessments.

Class B Common Stock

Holders of Class B Common Stock are entitled to ten votes per share on matters to be voted upon by stockholders.

Preferred Stock

As of December 31, 2022 and 2021, the Company is authorized to issue 15,000,000 shares of Preferred Stock with a par value of \$0.00001, of which no shares are issued and outstanding.

Common Stock Outstanding

In conjunction with the Business Combination, Spartan obtained commitments from certain PIPE Investors to purchase shares of Spartan Class A common stock, which were automatically converted into 50,000,000 shares of Spartan's Class A common stock for a purchase price of \$10.00 per share, which were automatically converted into shares of the Company's common stock on a one-for-one basis upon the closing of the Business Combination.

13. Warrants

Public and Private Warrants Upon the Closing, there were 27,760,000 outstanding public and private warrants to purchase shares of the Company's common stock that were issued by Spartan prior to the Business Combination. Each whole warrant entitles the registered holder to purchase one whole share of the Company's Class A Common Stock at a price of \$11.50 per share, subject to adjustment as discussed below, 30 days after the Closing, provided that the Company has an effective registration statement under the Securities Act covering the shares of Class A Common Stock issuable upon exercise of the warrants and a current prospectus relating to them is available and such shares are registered, qualified or exempt from registration under the securities, or blue sky, laws of the state of residence of the holder. Pursuant to the warrant agreement, a warrant holder may exercise its warrants only for a whole number of shares of Class A Common Stock. The Private Placement Warrants are identical to the Warrants, except that the Private Placement Warrants and the Class A common stock issuable upon exercise of the Private Placement Warrants will not be transferable, assignable or salable until 30 days after the completion of an Initial Business Combination, subject to certain limited exceptions.

On March 19, 2021, the Company announced that it would redeem all of its outstanding warrants (the "Public Warrants") to purchase shares of the Company's Class A common stock, par value \$0.00001 per share (the "Common Stock"), that were issued under the Warrant Agreement, dated August 9, 2018 (the "Warrant Agreement"), by and between the Company and Continental Stock Transfer & Trust Company, as warrant agent (the "Warrant Agent"), as part of the units sold in the Company's initial public offering (the "IPO"), for a redemption price of \$0.01 per Public Warrant (the "Redemption Price"), that remained outstanding at 5:00 p.m. New York City time on April 22, 2021 (the "Redemption Date"). The Private Placement Warrants were not subject to this redemption. In addition, in accordance with the Warrant Agreement, the Company's board of directors elected to require that, upon delivery of the notice of redemption, all Public Warrants were to be exercised only on a "cashless basis." Accordingly, holders could not exercise Public Warrants and

receive Common Stock in exchange for payment in cash of the \$11.50 per warrant exercise price. Instead, a holder exercising a Public Warrant was deemed to pay the \$11.50 per warrant exercise price by the surrender of 0.5046 of a share of Common Stock that such holder would have been entitled to receive upon a cash exercise of a Public Warrant. Accordingly, by virtue of the cashless exercise of the Public Warrants, exercising warrant holders received 0.4954 of a share of Common Stock for each Public Warrant surrendered for exercise. For the unexercised 225,906 Public Warrants outstanding at the Redemption Date, the Company paid \$2,259 to redeem the unexercised warrants in the second quarter of 2021.

During March 2021, the 9,360,000 warrants to purchase Common Stock that were originally issued under the Warrant Agreement in a private placement simultaneously with the IPO were exercised by the Company's former sponsor on a cashless basis for 4,907,329 shares of Common Stock (4,452,671 shares of Common Stock surrendered) and are no longer outstanding. During 2021, the Company has received cash proceeds of \$89 million upon the exercise of 7,733,400 Public Warrants immediately prior to the announcement to redeem the Public Warrants.

Public and private warrant exercise activity and underlying Common Stock issued or surrendered for year ended December 31, 2021, is:

	Public warrants	Private warrants	Total
December 31, 2020	18,391,587	9,360,000	27,751,587
Shares issued for cash exercises	(7,733,400)		(7,733,400)
Shares issued for cashless exercises	(5,167,791)	(4,907,329)	(10,075,120)
Shares surrendered upon cashless exercise	(5,264,490)	(4,452,671)	(9,717,161)
Shares redeemed by Company for cash	(225,906)		(225,906)
December 31, 2021	—	—	—

Cashless exercises of public and private warrants increased additional paid-in capital by \$277 million for the year ended December 31, 2021. As of December 31, 2020, 8,387 warrants had been exercised for shares of Company Class A common stock generating proceeds of \$0.1 million which had not been received as of the balance sheet date (e.g., a non-cash transaction).

Magna Warrants

On October 29, 2020, the Company granted Magna International, Inc. ("Magna") up to 19,474,454 warrants, each with an exercise price of \$0.01, to acquire underlying Class A common shares of Fisker Inc., which represents approximately 6% ownership in Fisker Inc. on a fully diluted basis as of the grant date. The right to exercise vested warrants expires on October 29, 2030. The warrants are accounted for as an award issued to non-employees measured on October 29, 2020 and three interrelated performance conditions that are separately evaluated for achievement:

Milestone	Percentage of Warrants that Vest Upon Achievement	Number of Warrants that Vest Upon Achievement
(a) (i) Achievement of the "preliminary production specification" gateway as set forth in the Development Agreement; (ii) entering into the Platform Agreement; and (iii) entering into the Initial Manufacturing Agreement	33.3 %	6,484,993
(b) (i) Achievement of the "target agreement" gateway as set forth in the Development Agreement and (ii) entering into the Detailed Manufacturing Agreement, which will contain terms and conditions agreed to in the Initial Manufacturing Agreement	33.3 %	6,484,993
(c) Start of pre-serial production	33.4 %	6,504,468
		<u>19,474,454</u>

The cost upon achievement of each milestone is recognized when it is probable that a milestone will be met. The cost for awards to nonemployees is recognized in the same period and in the same manner as if the Company had paid cash

for the goods or services. At December 31, 2022, Magna satisfied the first and second milestones and the Company capitalized costs as an intangible asset representing the future economic benefit to Fisker Inc. As of December 31, 2022, the Company determined the third milestone is probable of achievement and capitalized a portion of the award's fair value corresponding to the service period beginning at the grant date and ending in the first quarter of 2023. For the year ended December 31, 2022, the recognized cost of \$20.8 million (a non-cash transaction) associated with services rendered increased net capitalized cost - manufacturing to \$246.9 million as of December 31, 2022. The Company will continually assess the reasonableness of the estimated life and consider the extent to which the Company enters arrangements that extend the estimated useful life. The Company will also assess the intangible asset for impairment. If an indicator of impairment exists, the undiscounted cash flows will be estimated and then if the carrying amount of the intangible asset is not recoverable, determine its fair value and, to the extent the fair value is less than the intangible asset's carrying value, the Company will record an impairment loss. At December 31, 2022, no indicator of impairment exists.

The fair value of each warrant is equal to the intrinsic value (e.g., stock price on grant date less exercise price) as the exercise price is \$0.01. The terms of the warrant agreement require net settlement when exercised. Using the measurement date stock price of \$8.96 for a share of Class A common stock, the warrant fair values for each tranche is shown below. Capitalized cost also results in an increase to additional paid in capital equal to the fair value of the vested warrants. Awards vest when a milestone is met. Magna has 12,969,986 vested and exercisable warrants to acquire underlying Class A common stock of Fisker as of December 31, 2022, none of which are exercised.

