

Form 5500 Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Annual Return/Report of Employee Benefit Plan This form is required to be filed for employee benefit plans under sections 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and sections 6057(b) and 6058(a) of the Internal Revenue Code (the Code). ▶ Complete all entries in accordance with the instructions to the Form 5500.	OMB Nos. 1210-0110 1210-0089 2023 This Form is Open to Public Inspection
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Part I	Annual Report Identification Information
For calendar plan year 2023 or fiscal plan year beginning 01/01/2023 and ending 12/31/2023	
A	This return/report is for: ☐ a multiemployer plan ☐ a multiple-employer plan (Filers checking this box must provide participating employer information in accordance with the form instructions.) ☒ a single-employer plan ☐ a DFE (specify) _____
B	This return/report is: ☐ the first return/report ☐ the final return/report ☐ an amended return/report ☐ a short plan year return/report (less than 12 months)
C	If the plan is a collectively-bargained plan, check here. ▶ ☐
D	Check box if filing under: ☒ Form 5558 ☐ automatic extension ☐ the DFVC program ☐ special extension (enter description)
E	If this is a retroactively adopted plan permitted by SECURE Act section 201, check here. ▶ ☐

Part II	Basic Plan Information—enter all requested information
1a	Name of plan LUCID MOTORS 401(K) PLAN
1b	Three-digit plan number (PN) ▶ 001
1c	Effective date of plan 01/01/2011
2a	Plan sponsor's name (employer, if for a single-employer plan) Mailing address (include room, apt., suite no. and street, or P.O. Box) City or town, state or province, country, and ZIP or foreign postal code (if foreign, see instructions) LUCID USA, INC. 7373 GATEWAY BOULEVARD NEWARK, CA 94560
2b	Employer Identification Number (EIN) 26-1618465
2c	Plan Sponsor's telephone number 650-802-8181
2d	Business code (see instructions) 541330

Caution: A penalty for the late or incomplete filing of this return/report will be assessed unless reasonable cause is established.

Under penalties of perjury and other penalties set forth in the instructions, I declare that I have examined this return/report, including accompanying schedules, statements and attachments, as well as the electronic version of this return/report, and to the best of my knowledge and belief, it is true, correct, and complete.

SIGN HERE	Filed with authorized/valid electronic signature.	10/15/2024	MICHELLE MCKINNEY
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE			
	Signature of employer/plan sponsor	Date	Enter name of individual signing as employer or plan sponsor
SIGN HERE			
	Signature of DFE	Date	Enter name of individual signing as DFE

3a Plan administrator's name and address ☒ Same as Plan Sponsor	3b Administrator's EIN 3c Administrator's telephone number
4 If the name and/or EIN of the plan sponsor or the plan name has changed since the last return/report filed for this plan, enter the plan sponsor's name, EIN, the plan name and the plan number from the last return/report: a Sponsor's name c Plan Name	4b EIN 4d PN
5 Total number of participants at the beginning of the plan year	5 7556
6 Number of participants as of the end of the plan year unless otherwise stated (welfare plans complete only lines 6a(1) , 6a(2) , 6b , 6c , and 6d). a(1) Total number of active participants at the beginning of the plan year a(2) Total number of active participants at the end of the plan year b Retired or separated participants receiving benefits c Other retired or separated participants entitled to future benefits d Subtotal. Add lines 6a(2) , 6b , and 6c e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits f Total. Add lines 6d and 6e g(1) Number of participants with account balances as of the beginning of the plan year (only defined contribution plans complete this item) g(2) Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item) h Number of participants who terminated employment during the plan year with accrued benefits that were less than 100% vested	6a(1) 6883 6a(2) 5950 6b 1 6c 971 6d 6922 6e 9 6f 6931 6g(1) 6517 6g(2) 6291 6h 0
7 Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item)	7

8a If the plan provides pension benefits, enter the applicable pension feature codes from the List of Plan Characteristics Codes in the instructions:

2E 2F 2G 2J 2T 3D 2R

b If the plan provides welfare benefits, enter the applicable welfare feature codes from the List of Plan Characteristics Codes in the instructions:

9a Plan funding arrangement (check all that apply) (1) ☐ Insurance (2) ☐ Code section 412(e)(3) insurance contracts (3) ☒ Trust (4) ☐ General assets of the sponsor	9b Plan benefit arrangement (check all that apply) (1) ☐ Insurance (2) ☐ Code section 412(e)(3) insurance contracts (3) ☒ Trust (4) ☐ General assets of the sponsor
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10 Check all applicable boxes in 10a and 10b to indicate which schedules are attached, and, where indicated, enter the number attached. (See instructions)

a Pension Schedules

- (1) ☒ **R** (Retirement Plan Information)
- (2) ☐ **MB** (Multiemployer Defined Benefit Plan and Certain Money Purchase Plan Actuarial Information) - signed by the plan actuary
- (3) ☐ **SB** (Single-Employer Defined Benefit Plan Actuarial Information) - signed by the plan actuary
- (4) ☐ **DCG** (Individual Plan Information) – Number Attached _____
- (5) ☐ **MEP** (Multiple-Employer Retirement Plan Information)

b General Schedules

- (1) ☒ **H** (Financial Information)
- (2) ☐ **I** (Financial Information – Small Plan)
- (3) ☐ **A** (Insurance Information) – Number Attached 0
- (4) ☒ **C** (Service Provider Information)
- (5) ☐ **D** (DFE/Participating Plan Information)
- (6) ☐ **G** (Financial Transaction Schedules)

Part III Form M-1 Compliance Information (to be completed by welfare benefit plans)

11a If the plan provides welfare benefits, was the plan subject to the Form M-1 filing requirements during the plan year? (See instructions and 29 CFR 2520.101-2.) ☐ Yes ☐ No

If "Yes" is checked, complete lines 11b and 11c.