	Fair value	Capitalized at December 31, 2022
Milestone (a)	\$ 58,041	\$ 58,041
Milestone (b)	58,041	58,041
Milestone (c)	58,215	52,215
	<u>\$ 174,297</u>	<u>\$ 168,297</u>

At-the-market Equity Program

In May 2022, we entered into an at-the-market distribution agreement, dated May 24, 2022 with J.P. Morgan Securities LLC and Cowen and Company, LLC as the sales agents (the "Distribution Agreement"), pursuant to which the Company established an at-the-market equity program (the "ATM Program"). Pursuant to the ATM Program, Fisker may, at its discretion and from time to time during the term of the Distribution Agreement, sell, through the Agents, shares of its Class A Common Stock as would result in aggregate gross proceeds to the Company of up to \$350.0 million by any method permitted by law deemed to be an "at-the-market offering" as defined in Rule 415 of the Securities Act of 1933, as amended, including without limitation sales made directly on the New York Stock Exchange, on any other existing trading market for the Class A Common Stock or to or through a market maker. In addition, the sales agents may also sell the shares of Class A Common Stock by any other method permitted by law, including, but not limited to, negotiated transactions. The Class A Common Stock sold under the ATM Program is registered with the SEC under the Company's effective shelf registration statement that permits the Company to issue various securities for proceeds of up to \$2.0 billion. The Company issued 22,517,941 shares of Class A common stock during the year ended December 31, 2022 for gross proceeds of \$193.5 million, before \$2.9 million of commissions and other direct incremental issuance costs, and, as of December 31, 2022, \$156.5 million of Class A Common Stock is available for sale under the ATM Program. As of December 31, 2022, the Company may issue securities in the future for up to \$1.65 billion under its shelf-registration statement, subject to customary underwriting and due diligence procedures.

14. Loss Per Share

Founders Convertible Preferred Stock are participating securities as the Founders Convertible Preferred Stock participates in undistributed earnings on an as-if-converted basis. The Company computes earnings (loss) per share of Class A Common Stock and Class B Common Stock using the two-class method required for participating securities. Basic and diluted earnings per share was the same for each period presented as the inclusion of all potential Class A Common Stock and Class B Common Stock outstanding would have been anti-dilutive. Basic and diluted earnings per share are the

same for each class of common stock because they are entitled to the same liquidation and dividend rights. The following table sets forth the computation of basic and diluted loss per Class A Common Stock and Class B Common Stock:

	Year Ended December 31,		
	2022	2021	2020
Numerator:			
Net loss	\$ (547,496)	\$ (471,341)	\$ (130,004)
Deemed dividend attributable to preferred stock	—	—	—
Net loss attributable to common shareholders	\$ (547,496)	\$ (471,341)	\$ (130,004)
Denominator:			
Weighted average Class A common shares outstanding	171,011,940	159,650,008	25,167,525
Weighted average Class B common shares outstanding	132,354,128	132,354,128	109,867,396
Weighted average Class A and Class B common shares outstanding- Basic	303,366,068	292,004,136	135,034,921
Dilutive effect of potential common shares	—	—	—
Weighted average Class A and Class B common shares outstanding- Diluted	303,366,068	292,004,136	135,034,921
Net loss per share attributable to Class A and Class B Common shareholders- Basic	<u>\$ (1.80)</u>	<u>\$ (1.61)</u>	<u>\$ (0.96)</u>
Net loss per share attributable to Class A and Class B Common shareholders- Diluted	<u>\$ (1.80)</u>	<u>\$ (1.61)</u>	<u>\$ (0.96)</u>

The following table presents the potential common shares outstanding that were excluded from the computation of diluted net loss per share of common stock as of the periods presented because including them would have been antidilutive:

	Year Ended December 31,		
	2022	2021	2020
Convertible senior notes	33,891,845	33,891,845	—
Stock options and warrants	37,155,050	30,665,546	52,906,676
Total	<u>71,046,895</u>	<u>64,557,391</u>	<u>52,906,676</u>

15. Stock Based Compensation

Upon completion of the Business Combination, the 2016 Stock Plan renamed the 2020 Equity Incentive Plan (the “Plan”). All outstanding awards under the 2016 Stock Plan are modified to adopt the terms under the 2020 Equity Incentive Plan. The modifications are administrative in nature and have no effect on the valuation inputs, vesting conditions or equity classification of any of the outstanding original awards immediately before and after the close of the Business Combination. The Plan is a stock-based compensation plan which provides for the grants of options and restricted stock to employees and consultants of the Company. Options granted under the Plan may be either incentive options (“ISO”) or nonqualified stock options (“NSO”). The Plan added 24,097,751 shares of Class A Common Stock on October 29, 2020 to increase the maximum aggregate number of shares that may be issued under the Plan to approximately 48 million shares (subject to adjustments upon changes in capitalization, merger or certain other transactions). Also, upon completion of the Business Combination, the Company established a 2020 Employee Stock Purchase Plan (the “ESPP”) under which up to 3,213,034 Class A Common Stock may be issued. As of December 31, 2022, no shares have been issued under the ESPP.

Stock-based compensation expense is as follows (in thousands):

	Year Ended December 31,		
	2022	2021	2020
Selling, general and administrative expense	\$ 6,861	\$ 1,135	\$ 377
Research and development	12,741	4,487	334
Total	<u>\$ 19,602</u>	<u>\$ 5,622</u>	<u>\$ 711</u>

Stock options

Options under the Plan may be granted at prices as determined by the Board of Directors, provided, however, that (i) the exercise price of an ISO and NSO shall not be less than 100% of the estimated fair value of the shares on the date of grant, and (ii) the exercise price of an ISO granted to a 15% shareholder shall not be less than 110% of the estimated fair value of the shares on the date of grant. The fair value of the shares is determined by the Board of Directors on the date of grants. Stock options generally have a contractual life of 10 years. Upon exercise, the Company issues new shares.

In 2016 and 2017, the Company's founders were granted an aggregate of 15,882,711 options which are fully vested and are not related to performance. Options granted to other employees and consultants become vested and are exercisable over a range of up to six years from the date of grant.

The following table summarizes option activity under the Plan:

	Options	Weighted Average Exercise Price	Weighted Average Contractual Term (in Years)
Balance as of December 31, 2020	18,724,096	\$ 0.69	6.5
Granted	1,138,443	15.96	
Exercised	(1,532,002)	0.43	
Forfeited	(634,977)	7.86	
Balance as of December 31, 2021	17,695,560	\$ 1.44	5.6
Granted	495,700	10.15	
Exercised	(213,048)	2.13	
Forfeited	(297,616)	12.09	
Balance as of December 31, 2022	<u>17,680,596</u>	\$ 1.51	4.7

The fair value of each stock option grant under the Plan was estimated on the date of grant using the Black-Scholes option pricing model, with the following range of assumptions:

	Year Ended December 31,	
	2022	2021
Expected term (in years)	6.3	6.3
Volatility	74.9% to 76.4%	90.2% to 99.9%
Dividend yield	0.0%	0.0%
Risk-free interest rate	3.7% to 4.3%	0.6% to 1.5%
Common stock price	\$6.95 to \$7.99	\$15.96

The Black-Scholes option pricing model requires various highly subjective assumptions that represent management's best estimates of the fair value of the Company's common stock, volatility, risk-free interest rates, expected term, and dividend yield. As the Company's shares have actively traded for a short period of time subsequent to the

Business Combination, volatility is based on a benchmark of comparable companies within the automotive and energy storage industries.