11b Is the plan currently in compliance with the Form M-1 filing requirements? (See instructions and 29 CFR 2520.101-2.) ☐ Yes ☐ No

11c Enter the Receipt Confirmation Code for the 2023 Form M-1 annual report. If the plan was not required to file the 2023 Form M-1 annual report, enter the Receipt Confirmation Code for the most recent Form M-1 that was required to be filed under the Form M-1 filing requirements. (Failure to enter a valid Receipt Confirmation Code will subject the Form 5500 filing to rejection as incomplete.)

Receipt Confirmation Code _____

SCHEDULE C (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Service Provider Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA). ▶ File as an attachment to Form 5500.	OMB No. 1210-0110
		2023
		This Form is Open to Public Inspection.

For calendar plan year 2023 or fiscal plan year beginning 01/01/2023 and ending 12/31/2023		
A Name of plan LUCID MOTORS 401(K) PLAN	B Three-digit plan number (PN) ▶	001
C Plan sponsor's name as shown on line 2a of Form 5500 LUCID USA, INC.	D Employer Identification Number (EIN) 26-1618465	

Part I	Service Provider Information (see instructions)
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You must complete this Part, in accordance with the instructions, to report the information required for **each person** who received, directly or indirectly, \$5,000 or more in total compensation (i.e., money or anything else of monetary value) in connection with services rendered to the plan or the person's position with the plan during the plan year. If a person received **only** eligible indirect compensation for which the plan received the required disclosures, you are required to answer line 1 but are not required to include that person when completing the remainder of this Part.

1 Information on Persons Receiving Only Eligible Indirect Compensation

- a Check "Yes" or "No" to indicate whether you are excluding a person from the remainder of this Part because they received only eligible indirect compensation for which the plan received the required disclosures (see instructions for definitions and conditions).. ☒ Yes ☐ No
- b If you answered line 1a "Yes," enter the name and EIN or address of each person providing the required disclosures for the service providers who received only eligible indirect compensation. Complete as many entries as needed (see instructions).

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL
04-2647786

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation
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2. Information on Other Service Providers Receiving Direct or Indirect Compensation. Except for those persons for whom you answered "Yes" to line 1a above, complete as many entries as needed to list each person receiving, directly or indirectly, \$5,000 or more in total compensation (i.e., money or anything else of value) in connection with services rendered to the plan or their position with the plan during the plan year. (See instructions).

(a) Enter name and EIN or address (see instructions)

FIDELITY INVESTMENTS INSTITUTIONAL

04-2647786

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
37 60 64 65 71	RECORDKEEPER	363879	Yes ☒ No ☐	Yes ☒ No ☐	0	Yes ☒ No ☐

(a) Enter name and EIN or address (see instructions)

NEWFRONT RETIREMENT SERVICES INC

80-0833114

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
27	ADVISOR	28280	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

(a) Enter name and EIN or address (see instructions)

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
			Yes ☐ No ☐	Yes ☐ No ☐		Yes ☐ No ☐

Part I Service Provider Information (continued)

3. If you reported on line 2 receipt of indirect compensation, other than eligible indirect compensation, by a service provider, and the service provider is a fiduciary or provides contract administrator, consulting, custodial, investment advisory, investment management, broker, or recordkeeping services, answer the following questions for (a) each source from whom the service provider received \$1,000 or more in indirect compensation and (b) each source for whom the service provider gave you a formula used to determine the indirect compensation instead of an amount or estimated amount of the indirect compensation. Complete as many entries as needed to report the required information for each source.

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	
GS US MORTGAGES INST - GOLDMAN SAC 13-5108880	0.12%	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	
AQR GLOBAL MACRO OPPORTUNITIES FD 1 GREENWICH PLAZA GREENWICH, CT 06830	0.40%	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	
AQR LONG SHORT EQUITY CL N 1 GREENWICH PLAZA GREENWICH, CT 06830	0.40%	

Part I Service Provider Information (continued)

3. If you reported on line 2 receipt of indirect compensation, other than eligible indirect compensation, by a service provider, and the service provider is a fiduciary or provides contract administrator, consulting, custodial, investment advisory, investment management, broker, or recordkeeping services, answer the following questions for (a) each source from whom the service provider received \$1,000 or more in indirect compensation and (b) each source for whom the service provider gave you a formula used to determine the indirect compensation instead of an amount or estimated amount of the indirect compensation. Complete as many entries as needed to report the required information for each source.

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	
ADVISORS PREFERRED QUANTIFIED STF 1445 RESEARCH BLVD STE 530 ROCKVILLE, MD 20850	0.40%	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	
CATALYST SYSTEMATIC ALPHA FD CL I 80 ARKAY STE 110 HAUPPAUGE, NY 11788	0.10%	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	
SHELTON NASDAQ 100 INDEX INVESTOR P.O. BOX 87 DENVER, CO 80201-0087	0.15%	

Part I Service Provider Information (continued)

3. If you reported on line 2 receipt of indirect compensation, other than eligible indirect compensation, by a service provider, and the service provider is a fiduciary or provides contract administrator, consulting, custodial, investment advisory, investment management, broker, or recordkeeping services, answer the following questions for (a) each source from whom the service provider received \$1,000 or more in indirect compensation and (b) each source for whom the service provider gave you a formula used to determine the indirect compensation instead of an amount or estimated amount of the indirect compensation. Complete as many entries as needed to report the required information for each source.

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	
STANDPOINT MULTI ASSET FUND INVEST 225 PICTORIA DR STE 450 CINCINNATI, OH 45246	0.40%	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	

Part II Service Providers Who Fail or Refuse to Provide Information

4 Provide, to the extent possible, the following information for each service provider who failed or refused to provide the information necessary to complete this Schedule.