The expected term represents the weighted-average period that options granted are expected to be outstanding giving consideration to vesting schedules. Since the Company does not have an extended history of actual exercises, the Company has estimated the expected term using a simplified method which calculates the expected term as the average of the time-to-vesting and the contractual life of the awards. The Company has never declared or paid cash dividends and does not plan to pay cash dividends in the foreseeable future; therefore, the Company used an expected dividend yield of zero. The risk-free interest rate is based on U.S. Treasury rates in effect during the expected term of the grant. The expected volatility is based on historical volatility of publicly-traded peer companies.

Additional information regarding stock options exercisable as of December 31, 2022 is summarized below:

Range of Exercise Price	Options Exercisable at December 31, 2022		
	Number	Weighted Average Exercise Price	Weighted Average Contractual Term (in Years)
\$0.06 - \$24.48	17,680,596	\$ 1.51	4.7

The aggregate intrinsic value represents the total pretax intrinsic value (i.e., the difference between the fair value of the Company's common stock price and the exercise price, multiplied by the number of in-the-money options) that would have been received by the option holders had all option holders exercised their options. The aggregate intrinsic value of options outstanding as of December 31, 2022 was \$112.1 million. The intrinsic value of options exercisable was \$110.8 million as of December 31, 2022. The total intrinsic value of options exercised was \$1.8 million, \$26.3 million, and \$0.5 million for the years ended December 31, 2022, 2021, and 2020, respectively.

The weighted-average grant date fair value per share for the stock option grants during the years ended December 31, 2022, 2021, and 2020 was \$10.25, \$15.96, and \$14.65, respectively. As of December 31, 2022, the total unrecognized compensation related to unvested stock option awards granted was \$26.8 million, which the Company expects to recognize over a weighted-average period of approximately 1.1 years.

Restricted stock awards

The Company granted employees, who rendered services during the years ended December 31, 2021 and December 31, 2020 and were employees of the Company on the respective grant dates, a restricted stock unit ("RSU") award based in proportion to the service period beginning from the employee's hire date to the end of the year. The restricted stock unit awards vested on the grant dates occurring in May of 2021 and March of 2022 for the respective preceding years resulted in stock-based compensation expense of \$4.6 million recognized for the year ended December 31, 2022 and \$0.7 million for the year ended December 31, 2021. The Company's founders declined to receive an award related to performance in 2020 and 2021. In accordance with the Company's Outside Director Compensation Policy, each outside Board of Directors member received an annual RSU equal to \$200,000 granted on the date of the Company's annual shareholders' meeting which vests in 25% increments at the end of each calendar quarter. Each Outside Director may elect to convert all or a portion of his or her annual Board of Directors retainer, excluding any annual retainer that an Outside Director may receive for serving as Lead Director and any annual retainers for committee service, into RSUs in lieu of the applicable cash retainer payment ("RSU Election").

The number of Class A common shares granted to Outside Directors annually are based on the 30-day average closing trading price of Class A common stock on the day preceding the grant date ("RSU Value"). When an Outside Director exercises his or her RSU Election, the number of Class A common shares equal the amount of cash subject to such RSU Election divided by the applicable RSU Value and are fully vested.

The following table summarizes RSU activity under the Plan:

	RSU Awards	Weighted Average Grant Date Fair Value
Unvested at December 31, 2020	—	\$ —
Awarded	176,561	13.01
Vested	(157,752)	12.93
Forfeited	(1,635)	14.05
Unvested at December 31, 2021	17,174	\$ 13.47
Awarded	494,091	10.25
Vested	(498,497)	11.19
Forfeited	(1,016)	11.46
Unvested at December 31, 2022	11,752	\$ 12.45

The Company did not grant RSU awards during the year ended December 31, 2020.

Performance-based restricted stock awards

In the third quarter of 2021, the Company's compensation committee ratified and approved performance-based restricted stock units ("PRSUs") to all employees ("Grantee") the value of which is determined based on the Grantee's level within the Company ("PRSU Value"). Each PRSU is equal to one underlying share of Class A common stock. Also, PRSUs will be awarded to any new employee hired in the fourth quarter of 2021 and during 2022 on a pro-rata basis based on a reduction in time of service. The number of shares subject to a Grantee's PRSU award equals the Grantee's PRSU Value divided by the closing price per Class A common share on the service inception date, or if the service inception date is not a trading day, the closing price per Share on the closest trading day immediately prior to the service inception date; in each case rounded down to the nearest whole number. Each PRSU award shall vest as to 50% of the PRSU Value upon the Committee's determination, in its sole discretion, and certification of the occurrence of the Ocean Start of Production and shall vest as to 50% of the PRSUs upon the first anniversary of the Ocean Start of Production, in each case, subject to (i) the Grantee's continuous service through the applicable vesting date, (ii) the Grantee's not committing any action or omission that would constitute Cause for termination through the applicable vesting date, as determined in the sole discretion of the Company, and (iii) the Ocean Start of Production occurring on or before December 31, 2022. The compensation committee has discretion to reduce or eliminate the number of PRSUs that shall vest pursuant to each PRSU award upon the certification of the occurrence of the Ocean Start of Production and/or upon the first anniversary of the Ocean Start of Production, after considering, any factors that it deems relevant, which could include but are not limited to (i) Company performance against key performance indicators, and (ii) departmental performance against goals. The service inception date precedes the grant dates for both performance conditions. The grant date for each of the performance conditions is the date Grantees have a mutual understanding of the key terms and conditions of the PRSU, which will occur when each performance condition is achieved, and the compensation committee has determined whether it will exercise its discretion to adjust the PRSU award. As of December 31, 2021, the Company has approved and authorized PRSUs equal to 3,140,423 shares of Class A common stock with a PRSU value of \$22.8 million based on approved value of the award and the underlying stock price of a Class A share of common stock on the date awarded. During 2021, 176,965 PRSU awards were forfeited upon employee terminations. Recognition of stock-based compensation occurs when the performance conditions are probable of achievement. Measurement of stock-based compensation attributed to the PRSU awards will be based on the fair value of the underlying Class A common stock once the grant date is determined (e.g., variable accounting). As of December 31, 2022, the third performance condition has been achieved resulting in compensation expense of \$10.1 million. The grant date of the PRSUs has not been determined as performance against key performance conditions and department performance against goals are being evaluated and thus the PRSUs remain subject to variable accounting treatment.

16. Retirement Plan

The Company has a 401(k) savings plan (the 401(k) Plan), which is intended to be a tax-qualified defined contribution plan that covers all eligible employees, as defined in the applicable plan documents. Under the 401(k) Plan, eligible employees may elect salary deferral contributions, not to exceed limitations established annually by the IRS.