(a) Enter name and EIN or address of service provider (see instructions)	(b) Nature of Service Code(s)	(c) Describe the information that the service provider failed or refused to provide
(a) Enter name and EIN or address of service provider (see instructions)	(b) Nature of Service Code(s)	(c) Describe the information that the service provider failed or refused to provide
(a) Enter name and EIN or address of service provider (see instructions)	(b) Nature of Service Code(s)	(c) Describe the information that the service provider failed or refused to provide
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(a) Enter name and EIN or address of service provider (see instructions)	(b) Nature of Service Code(s)	(c) Describe the information that the service provider failed or refused to provide
(a) Enter name and EIN or address of service provider (see instructions)	(b) Nature of Service Code(s)	(c) Describe the information that the service provider failed or refused to provide

Part III Termination Information on Accountants and Enrolled Actuaries (see instructions)
(complete as many entries as needed)

a Name:	b EIN:
c Position:	
d Address:	e Telephone:

Explanation:

a Name:	b EIN:
c Position:	
d Address:	e Telephone:

Explanation:

a Name:	b EIN:
c Position:	
d Address:	e Telephone:

Explanation:

a Name:	b EIN:
c Position:	
d Address:	e Telephone:

Explanation:

a Name:	b EIN:
c Position:	
d Address:	e Telephone:

Explanation:

SCHEDULE H (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Financial Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA), and section 6058(a) of the Internal Revenue Code (the Code). ► File as an attachment to Form 5500.	OMB No. 1210-0110
		2023
		This Form is Open to Public Inspection

For calendar plan year 2023 or fiscal plan year beginning 01/01/2023 and ending 12/31/2023		
A Name of plan LUCID MOTORS 401(K) PLAN	B Three-digit plan number (PN) ►	001
C Plan sponsor's name as shown on line 2a of Form 5500 LUCID USA, INC.	D Employer Identification Number (EIN) 26-1618465	

Part I	Asset and Liability Statement
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1 Current value of plan assets and liabilities at the beginning and end of the plan year. Combine the value of plan assets held in more than one trust. Report the value of the plan's interest in a commingled fund containing the assets of more than one plan on a line-by-line basis unless the value is reportable on lines 1c(9) through 1c(14). Do not enter the value of that portion of an insurance contract which guarantees, during this plan year, to pay a specific dollar benefit at a future date. **Round off amounts to the nearest dollar.** MTIAs, CCTs, PSAs, and 103-12 IEs do not complete lines 1b(1), 1b(2), 1c(8), 1g, 1h, and 1i. CCTs, PSAs, and 103-12 IEs also do not complete lines 1d and 1e. See instructions.

Assets		(a) Beginning of Year	(b) End of Year
a Total noninterest-bearing cash	1a	0	0
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions	1b(1)	0	0
(2) Participant contributions	1b(2)	0	0
(3) Other	1b(3)	0	0
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)	1364652	2053518
(2) U.S. Government securities	1c(2)	0	9074
(3) Corporate debt instruments (other than employer securities):			
(A) Preferred	1c(3)(A)	0	0
(B) All other	1c(3)(B)	0	0
(4) Corporate stocks (other than employer securities):			
(A) Preferred	1c(4)(A)	0	0
(B) Common	1c(4)(B)	70445	437809
(5) Partnership/joint venture interests	1c(5)	0	0
(6) Real estate (other than employer real property)	1c(6)	0	0
(7) Loans (other than to participants)	1c(7)	0	0
(8) Participant loans	1c(8)	1992729	2882644
(9) Value of interest in common/collective trusts	1c(9)	0	0
(10) Value of interest in pooled separate accounts	1c(10)	0	0
(11) Value of interest in master trust investment accounts	1c(11)	0	0
(12) Value of interest in 103-12 investment entities	1c(12)	0	0
(13) Value of interest in registered investment companies (e.g., mutual funds)	1c(13)	78631741	134378326
(14) Value of funds held in insurance company general account (unallocated contracts)	1c(14)	0	0
(15) Other	1c(15)	0	0

1d Employer-related investments:		(a) Beginning of Year	(b) End of Year
(1) Employer securities	1d(1)	0	0
(2) Employer real property	1d(2)	0	0
e Buildings and other property used in plan operation	1e	0	0
f Total assets (add all amounts in lines 1a through 1e)	1f	82059567	139761371
Liabilities			
g Benefit claims payable	1g	0	0
h Operating payables	1h	0	0
i Acquisition indebtedness	1i	0	0
j Other liabilities	1j	0	0
k Total liabilities (add all amounts in lines 1g through 1j)	1k	0	0
Net Assets			
l Net assets (subtract line 1k from line 1f)	1l	82059567	139761371

Part II Income and Expense Statement

2 Plan income, expenses, and changes in net assets for the year. Include all income and expenses of the plan, including any trust(s) or separately maintained fund(s) and any payments/receipts to/from insurance carriers. Round off amounts to the nearest dollar. MTIAs, CCTs, PSAs, and 103-12 IEs do not complete lines 2a, 2b(1)(E), 2e, 2f, and 2g.

Income		(a) Amount	(b) Total
a Contributions:			
(1) Received or receivable in cash from: (A) Employers	2a(1)(A)	429250	
(B) Participants	2a(1)(B)	41859903	
(C) Others (including rollovers)	2a(1)(C)	9713121	
(2) Noncash contributions	2a(2)	0	
(3) Total contributions. Add lines 2a(1)(A) , (B) , (C) , and line 2a(2)	2a(3)		52002274
b Earnings on investments:			
(1) Interest:			
(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)	101616	
(B) U.S. Government securities	2b(1)(B)	0	
(C) Corporate debt instruments	2b(1)(C)	0	
(D) Loans (other than to participants)	2b(1)(D)	0	
(E) Participant loans	2b(1)(E)	147086	
(F) Other	2b(1)(F)	0	
(G) Total interest. Add lines 2b(1)(A) through (F)	2b(1)(G)		248702
(2) Dividends: (A) Preferred stock	2b(2)(A)	0	
(B) Common stock	2b(2)(B)	1695	
(C) Registered investment company shares (e.g. mutual funds)	2b(2)(C)	2985890	
(D) Total dividends. Add lines 2b(2)(A) , (B) , and (C)	2b(2)(D)		2987585
(3) Rents	2b(3)		0
(4) Net gain (loss) on sale of assets: (A) Aggregate proceeds	2b(4)(A)	643787	
(B) Aggregate carrying amount (see instructions)	2b(4)(B)	567822	
(C) Subtract line 2b(4)(B) from line 2b(4)(A) and enter result	2b(4)(C)		75965
(5) Unrealized appreciation (depreciation) of assets: (A) Real estate	2b(5)(A)	0	
(B) Other	2b(5)(B)	25944	
(C) Total unrealized appreciation of assets. Add lines 2b(5)(A) and (B)	2b(5)(C)		

		(a) Amount	(b) Total
(6) Net investment gain (loss) from common/collective trusts.....	2b(6)		0
(7) Net investment gain (loss) from pooled separate accounts.....	2b(7)		0
(8) Net investment gain (loss) from master trust investment accounts.....	2b(8)		0
(9) Net investment gain (loss) from 103-12 investment entities.....	2b(9)		0
(10) Net investment gain (loss) from registered investment companies (e.g., mutual funds)	2b(10)		17135905
c Other income	2c		0
d Total income. Add all income amounts in column (b) and enter total	2d		72476375

Expenses

e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	14342903	
(2) To insurance carriers for the provision of benefits.....	2e(2)	0	
(3) Other	2e(3)	0	
(4) Total benefit payments. Add lines 2e(1) through (3)	2e(4)		14342903
f Corrective distributions (see instructions)	2f		23558
g Certain deemed distributions of participant loans (see instructions)	2g		16056
h Interest expense	2h		0
i Administrative expenses:			
(1) Salaries and allowances	2i(1)	0	
(2) Contract administrator fees.....	2i(2)	0	
(3) Recordkeeping fees.....	2i(3)	363774	
(4) IQPA audit fees.....	2i(4)	0	
(5) Investment advisory and investment management fees	2i(5)	28280	
(6) Bank or trust company trustee/custodial fees	2i(6)	0	
(7) Actuarial fees	2i(7)	0	
(8) Legal fees	2i(8)	0	
(9) Valuation/appraisal fees	2i(9)	0	
(10) Other trustee fees and expenses	2i(10)	0	
(11) Other expenses	2i(11)	0	
(12) Total administrative expenses. Add lines 2i(1) through (11)	2i(12)		392054
j Total expenses. Add all expense amounts in column (b) and enter total	2j		14774571

Net Income and Reconciliation

k Net income (loss). Subtract line 2j from line 2d	2k		57701804
l Transfers of assets:			
(1) To this plan	2l(1)		0
(2) From this plan	2l(2)		0

Part III Accountant's Opinion

3 Complete lines 3a through 3c if the opinion of an independent qualified public accountant is attached to this Form 5500. Complete line 3d if an opinion is not attached.

a The attached opinion of an independent qualified public accountant for this plan is (see instructions):

(1) ☒ Unmodified (2) ☐ Qualified (3) ☐ Disclaimer (4) ☐ Adverse

b Check the appropriate box(es) to indicate whether the IQPA performed an ERISA section 103(a)(3)(C) audit. Check both boxes (1) and (2) if the audit was performed pursuant to both 29 CFR 2520.103-8 and 29 CFR 2520.103-12(d). Check box (3) if pursuant to neither.

(1) ☒ DOL Regulation 2520.103-8 (2) ☐ DOL Regulation 2520.103-12(d) (3) ☐ neither DOL Regulation 2520.103-8 nor DOL Regulation 2520.103-12(d).

c Enter the name and EIN of the accountant (or accounting firm) below:

(1) Name: **SENSIBA LLP**

(2) EIN: **94-2370906**

d The opinion of an independent qualified public accountant is **not attached** as part of Schedule H because:

(1) ☐ This form is filed for a CCT, PSA, DCG or MTIA. (2) ☐ It will be attached to the next Form 5500 pursuant to 29 CFR 2520.104-50.

Part IV Compliance Questions

4 CCTs and PSAs do not complete Part IV. MTIAs, 103-12 IEs, and GIAs do not complete lines 4a, 4e, 4f, 4g, 4h, 4k, 4m, 4n, or 5. 103-12 IEs also do not complete lines 4j and 4l. MTIAs also do not complete line 4l. DCGs do not complete lines 4e, 4f, 4k, 4l, and 5, and DCGs generally complete the rest of Part IV collectively for all plans in the DCG, except as otherwise provided (see instructions).

During the plan year:

	Yes	No	Amount
a Was there a failure to transmit to the plan any participant contributions within the time period described in 29 CFR 2510.3-102? Continue to answer "Yes" for any prior year failures until fully corrected. (See instructions and DOL's Voluntary Fiduciary Correction Program.)		☒	
b Were any loans by the plan or fixed income obligations due the plan in default as of the close of the plan year or classified during the year as uncollectible? Disregard participant loans secured by participant's account balance. (Attach Schedule G (Form 5500) Part I if "Yes" is checked.)		☒	
c Were any leases to which the plan was a party in default or classified during the year as uncollectible? (Attach Schedule G (Form 5500) Part II if "Yes" is checked.)		☒	
d Were there any nonexempt transactions with any party-in-interest? (Do not include transactions reported on line 4a. Attach Schedule G (Form 5500) Part III if "Yes" is checked.)		☒	
e Was this plan covered by a fidelity bond?	☒		500000
f Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty?		☒	
g Did the plan hold any assets whose current value was neither readily determinable on an established market nor set by an independent third party appraiser?		☒	
h Did the plan receive any noncash contributions whose value was neither readily determinable on an established market nor set by an independent third party appraiser?		☒	
i Did the plan have assets held for investment? (Attach schedule(s) of assets if "Yes" is checked, and see instructions for format requirements.)	☒		
j Were any plan transactions or series of transactions in excess of 5% of the current value of plan assets? (Attach schedule of transactions if "Yes" is checked and see instructions for format requirements.)		☒	
k Were all the plan assets either distributed to participants or beneficiaries, transferred to another plan, or brought under the control of the PBGC?		☒	
l Has the plan failed to provide any benefit when due under the plan?		☒	
m If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.)		☒	
n If 4m was answered "Yes," check the "Yes" box if you either provided the required notice or one of the exceptions to providing the notice applied under 29 CFR 2520.101-3.			