17. Income Taxes

The Company's income/(loss) before provision for income taxes was subject to taxes in the following jurisdictions for the following periods (in thousands):

	For the years ended December 31,		
	2022	2021	2020
United States	\$ (549,514)	\$ (470,603)	\$ (129,821)
International	2,203	(723)	(183)
Total	<u>\$ (547,311)</u>	<u>\$ (471,326)</u>	<u>\$ (130,004)</u>

The Company has increasing foreign operations and pre-tax income from its foreign operations has no material impact on Income tax. Income tax expense attributable to income/(loss) from continuing operations consists of the following (in thousands):

	For the years ended December 31,		
	2022	2021	2020
Current			
Federal	\$ —	\$ —	\$ —
State	—	—	—
International	221	15	—
Total current tax provision	<u>\$ 221</u>	<u>\$ 15</u>	<u>\$ —</u>
Deferred			
Federal	\$ —	\$ —	\$ —
State	—	—	—
International	(36)	—	—
Total deferred tax provision	<u>\$ (36)</u>	<u>\$ —</u>	<u>\$ —</u>
Total Tax Provision	<u>\$ 185</u>	<u>\$ 15</u>	<u>\$ —</u>

The effective tax rate of the Company's (provision) benefit for income taxes differs from the federal statutory rate as follows:

	Year Ended December 31,		
	2022	2021	2020
Expected federal income tax benefit	21.0 %	21.0 %	21.0 %
State taxes net of federal benefit	4.2 %	3.7 %	(0.7)%
Tax credits	0.9 %	0.8 %	0.1 %
Valuation allowance	(25.3)%	(20.0)%	(6.2)%
Fair value of derivatives	0.0%	(6.2)%	(13.8)%
Other	(0.8)%	0.7 %	(0.4)%
Income taxes provision (benefit)	0.0%	0.0%	0.0%

Effective January 1, 2022, provisions in the Tax Cuts and Jobs Act of 2017 will require the Company to capitalize and amortize research and development costs rather than deducting the costs as incurred. Unless the effective date is deferred or the law is modified or repealed, we expect an increase to our effective tax rate in future years through increased future cash taxes.

Deferred Tax Assets and Liabilities

Deferred income taxes reflect the net tax effects of (a) temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for income tax purposes, and (b) operating losses and tax credit carryforwards.

The Company records income tax expense for the anticipated tax consequences of the reported results of operations using the asset and liability method. Under this method, the Company recognizes deferred tax assets and liabilities for the expected future tax consequences of temporary differences between the financial reporting and tax basis of assets and liabilities, as well as for operating loss and tax credit carryforwards. Deferred tax assets and liabilities are measured using the tax rates that are expected to apply to taxable income for the years in which those tax assets and liabilities are expected to be realized or settled. The Company records valuation allowances to reduce its deferred tax assets to the net amount that it believes is more likely than not to be realized. Its assessment considers the recognition of deferred tax assets on a jurisdictional basis. The Company has placed a full valuation allowance against U.S. federal and state deferred tax assets since the recovery of the assets is uncertain.

The tax effects of significant items comprising the Company's deferred taxes are as follows (in thousands):

	As of December 31,	
	2022	2021
Deferred tax assets:		
Net operating loss carryforwards	\$ 147,789	\$ 104,174
Tax credits	11,461	3,842
Lease liability	6,793	5,085
Capitalized research and development costs	82,084	—
Other	7,042	892
Total deferred tax assets	255,169	113,993
Deferred tax liabilities:		
ROU asset	(6,902)	(5,198)
Other	—	—
Total deferred tax liabilities	(6,902)	(5,198)
Valuation allowance	(248,230)	(108,794)
Net deferred tax asset/(liability)	\$ 37	\$ 1

ASC 740 requires that the tax benefit of net operating losses ("NOLs"), temporary differences and credit carryforwards be recorded as an asset to the extent that management assesses that realization is "more likely than not." Realization of the future tax benefits is dependent on the Company's ability to generate sufficient taxable income within the carryforward period. Management believes that recognition of the deferred tax assets arising from the above-mentioned future tax benefits from operating loss carryforwards is currently not likely to be realized and, accordingly, has provided a valuation allowance against its deferred tax assets.

The changes in the valuation allowance related to current year operating activity was an increase in the amount of \$139 million during the year ended December 31, 2022 (in thousands):

(in thousands)	Year Ended December 31,		
	2022	2021	2020
Beginning of the year	\$ 108,794	\$ 14,562	6,551
Increase—income tax benefit	139,436	94,232	8,011
End of the year	\$ 248,230	\$ 108,794	\$ 14,562

Net Operating Losses

Federal and state laws impose substantial restrictions on the utilization of NOLs and tax credit carryforwards in the event of an ownership change for tax purposes, as defined in Section 382 of the Internal Revenue Code. Depending on the significance of past and future ownership changes, the Company's ability to realize the potential future benefit of tax losses and tax credits that existed at the time of the ownership change may be significantly reduced.

As of December 31, 2022, the Company has approximately \$557 million and \$445 million of federal and state NOLs respectively. Federal NOLs generated prior to 2017 begin expiring in the calendar year 2036. Under the new Tax Cuts and Jobs Act, all NOLs incurred after December 31, 2017 are carried forward indefinitely for federal tax purposes. The Coronavirus Aid, Relief, and Economic Security Act ("CARES Act") signed in to law on March 27, 2020, provided that NOLs generated in a taxable year beginning in 2020, 2021, or 2022, may now be carried back five years and forward indefinitely. In addition, the 80% taxable income limitation was temporarily removed, allowing NOLs to fully offset net taxable income. California has not conformed to the indefinite carryforward period for NOLs. The NOLs begin expiring in the calendar year 2036 for state purposes.

In the ordinary course of its business, the Company incurs costs that, for tax purposes, are determined to be qualified research and development ("R&D") expenditures within the meaning of IRC §41. The R&D tax credit carryforward as of

December 31, 2022 is \$9.6 million and \$6.0 million for Federal and State, respectively. The R&D tax credit carryforwards begin expiring in the calendar year 2036 for federal purposes. The Company has adjusted the deferred tax assets related to Federal R&D credit carryover to account for any expiring tax credits.

Uncertain Tax Positions

The Company recognizes tax benefits from uncertain tax positions only if it believes that it is more likely than not that the tax position will be sustained on examination by the taxing authorities based on the technical merits of the position. As the Company expands, it will face increased complexity in determining the appropriate tax jurisdictions for revenue and expense items. The Company's policy is to adjust these reserves when facts and circumstances change, such as the closing of a tax audit or refinement of an estimate. To the extent that the final tax outcome of these matters is different than the amounts recorded, such differences will affect the income tax expense in the period in which such determination is made and could have a material impact on its financial condition and operating results. The income tax expense includes the effects of any accruals that the Company believes are appropriate, as well as the related net interest and penalties.

As of December 31, 2022, the Company has total uncertain tax positions of \$3.0 million, which is related to R&D tax credits and recorded as a reduction of the deferred tax asset. No interest or penalties have been recorded related to the uncertain tax positions. A reconciliation of the beginning and ending balances of unrecognized tax benefits is as follows (in thousands):

	Year Ended December 31,		
	2022	2021	2020
Beginning of the year	\$ 968	\$ 229	\$ 100
Increase related to current year tax positions	2,007	871	129
Increase related to prior year tax positions	—	—	—
Decrease for tax positions of prior years	—	(129)	—
Decrease due to expiration of statute of limitations	—	(3)	—
End of the year	<u>\$ 2,975</u>	<u>\$ 968</u>	<u>\$ 229</u>

It is not expected that there will be a significant change in uncertain tax positions in the next 12 months. The Company is subject to U.S. federal and state income tax and three foreign jurisdictions. In the normal course of business, the Company is subject to examination by tax authorities. There are no tax examinations in progress as of December 31, 2022. The Company's federal and state tax years for 2017 and forward are subject to examination by taxing authorities.