5a Has a resolution to terminate the plan been adopted during the plan year or any prior plan year? ☐ Yes ☒ No
If "Yes," enter the amount of any plan assets that reverted to the employer this year _____.

5b If, during this plan year, any assets or liabilities were transferred from this plan to another plan(s), identify the plan(s) to which assets or liabilities were transferred. (See instructions.)

5b(1) Name of plan(s)	5b(2) EIN(s)	5b(3) PN(s)

5c Was the plan a defined benefit plan covered under the PBGC insurance program at any time during this plan year? (See ERISA section 4021 and instructions.) ☐ Yes ☐ No ☐ Not determined

If "Yes" is checked, enter the My PAA confirmation number from the PBGC premium filing for this plan year _____.

SCHEDULE R (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Retirement Plan Information This schedule is required to be filed under sections 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and section 6058(a) of the Internal Revenue Code (the Code). ▶ File as an attachment to Form 5500.	OMB No. 1210-0110 2023 This Form is Open to Public Inspection.
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For calendar plan year 2023 or fiscal plan year beginning 01/01/2023 and ending 12/31/2023

A Name of plan LUCID MOTORS 401(K) PLAN	B Three-digit plan number (PN) ▶ 001
C Plan sponsor's name as shown on line 2a of Form 5500 LUCID USA, INC.	D Employer Identification Number (EIN) 26-1618465

Part I	Distributions
--------	---------------

All references to distributions relate only to payments of benefits during the plan year.

1 Total value of distributions paid in property other than in cash or the forms of property specified in the instructions.....	1
2 Enter the EIN(s) of payor(s) who paid benefits on behalf of the plan to participants or beneficiaries during the year (if more than two, enter EINs of the two payors who paid the greatest dollar amounts of benefits): EIN(s): 04-6568107 Profit-sharing plans, ESOPs, and stock bonus plans, skip line 3.	
3 Number of participants (living or deceased) whose benefits were distributed in a single sum, during the plan year	3

Part II	Funding Information (If the plan is not subject to the minimum funding requirements of section 412 of the Internal Revenue Code or ERISA section 302, skip this Part.)
---------	--

4 Is the plan administrator making an election under Code section 412(d)(2) or ERISA section 302(d)(2)? If the plan is a defined benefit plan, go to line 8.	☐ Yes ☐ No ☐ N/A
5 If a waiver of the minimum funding standard for a prior year is being amortized in this plan year, see instructions and enter the date of the ruling letter granting the waiver. Date: Month _____ Day _____ Year _____ If you completed line 5, complete lines 3, 9, and 10 of Schedule MB and do not complete the remainder of this schedule.	
6 a Enter the minimum required contribution for this plan year (include any prior year accumulated funding deficiency not waived)	6a
b Enter the amount contributed by the employer to the plan for this plan year	6b
c Subtract the amount in line 6b from the amount in line 6a. Enter the result (enter a minus sign to the left of a negative amount)	6c
If you completed line 6c, skip lines 8 and 9.	
7 Will the minimum funding amount reported on line 6c be met by the funding deadline?	☐ Yes ☐ No ☐ N/A
8 If a change in actuarial cost method was made for this plan year pursuant to a revenue procedure or other authority providing automatic approval for the change or a class ruling letter, does the plan sponsor or plan administrator agree with the change?	☐ Yes ☐ No ☐ N/A

Part III	Amendments
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9 If this is a defined benefit pension plan, were any amendments adopted during this plan year that increased or decreased the value of benefits? If yes, check the appropriate box. If no, check the "No" box.	☐ Increase ☐ Decrease ☐ Both ☐ No
---	--

Part IV	ESOPs (see instructions). If this is not a plan described under section 409(a) or 4975(e)(7) of the Internal Revenue Code, skip this Part.
---------	--

10 Were unallocated employer securities or proceeds from the sale of unallocated securities used to repay any exempt loan?	☐ Yes ☐ No
11 a Does the ESOP hold any preferred stock?	☐ Yes ☐ No
b If the ESOP has an outstanding exempt loan with the employer as lender, is such loan part of a "back-to-back" loan? (See instructions for definition of "back-to-back" loan.)	☐ Yes ☐ No
12 Does the ESOP hold any stock that is not readily tradable on an established securities market?	☐ Yes ☐ No

For Paperwork Reduction Act Notice, see the Instructions for Form 5500.

Schedule R (Form 5500) 2023
v. 230707

Part V Additional Information for Multiemployer Defined Benefit Pension Plans

13 Enter the following information for each employer that (1) contributed more than 5% of total contributions to the plan during the plan year or (2) was one of the top-ten highest contributors (measured in dollars). See instructions. *Complete as many entries as needed to report all applicable employers.*

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

d Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month _____ Day _____ Year _____

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

d Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month _____ Day _____ Year _____

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

d Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month _____ Day _____ Year _____

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

d Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month _____ Day _____ Year _____

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

d Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month _____ Day _____ Year _____

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

d Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month _____ Day _____ Year _____