18. Related Party Transactions

In July 2019 and in June 2020, the Company entered into bridge note payables with Roderick K. Randall, a member of the Company's Board of Directors, and The Randall Group Fisker Series C, for which Mr. Randall is the Managing Director, for the principal sum of \$100,000 and \$220,000, respectively. In addition, Legacy Fisker sold 1,236,610 shares of Series A preferred stock to Mr. Randall and Series Fisker, a separate series of The Randall Group, LLC, for which Mr. Randall is the Series Manager, for \$924,984. The bridge notes and Series A preferred stock were converted into 3,402,528 shares of Class A Common Stock at an exchange ratio of 2.7162 upon completion of the Business Combination. The Company also had a consulting agreement with Mr. Randall dated May 1, 2017. In connection with the consulting agreement, he received an option grant to purchase 159,769 shares (post business combination) of our Class A common stock. Also, Mr. Randall received option grants to purchase 67,905 and 13,581 shares (post business combination) of our Class A common stock on June 22, 2020. He also received annual Board of Directors restricted stock unit awards for 24,271 and 15,723 shares of Class A common stock vesting quarterly over twelve months from the date of our annual shareholders' meetings held on June 7, 2022 and June 8, 2021, respectively.

In 2018, Legacy Fisker sold 135,000 shares of Series A preferred stock to the Nadine I. Watt Jameson Family Trust, a trust controlled by Mrs. Watt, a member of the Company's Board of Directors, and her spouse, G. Andrew Jameson, for \$100,980. The Series A preferred stock were converted into 366,690 shares of Class A Common Stock at an exchange ratio of 2.7162 upon completion of the Business Combination. Mrs. Watt received an option grant to purchase 13,581 shares (post business combination) of our Class A common stock on June 22, 2020 and Mr. Jameson received an option grant to

purchase 14,939 shares (post business combination) of our Class A common stock on September 21, 2020 in exchange for providing consulting services. Under the Company's Outside Director Compensation Policy, Mrs. Watt received an annual Board of Directors restricted stock unit award for 24,271 and \$15,723 shares of Class A common stock vesting quarterly over twelve months from the date of our annual shareholders' meetings held on June 7, 2022 and June 8, 2021, respectively.

On March 8, 2021, the Company appointed Mitchell Zuklie to its Board of Directors and granted him a restricted stock unit representing 2,711 shares of Class A common stock, which vested on the date of the Company's annual meeting held on June 8, 2021. Mr. Zuklie is the chairman of the law firm of Orrick, Herrington & Sutcliff LLP ("Orrick"), which provides various legal services to the Company. During the years ended December 31, 2022, 2021 and 2020, the Company incurred expenses for legal services rendered by Orrick totaling approximately \$9.1 million, \$1.8 million, and \$0.3 million, respectively. Mr. Zuklie also held 54,461 shares of Class A Common Stock at the time of his appointment to the Board of Directors. Under the Company's Outside Director Compensation Policy, Mr. Zuklie received an annual Board of Directors restricted stock unit award for 24,271 and 15,723 shares of Class A common stock vesting quarterly over twelve months from the date of the Company's annual shareholders' meetings held on June 7, 2022 and June 8, 2021, respectively.

19. Commitments and Contingencies

The Company is not a party to any material legal proceedings and is not aware of any pending or threatened claims. From time to time however, the Company may be subject to various legal proceedings and claims that arise in the ordinary course of its business activities.

Item 9. Changes in and Disagreements With Accountants on Accounting and Financial Disclosure.

None.

Item 9A. Controls and Procedures.

Disclosure controls and procedures

We maintain disclosure controls and procedures, as such term is defined in Rules 13a-15(e) and 15d-15(e) under the Securities Exchange Act of 1934, as amended (the “Exchange Act”), that are designed to provide reasonable assurance that information required to be disclosed by us in the reports that we file or submit under the Exchange Act is recorded, processed, summarized and reported within the time periods specified in the SEC rules and forms, and that such information is accumulated and communicated to our management, including our Chief Executive Officer and Chief Financial Officer, as appropriate, to allow timely decisions regarding required financial disclosures.

Management, including the participation of our Chief Executive Officer and our Chief Financial Officer, conducted an evaluation (pursuant to Rule 13a-15(b) under the Exchange Act) of the effectiveness of our disclosure controls and procedures as of the end of the period covered by this Report. Based on this evaluation, our Chief Executive Officer and Chief Financial Officer concluded that, as of December 31, 2021, the Company’s disclosure controls and procedures were effective at the reasonable level.

Management’s Report on Internal Control over Financial Reporting

Management is responsible for establishing and maintaining adequate internal control over financial reporting, as such term is defined in Rules 13a-15(f) and 15d-15(f) under the Exchange Act, to provide reasonable assurance regarding the reliability of our financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. Management assessed the effectiveness of our internal control over financial reporting as of December 31, 2022 based on criteria established in Internal Control-Integrated Framework (2013) issued by the Committee of Sponsoring Organizations of the Treadway Commission. Based on the assessment using this criteria, management has concluded that our internal control over financial reporting was effective as of December 31, 2022.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

The effectiveness of our internal control over financial reporting as of December 31, 2022 was audited by PricewaterhouseCoopers LLP, our independent registered public accounting firm, as stated in their report appearing under Item 8.

Changes in internal control over financial reporting

There have been no changes in internal control over financial reporting during the quarter ended December 31, 2022 that have materially affected, or are reasonably likely to materially affect, the Company's internal control over financial reporting.

Item 9B. Other Information.

None.

Item 9C. Disclosure Regarding Foreign Jurisdictions That Prevent Inspections.

Not applicable.

PART III

Item 10. Directors, Executive Officers and Corporate Governance.

The information required by this item is incorporated by reference to, and will be contained in, our Proxy Statement to be filed in connection with our 2023 Annual Meeting of Stockholders.

Item 11. Executive Compensation.

The information required by this item is incorporated by reference to, and will be contained in, our Proxy Statement to be filed in connection with our 2023 Annual Meeting of Stockholders.

Item 12. Security Ownership of Certain Beneficial Owners and Management and Related Stockholder Matters.

The information required by this item is incorporated by reference to, and will be contained in, our Proxy Statement to be filed in connection with our 2023 Annual Meeting of Stockholders.

Item 13. Certain Relationships and Related Transactions, and Director Independence.

The information required by this item is incorporated by reference to, and will be contained in, our Proxy Statement to be filed in connection with our 2023 Annual Meeting of Stockholders.

Item 14. Principal Accountant Fees and Services.

The information required by this item is incorporated by reference to, and will be contained in, our Proxy Statement to be filed in connection with our 2023 Annual Meeting of Stockholders.

PART IV

Item 15. Exhibit and Financial Statement Schedules.

(a) The following documents are filed as part of this report:

1. Financial Statements

See Index to Financial Statements in Part II Item 8 of this Annual Report on Form 10-K.

2. Financial Statement Schedules

All schedules are omitted because they are not applicable or the required information is shown in the financial statements or notes thereto.

3. Exhibits

The documents listed in the Exhibit Index are incorporated by reference or are filed with this report, in each case as indicated therein (numbered in accordance with Item 601 of Regulation S-K).

The following list is a list of exhibits filed as part of this

Exhibit No.	Exhibit title	Incorporated by reference				Filed or furnished herewith
		Form	File No.	Exhibit No.	Filing date	
1.1	<u>Distribution Agreement, dated as of May 24, 2022, between Fisker Inc., J.P. Morgan Securities LLC and Cowen and Company, LLC.</u>	8-K	001-38625	1.1	5/24/2022	
2.1*	<u>Business Combination Agreement and Plan of Reorganization, dated as of July 10, 2020, by and among Spartan Energy Acquisition Corp., Spartan Merger Sub and Fisker Inc.</u>	8-K	001-38625	10.3	7/13/2020	
3.1	<u>Second Amended and Restated Certificate of Incorporation of Fisker Inc.</u>	8-K	001-38625	3.1	11/4/2020	
3.2	<u>Amended and Restated By-Laws of Fisker Inc.</u>	8-K	001-38625	3.2	11/4/2020	
4.1	<u>Specimen Class A Common Stock Certificate.</u>	S-1/A	333-226274	4.2	7/27/2018	
4.2	<u>Warrant Agreement, dated August 9, 2018, between Continental Stock Transfer & Trust Company and Spartan Energy Acquisition Corp.</u>	S-1/A	333-226274	4.1	7/27/2018	
4.3	<u>Warrants to Purchase Shares of Class A Common Stock issued to Magna International Inc. dated October 29, 2020.</u>	8-K	001-38625	4.4	11/4/2020	
4.4	<u>Specimen Warrant Certificate.</u>	S-1/A	333-226274	4.3	7/27/2018	
4.5	<u>Description of Securities.</u>	10-K/A	001-38625	4.5	5/17/2021	

Exhibit No.	Exhibit title	Incorporated by reference				Filed or furnished herewith
		Form	File No.	Exhibit No.	Filing date	
10.1	Sponsor Agreement, dated July 10, 2020 by and between Spartan Energy Acquisition Corp. and Spartan Energy Acquisition Sponsor LLC.	8-K	001-38625	10.1	7/13/2020	
10.2	Amended and Restated Registration Rights Agreement, dated as of October 29, 2020, by and among Fisker Inc., Spartan Energy Acquisition Sponsor LLC and certain other parties.	8-K	001-38625	10.2	11/4/2020	
10.3	Form of Lock-Up Agreement.	8-K	001-38625	10.3	11/4/2020	
10.4	Form of Subscription Agreement.	8-K	001-38625	10.2	7/13/2020	
10.5	Form of Indemnification Agreement between Fisker Inc. and each of its officers and directors.	8-K	001-38625	10.5	11/4/2020	
10.6*	Cooperation Agreement by and among Fisker Inc., Magna International Inc., and Spartan Energy Acquisition Corp. dated as of October 14, 2020.	8-K	001-38625	10.1	10/15/2020	
10.7*	Sublease Agreement by and between Cosmo Co., USA, and Fisker Inc., dated as of September 21, 2020.	8-K	001-38625	10.7	11/4/2020	
10.8	Lease Agreement by and between Continental 830 Nash LLC and Fisker Group Inc., dated as of October 2, 2020.	8-K	001-38625	10.8	11/4/2020	
10.9†	Fisker Inc. Outside Director Compensation Policy.	8-K	001-38625	10.9	11/4/2020	
10.10†	Fisker Inc. Executive Incentive Bonus Plan.	8-K	001-38625	10.10	11/4/2020	
10.11†	Fisker Inc. Form of Executive Severance Agreement.	8-K	001-38625	10.11	11/4/2020	
10.12†	Fisker Inc. 2020 Equity Incentive Plan and related forms of award agreements.	8-K	001-38625	10.12	11/4/2020	
10.13†	Fisker Inc. 2020 Employee Stock Purchase Plan.	8-K	001-38625	10.13	11/4/2020	
10.14†	Fisker Inc. 2016 Equity Incentive Plan, as amended, and related form of option agreement.	8-K	001-38625	10.14	11/4/2020	
10.15	Letter Agreement, dated August 9, 2018, among Spartan Energy Acquisition Corp. and its officers and directors and Sponsor.	8-K	001-38625	10.1	8/14/2018	

Exhibit No.	Exhibit title	Incorporated by reference				Filed or furnished herewith
		Form	File No.	Exhibit No.	Filing date	
10.16	First Amendment to Lease by and between Continental 830 Nash LLC and Continental Rosecrans Aviation L.P., as tenants in common, and Fisker Group Inc. dated as of February 5, 2021	8-K	001-38625	10.1	2/9/2021	
10.17*	Project Pear Cooperation Framework Agreement by and between Fisker Group Inc. and AFE, Inc. entered into as of May 13, 2021.	10-Q	001-38625	10.1	5/17/2021	
10.18*	Detailed Manufacturing Agreement effective June 12, 2021 by and between Fisker Group Inc. and Magna Steyr Fahrzeugtechnik AG & Co KG	8-K	001-38625	10.1	6/17/2021	
10.19	Indenture, dated as of August 17, 2021 between Fisker Inc., as issuer, and U.S. Bank National Association, as trustee	8-K	001-38625	10.1	8/17/2021	
16.1	Letter to the Securities and Exchange Commission from WithumSmith+Brown, PC, dated November 4, 2020.	8-K	001-38625	16.1	11/4/2020	
16.2	Letter to the Securities and Exchange Commission of Deloitte & Touche LLP, dated April 9, 2021	8-K	001-38625	16.1	4/9/2021	
21.1	List of Subsidiaries.					X
23.1	Consent of Deloitte & Touche LLP, former independent registered public accounting firm of Fisker Inc.					X
23.2	Consent of PricewaterhouseCoopers LLP, current independent registered public accounting firm of Fisker Inc.					X
24.1	Power of Attorney (incorporated by reference to the signature page of this Annual Report on Form 10-K).					X
31.1	Certification of Chief Executive Officer pursuant to Rules 13a-14(a) and Rule 15d-14(a) of the Exchange Act.					X
31.2	Certification of Chief Financial Officer pursuant to Rules 13a-14(a) and Rule 15d-14(a) of the Exchange Act.					X
32.1**	Certification of Chief Executive Officer pursuant to Rule 13a-14(b) of the Exchange Act and 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.					X
32.2**	Certification of Chief Financial Officer pursuant to Rule 13a-14(b) of the Exchange Act and 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.					X
101.INS	XBRL Instance Document.					X

Exhibit No.	Exhibit title	Incorporated by reference				Filed or furnished herewith
		Form	File No.	Exhibit No.	Filing date	
101.SCH	XBRL Taxonomy Extension Schema Document.					X
101.CAL	XBRL Taxonomy Extension Calculation Linkbase Document.					X
101.DEF	XBRL Taxonomy Extension Definition Linkbase Document.					X
101.LAB	XBRL Taxonomy Extension Label Linkbase Document.					X
101.PRE	XBRL Taxonomy Extension Presentation Linkbase Document.					X
104	Cover Page Interactive Data File (formatted as inline XBRL and contained in exhibit 101)					X

* The schedules to this Exhibit have been omitted in accordance with Regulation S-K Item 601(b)(2). Fisker Inc. agrees to furnish supplementally a copy of any omitted schedule to the Securities and Exchange Commission upon its request.