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

14 Enter the number of deferred vested and retired participants (inactive participants), as of the beginning of the plan year, whose contributing employer is no longer making contributions to the plan for:		
a The current plan year. Check the box to indicate the counting method used to determine the number of inactive participants: ☐ last contributing employer ☐ alternative ☐ reasonable approximation (see instructions for required attachment)	14a	
b The plan year immediately preceding the current plan year. ☐ Check the box if the number reported is a change from what was previously reported (see instructions for required attachment)	14b	
c The second preceding plan year. ☐ Check the box if the number reported is a change from what was previously reported (see instructions for required attachment)	14c	
15 Enter the ratio of the number of participants under the plan on whose behalf no employer had an obligation to make an employer contribution during the current plan year to:		
a The corresponding number for the plan year immediately preceding the current plan year	15a	
b The corresponding number for the second preceding plan year	15b	
16 Information with respect to any employers who withdrew from the plan during the preceding plan year:		
a Enter the number of employers who withdrew during the preceding plan year	16a	
b If line 16a is greater than 0, enter the aggregate amount of withdrawal liability assessed or estimated to be assessed against such withdrawn employers	16b	
17 If assets and liabilities from another plan have been transferred to or merged with this plan during the plan year, check box and see instructions regarding supplemental information to be included as an attachment..... ☐		

Part VI	Additional Information for Single-Employer and Multiemployer Defined Benefit Pension Plans
----------------	---

18 If any liabilities to participants or their beneficiaries under the plan as of the end of the plan year consist (in whole or in part) of liabilities to such participants and beneficiaries under two or more pension plans as of immediately before such plan year, check box and see instructions regarding supplemental information to be included as an attachment..... ☐	
19 If the total number of participants is 1,000 or more, complete lines (a) and (b):	
a Enter the percentage of plan assets held as: Public Equity: _____% Private Equity: _____% Investment-Grade Debt and Interest Rate Hedging Assets: _____% High-Yield Debt: _____% Real Assets: _____% Cash or Cash Equivalents: _____% Other: _____%	
b Provide the average duration of the Investment-Grade Debt and Interest Rate Hedging Assets: ☐ 0-5 years ☐ 5-10 years ☐ 10-15 years ☐ 15 years or more	
20 PBGC missed contribution reporting requirements. If this is a multiemployer plan or a single-employer plan that is not covered by PBGC, skip line 20.	
a Is the amount of unpaid minimum required contributions for all years from Schedule SB (Form 5500) line 40 greater than zero? ☐ Yes ☐ No	
b If line 20a is "Yes," has PBGC been notified as required by ERISA sections 4043(c)(5) and/or 303(k)(4)? Check the applicable box:	
☐ Yes.	
☐ No. Reporting was waived under 29 CFR 4043.25(c)(2) because contributions equal to or exceeding the unpaid minimum required contribution were made by the 30th day after the due date.	
☐ No. The 30-day period referenced in 29 CFR 4043.25(c)(2) has not yet ended, and the sponsor intends to make a contribution equal to or exceeding the unpaid minimum required contribution by the 30th day after the due date.	
☐ No. Other. Provide explanation: _____	

Part VII	IRS Compliance Questions
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21a Does the plan satisfy the coverage and nondiscrimination tests of Code sections 410(b) and 401(a)(4) by combining this plan with any other plans under the permissive aggregation rules? ☐ Yes ☒ No	
21b If this is a Code section 401(k) plan, check all boxes that apply to indicate how the plan is intended to satisfy the nondiscrimination requirements for employee deferrals and employer matching contributions (as applicable) under Code sections 401(k)(3) and 401(m)(2).	
☐ Design-based safe harbor method	
☐ "Prior year" ADP test	
☒ "Current year" ADP test	
☐ N/A	
22 If the plan sponsor is an adopter of a pre-approved plan that received a favorable IRS Opinion Letter, enter the date of the Opinion Letter <u>06 / 30 / 2020</u> (MM/DD/YYYY) and the Opinion Letter serial number <u>Q702438A</u> .	

LUCID MOTORS 401(k) PLAN

**Financial Statements
December 31, 2023 and 2022**

**Together with
Independent Auditors' Report**

LUCID MOTORS 401(k) PLAN

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December 31, 2023

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INDEPENDENT AUDITORS' REPORT

To the Benefits Committee of the
Lucid Motors 401(k) Plan

Scope and Nature of the ERISA Section 103(a)(3)(C) Audit for the Financial Statements

We have performed audits of the financial statements of Lucid Motors 401(k) Plan (the "Plan"), an employee benefit plan subject to the Employee Retirement Income Security Act of 1974 ("ERISA"), as permitted by ERISA Section 103(a)(3)(C) ("ERISA Section 103(a)(3)(C)" audit). The financial statements comprise the statement of net assets available for benefits as of December 31, 2023 and 2022, and the related statement of changes in net assets available for benefits for the year ended December 31, 2023, and the related notes to the financial statements.

Management, having determined it is permissible in the circumstances, has elected to have the audits of the Plan's financial statements performed in accordance with ERISA Section 103(a)(3)(C) pursuant to 29 CFR 2520.103-8 of the Department of Labor's ("DOL") Rules and Regulations for Reporting and Disclosure under ERISA. As permitted by ERISA Section 103(a)(3)(C), our audits need not extend to any statements or information related to assets held for investment of the Plan (investment information) by a bank or similar institution or insurance carrier that is regulated, supervised, and subject to periodic examination by a state or federal agency, provided that the statements or information regarding assets so held are prepared and certified to by the bank or similar institution or insurance carrier in accordance with 29 CFR 2520.103-5 of the DOL's Rules and Regulations for Reporting and Disclosure under ERISA (qualified institution).

Management has obtained certifications from a qualified institution as of December 31, 2023 and 2022, and for the year ended December 31, 2023, stating that the certified investment information, as described in Note 4 to the financial statements, is complete and accurate.

Opinion on the Financial Statements

In our opinion, based on our audits and on the procedures performed as described in the Auditors' Responsibilities for the Audit of the Financial Statements section:

- the amounts and disclosures in the accompanying financial statements, other than those agreed to or derived from the certified investment information, are presented fairly, in all material respects, in accordance with accounting principles generally accepted in the United States of America.
- the information in the accompanying financial statements related to assets held by and certified to by a qualified institution agrees to, or is derived from, in all material respects, the information prepared and certified by an institution that management determined meets the requirements of ERISA Section 103(a)(3)(C).