** Furnished and not filed.

† Indicates a management contract or compensatory plan, contract or arrangement.

Item 16. Form 10-K Summary

None.

SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, as amended, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

FIKKER INC.

Date: March 1, 2023

/s/ Henrik Fisker

Name: Henrik Fisker

Title: Chairman of the Board, President and Chief Executive Officer

POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below hereby constitutes and appoints Henrik Fisker, Dr. Geeta Gupta-Fisker and John Finnucan, and each of them, as his or her true and lawful attorneys-in-fact and agents, each with full power of substitution and resubstitution, for him or her and in his or her name, place and stead, in any and all capacities, to sign any and all amendments to this report, and to file the same, with all exhibits thereto and other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents, and each of them, full power and authority to do and perform each and every act and thing requisite and necessary to be done in connection therewith, as fully for all intents and purposes as he or she might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents or their substitute or substitutes may lawfully do or cause to be done by virtue hereof. This Power of Attorney may be signed in one or more counterparts.

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, this report has been signed below by the following persons on behalf of the registrant and in the capacities and on the dates indicated:

Signature	Title	Date
<div>/s/ Henrik Fisker</div> <div>Henrik Fisker</div>	Chairman of the Board, President and Chief Executive Officer (Principal Executive Officer)	March 1, 2023
<div>/s/ Geeta Gupta-Fisker</div> <div>Geeta Gupta-Fisker</div>	Chief Financial Officer, Chief Operating Officer and Director (Principal Financial Officer)	March 1, 2023
<div>/s/ John Finnucan</div> <div>John Finnucan</div>	Chief Accounting Officer (Principal Accounting Officer)	March 1, 2023
<div>/s/ Wendy J. Greuel</div> <div>Wendy J. Greuel</div>	Director	March 1, 2023
<div>/s/ Mark E. Hickson</div> <div>Mark E. Hickson</div>	Director	March 1, 2023
<div>/s/ William R. McDermott</div> <div>William R. McDermott</div>	Director	March 1, 2023
<div>/s/ Roderick K. Randall</div> <div>Roderick K. Randall</div>	Director	March 1, 2023
<div>/s/ Nadine I. Watt</div> <div>Nadine I. Watt</div>	Director	March 1, 2023
<div>/s/ Mitchell S. Zuklie</div> <div>Mitchell S. Zuklie</div>	Director	March 1, 2023

SUBSIDIARIES OF FISKER INC.

<u>Name of Subsidiary</u>	<u>Jurisdiction of Organization</u>
Fisker Group Inc.	Delaware (USA)
Fisker GmbH	Germany
Fisker GmbH	Austria
Fisker Vigyan Indian Private Limited	India
Fisker (GB) Limited	United Kingdom
Terra Energy Inc.	Delaware (USA)
Platinum IPR LLC	Delaware (USA)
Fisker Belgium SRL	Belgium
Fisker Canada Ltd.	Canada
Fisker Denmark ApS	Denmark
Fisker France SAS	France
Fisker Norway AS	Norway
Fisker Sweden AB	Sweden
Fisker Switzerland GmbH	Switzerland
Fisker Switzerland Sales GmbH	Switzerland
Fisker Netherlands B.V	Netherlands
Fisker Netherlands Sales B.V.	Netherlands
Fisker Ireland Limited	Ireland
Fisker (Shanghai) Motors Ltd.	China
Ocean EV, S. de R.L. de C.V.	Mexico

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We consent to the incorporation by reference in Registration Statement No. 333-261875 on Form S-3 and Registration Statement No. 333-251883 on Form S-8 of our report dated March 30, 2021 (May 17, 2021 as to the effects of the restatement discussed in Note 2), relating to the financial statements of Fisker Inc. appearing in this Annual Report on Form 10-K for the year ended December 31, 2022.

/s/ Deloitte & Touche LLP

Los Angeles, California

March 1, 2023

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We hereby consent to the incorporation by reference in the Registration Statements on Form S-3 (No. 333-261875) and Form S-8 (No. 333-251883) of Fisker Inc. of our report dated March 1, 2023 relating to the financial statements and the effectiveness of internal control over financial reporting, which appears in this Form 10-K.

/s/ PricewaterhouseCoopers LLP
Los Angeles, California
March 1, 2023

**CERTIFICATION PURSUANT TO
RULES 13A-14(A) AND 15D-14(A) UNDER THE SECURITIES EXCHANGE ACT OF 1934,
AS ADOPTED PURSUANT TO SECTION 302 OF THE SARBANES-OXLEY ACT OF 2002**

I, Henrik Fisker, certify that:

1. I have reviewed the Annual Report on Form 10-K of Fisker Inc. (the “registrant”);
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant’s other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
 - a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
 - b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
 - c) Evaluated the effectiveness of the registrant’s disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
 - d) Disclosed in this report any change in the registrant’s internal control over financial reporting that occurred during the registrant’s most recent fiscal quarter (the registrant’s fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant’s internal control over financial reporting; and
5. The registrant’s other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant’s auditors and the audit committee of the registrant’s board of directors (or persons performing the equivalent functions):
 - a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant’s ability to record, process, summarize and report financial information; and
 - b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant’s internal control over financial reporting.

Date: March 1, 2023

/s/ Henrik Fisker

Henrik Fisker

Chairman, President and Chief Executive Officer

(Principal Executive Officer)

**CERTIFICATION PURSUANT TO
RULES 13A-14(A) AND 15D-14(A) UNDER THE SECURITIES EXCHANGE ACT OF 1934,
AS ADOPTED PURSUANT TO SECTION 302 OF THE SARBANES-OXLEY ACT OF 2002**

I, Dr. Geeta Gupta-Fisker, certify that:

1. I have reviewed the Annual Report on Form 10-K of Fisker Inc. (the “registrant”);
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant’s other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
 - a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
 - b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
 - c) Evaluated the effectiveness of the registrant’s disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
 - d) Disclosed in this report any change in the registrant’s internal control over financial reporting that occurred during the registrant’s most recent fiscal quarter (the registrant’s fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant’s internal control over financial reporting; and
5. The registrant’s other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant’s auditors and the audit committee of the registrant’s board of directors (or persons performing the equivalent functions):
 - a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant’s ability to record, process, summarize and report financial information; and
 - b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant’s internal control over financial reporting.