Basis for Opinion on the Financial Statements

We conducted our audits in accordance with auditing standards generally accepted in the United States of America (“GAAS”). Our responsibilities under those standards are further described in the Auditors’ Responsibilities for the Audit of the Financial Statements section of our report. We are required to be independent of the Plan and to meet our other ethical responsibilities, in accordance with the relevant ethical requirements relating to our audits. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our ERISA Section 103(a)(3)(C) audit opinion.

Responsibilities of Management for the Financial Statements

Management is responsible for the preparation and fair presentation of the financial statements in accordance with accounting principles generally accepted in the United States of America (“U.S. GAAP”), and for the design, implementation, and maintenance of internal control relevant to the preparation and fair presentation of financial statements that are free from material misstatement, whether due to fraud or error. Management’s election of the ERISA Section 103(a)(3)(C) audit does not affect management’s responsibility for the financial statements.

In preparing the financial statements, management is required to evaluate whether there are conditions or events, considered in the aggregate, that raise substantial doubt about the Plan’s ability to continue as a going concern for a year after the date that the financial statements are issued.

Management is also responsible for maintaining a current plan instrument, including all plan amendments, administering the Plan, and determining that the Plan’s transactions that are presented and disclosed in the financial statements are in conformity with the Plan’s provisions, including maintaining sufficient records with respect to each of the participants, to determine the benefits due or which may become due to such participants.

Auditors’ Responsibilities for the Audit of the Financial Statements

Except as described in the Scope and Nature of the ERISA Section 103(a)(3)(C) Audit for the Financial Statements section of our report, our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditors’ report that includes our opinion. Reasonable assurance is a high level of assurance but is not absolute assurance and therefore is not a guarantee that an audit conducted in accordance with GAAS will always detect a material misstatement when it exists. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control. Misstatements are considered material if there is a substantial likelihood that, individually or in the aggregate, they could reasonably be expected to influence the economic decisions users made based on these financial statements.

In performing an audit in accordance with GAAS, we: (a) exercise professional judgment and maintain professional skepticism throughout the audit, (b) identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, and design and perform audit procedures responsive to those risks. Such procedures include examining, on a test basis, evidence regarding the amounts and disclosures in the financial statements, (c) obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Plan's internal control. Accordingly, no such opinion is expressed, (d) evaluate the appropriateness of accounting policies used and the reasonableness of significant accounting estimates made by management, as well as evaluate the overall presentation of the financial statements, and (e) conclude whether, in our judgment, there are conditions or events, considered in the aggregate, that raise substantial doubt about the Plan's ability to continue as a going concern for a reasonable period of time.

Our audits did not extend to the certified investment information, except for obtaining and reading the certification, comparing the certified investment information with the related information presented and disclosed in the financial statements, and reading the disclosures relating to the certified investment information to assess whether they are in accordance with the presentation and disclosure requirements of U.S. GAAP.

Accordingly, the objective of an ERISA Section 103(a)(3)(C) audit is not to express an opinion about whether the financial statements as a whole are presented fairly, in all material respects, in accordance with U.S. GAAP.

We are required to communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit, significant audit findings, and certain internal control-related matters that we identified during the audit.

Other Matter - Supplemental Schedule Required by ERISA

The supplemental schedule H, line 4i – schedule of assets (held at end of year) as of December 31, 2023, is presented for purposes of additional analysis and is not a required part of the financial statements but is supplementary information required by the DOL's Rules and Regulations for Reporting and Disclosure under ERISA. Such information is the responsibility of management and was derived from and relates directly to the underlying accounting and other records used to prepare the financial statements. The information included in the supplemental schedule, other than that agreed to or derived from the certified investment information, has been subjected to auditing procedures applied in the audit of the financial statements and certain additional procedures, including comparing and reconciling such information directly to the underlying accounting and other records used to prepare the financial statements or to the financial statements themselves, and other additional procedures in accordance with GAAS. For information included in the supplemental schedule that agreed to or is derived from the certified investment information, we compared such information to the related certified investment information.

In forming our opinion on the supplemental schedule, we evaluated whether the supplemental schedule, other than the information agreed to or derived from the certified investment information, including its form and content, is presented in conformity with the DOL's Rules and Regulations for Reporting and Disclosure under ERISA.

In our opinion:

- the form and content of the supplemental schedule, other than the information in the supplemental schedule that agreed to or is derived from the certified investment information, is presented, in all material respects, in conformity with the DOL's Rules and Regulations for Reporting and Disclosure under ERISA.
- the information in the supplemental schedule related to assets held by and certified to by a qualified institution agrees to, or is derived from, in all material respects, the information prepared and certified by an institution that management determined meets the requirements of ERISA Section 103(a)(3)(C).

A handwritten signature in black ink that reads "Sensiba LLP". The signature is written in a cursive, flowing style.

Pleasanton, California
October 15, 2024

LUCID MOTORS 401(k) PLAN
Statement of Net Assets Available for Benefits

	December 31,	
	<u>2023</u>	<u>2022</u>
Investments, at fair value:		
Mutual funds	\$ 133,796,741	\$ 78,303,968
Money market fund	1,954,011	1,278,117
Self-directed brokerage account	<u>1,127,975</u>	<u>484,753</u>
Total investments, at fair value	136,878,727	80,066,838
Receivables:		
Notes receivable from participants	<u>2,882,644</u>	<u>1,992,729</u>
Net assets available for benefits	<u>\$ 139,761,371</u>	<u>\$ 82,059,567</u>

The accompanying notes are an integral part of these financial statements

LUCID MOTORS 401(k) PLAN
Statement of Changes in Net Assets Available for Benefits
For the Year Ended December 31, 2023

Additions (reductions) to net assets attributed to:

Investment income (loss):

Net appreciation (depreciation) in fair value of investments	\$ 17,237,814
Dividends and interest	<u>3,089,201</u>