Date: March 1, 2023

/s/ Dr. Geeta Gupta-Fisker

Dr. Geeta Gupta-Fisker

Chief Financial Officer & Chief Operating Officer

(Principal Financial Officer)

**CERTIFICATION PURSUANT TO
18 U.S.C. SECTION 1350, AS ADOPTED PURSUANT TO
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002**

In connection with the Annual Report of Fisker Inc. (the “Company”) on Form 10-K for the period ended December 31, 2022, as filed with the Securities and Exchange Commission on the date hereof (the “Report”), I, Henrik Fisker, Chief Executive Officer of the Company, hereby certify pursuant to 18 U.S.C. § 1350, as adopted pursuant to § 906 of the Sarbanes-Oxley Act of 2002, that, to my knowledge:

- (1) the Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and
- (2) the information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

Date: March 1, 2023

/s/ Henrik Fisker

Henrik Fisker

Chairman, President & Chief Executive Officer

(Principal Executive Officer)

**CERTIFICATION PURSUANT TO
18 U.S.C. SECTION 1350, AS ADOPTED PURSUANT TO
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002**

In connection with the Annual Report of Fisker Inc. (the “Company”) on Form 10-K for the period ended December 31, 2022, as filed with the Securities and Exchange Commission on the date hereof (the “Report”), I, Dr. Geeta Gupta-Fisker, Chief Financial Officer of the Company, hereby certify pursuant to 18 U.S.C. § 1350, as adopted pursuant to § 906 of the Sarbanes-Oxley Act of 2002, that, to my knowledge:

- (1) the Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and
- (2) the information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

Date: March 1, 2023

/s/ Dr. Geeta Gupta-Fisker

Dr. Geeta Gupta-Fisker

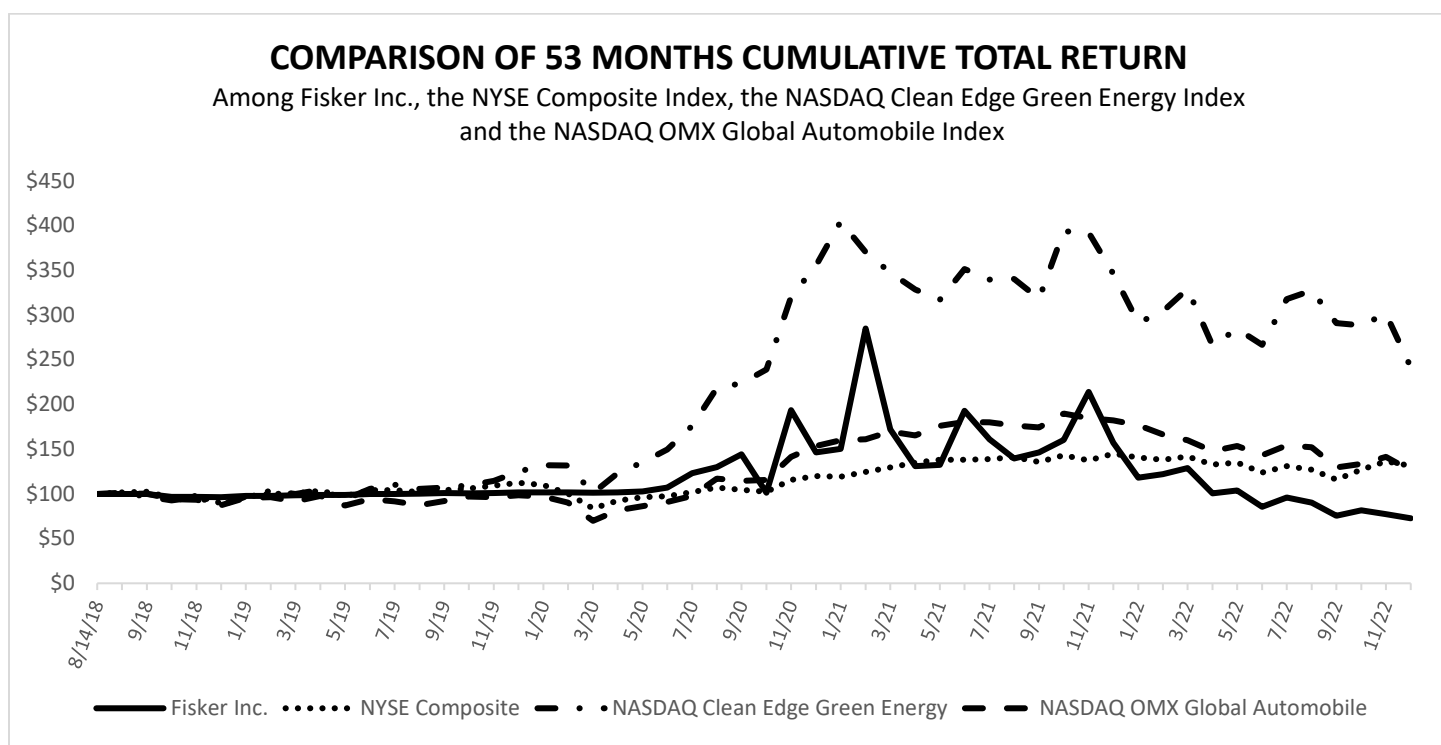
Chief Financial Officer & Chief Operating Officer

(Principal Financial Officer)

Stock Performance Graph

The information contained in this Stock Performance Graph section shall not be deemed to be “soliciting material” or “filed” or incorporated by reference in future filings with the SEC, or subject to the liabilities of Section 18 of the Exchange Act, except to the extent that we specifically incorporate it by reference into a document filed under the Securities Act or the Exchange Act.

The following graph shows a comparison, from August 14, 2018 through December 30, 2022, of the cumulative total return on our common stock, the NYSE Composite Index, the NASDAQ Clean Green Energy Index, and the NASDAQ OMX Global Automobile Index. Such returns are based on historical results and are not intended to suggest future performance. Data for the NYSE Composite Index, the NASDAQ Clean Green Energy Index, and the NASDAQ OMX Global Automobile Index assumes an investment of \$100 on August 14, 2018 and reinvestment of dividends. We have never declared or paid cash dividends on our common stock nor do we anticipate paying any such cash dividends in the foreseeable future. Going forward, Fisker is changing the public industry or line of business index for comparison from the NASDAQ Clean Green Energy Index to the NASDAQ OMX Global Automobile Index as its constituents are more representative of Fisker’s global automotive competitors.



Total Return To Shareholders (includes reinvestment of dividends)

Company / Index	Base Period	Years Ending				
	8/14/2018	Dec. 2018	Dec. 2019	Dec. 2020	Dec. 2021	Dec. 2022
Fisker Inc.	100	96	102	147	157	73
NYSE Composite Index	100	89	112	120	145	131
NASDAQ Clean Edge Green Energy Index	100	87	125	356	346	242
NASDAQ OMX Global Automobile Index	100	87	98	154	182	126

Shareholder Information

Corporate Headquarters

Fisker Inc.
1888 Rosecrans Ave
Manhattan Beach, CA 90266

Shareholder Account Assistance

Computershare Trust Company, our transfer agent, maintains the records for our registered stockholders and can help you with a variety of stockholder-related services. You can contact Computershare through the following methods:

Overnight Mail Delivery

Computershare Investor Services
211 Quality Circle, Suite 210
College Station, TX 77845 United States

Regular Mail Delivery

Computershare Investor Services
P.O. Box 30170
College Station, TX 77842 United States

Telephone: (800) 736-3001 (U.S. and Canada)
(781) 575-3100 (International)

E-mail: web.queries@computershare.com

Website: www.computershare.com

Stock Exchange

Fisker Inc. Common Stock is listed and traded on the New York Stock Exchange in the United States.

The NYSE trading symbol is: FSR.

Investor Relations

Investor information, including financial results, press releases and various other reports, is available online at investors.fiskerinc.com.

Alternatively, security analysts, institutional investors and individual investors can contact us at:

E-mail: fisker_ir@fiskerinc.com

Annual Meeting

The 2023 Annual Meeting of Stockholders will be held virtually on June 6, 2023. A notice of the meeting and instructions for voting will be mailed to shareholders in advance.