Total investment income (loss)	<u>20,327,015</u>
--------------------------------	-------------------

Contributions:

Participants	41,859,903
Employer qualified non-elective contribution	429,250
Rollovers	<u>9,713,121</u>

Total contributions	<u>52,002,274</u>
---------------------	-------------------

Other income:

Interest income on notes receivable from participants	<u>147,086</u>
---	----------------

Total additions (reductions)	<u>72,476,375</u>
------------------------------	-------------------

Deductions from net assets attributed to:

Benefits paid to participants	(14,382,517)
Administration and other costs	<u>(392,054)</u>

Total deductions	<u>(14,774,571)</u>
------------------	---------------------

Net increase (decrease) in net assets	57,701,804
---------------------------------------	------------

Net assets available for benefits:

Beginning of year	<u>82,059,567</u>
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End of year	<u><u>\$ 139,761,371</u></u>
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The accompanying notes are an integral part of these financial statements

LUCID MOTORS 401(k) PLAN

Notes to Financial Statements

December 31, 2023

Note 1: Description of Plan

The following description of the Lucid Motors 401(k) Plan (the "Plan") provides only general information. Participants should refer to the Plan documents for a more complete description of the Plan's provisions.

General: The Plan is a defined contribution plan established by Lucid USA, Inc. (the "Company" or "Plan Sponsor") on January 1, 2011, restated and amended on March 8, 2022, and is subject to the provisions of the Employee Retirement Income Security Act of 1974 ("ERISA"). The Plan includes one participating employer, Lucid Group USA, Inc. Subsequent to year end, the Plan was amended and restated effective 01/01/2024 with no significant changes to the provisions below.

The Lucid Motors Benefits Committee is the Plan administrator and retains the services of a third parties to assist in the administration of the Plan. Through December 31, 2023, the Plan's trustee was Fidelity Management Trust Company ("Fidelity").

Eligibility: Except for excluded employees, all employees of the Company are eligible to participate in the Plan. Excluded employees include employees covered by a collective bargaining agreement, unless the agreement requires the employees to be included under the Plan, temporary employees (defined as an individual who is employed for a short-term project assignment, other than an employee who is credited with one thousand (1,000) hours of service within the Plan year), leased employees, and non-resident aliens who do not receive United States source income from the Company. Participants may begin deferring a portion of their eligible compensation into the Plan immediately upon meeting the eligibility requirements. The Plan includes an automatic enrollment provision whereby all newly eligible employees are automatically enrolled into the Plan at a 5% pre-tax deferral election unless they affirmatively elect not to participate. The pre-tax deferral contribution will be annually increased by 1% each year, up to a maximum of 10% deferral rate for the participant.

Participant contributions: Participants may defer up to 92% of their eligible compensation into the Plan including Roth deferrals subject to certain anti-discriminatory tests and statutory limits. Participants age 50 or older are allowed to make "catch up" contributions during a Plan year, subject to statutory limits. Eligible participants may, in certain circumstances, "rollover" pre-tax funds accumulated under plans in which they previously participated.

Employer contributions: The Company's Board of Directors, at its sole discretion, may make qualified nonelective employer contributions. Participants must be employed on the last day of the Plan year to receive qualified nonelective employer contributions, if any. The Company made qualified nonelective employer contributions of approximately \$429,000 for the Plan year ended December 31, 2023.

LUCID MOTORS 401(k) PLAN

Notes to Financial Statements

December 31, 2023

Participant accounts: Each participant's account is credited with the participant's contribution and allocations of: (a) the Company's contributions, and (b) Plan earnings and losses. Earnings and losses are allocated to participant's accounts in proportion to each participant's share of the selected investment fund. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account. All amounts in participant accounts are participant directed.

Investment options: The Plan provides for investments to be directed by participants into a number of investment options. Participant investment options include a variety of mutual funds, a self-directed brokerage link account, and a money market fund. Participants may change their elections at any time.

Vesting: Participants are immediately vested in their employee, employer matching, if any, and rollover contributions plus actual earnings thereon. Nonelective contributions, if any, are subject to a six-year graded vesting schedule.

Notes receivable from participants: Participants may borrow from their accounts a minimum of \$1,000 up to a maximum equal to, when added to the outstanding balance of all other loans taken within a 12 month period, the lesser of \$50,000 (reduced by the excess of the highest outstanding note balance during a one-year period) or one half of the vested portion of the participant's individual account, whichever is lower. The notes are secured by no more than 50% of the vested balance in the participant's account and bear interest at prime rate plus 1.00%. Note terms range from one to five years, but may not exceed five years except for notes used for a purchase of a primary residence, which may be repaid over a longer period of up to ten years. Principal and interest are paid ratably through payroll deductions.

Payment of benefits: The Plan provides for the payment of benefits to the participant (or, if applicable, the beneficiary) at retirement, disability, death, or termination of employment. The Plan allows for participants to request a hardship withdrawal with a minimum of \$500 from their accounts. In-service distribution of a participant's vested account balance is permitted provided the participant has attained age 59 ½. Upon termination, the participants or beneficiaries may elect to leave their account balance in the Plan, or receive part or all of their vested balance in a lump sum, partials or installments. Under certain circumstances, the Plan allows for automatic lump sum distributions or Individual Retirement Account rollovers of participant vested account balances that do not exceed \$5,000.

Forfeited accounts: Forfeitures, if any, are retained in the Plan and may be used to reduce employer contributions or to pay Plan expenses. There were no forfeitures used in the current year to offset against employer contributions. Forfeitures remaining in the Plan as of December 31, 2023 and 2022 were immaterial.

Administration and other costs: Substantially all administrative expenses of the Plan are paid by the Plan. Separate fees for note processing and certain investments expenses are charged to individual participant accounts.

LUCID MOTORS 401(k) PLAN

Notes to Financial Statements

December 31, 2023

Note 2: Significant accounting policies

Basis of accounting: The accompanying financial statements of the Plan have been prepared using the accrual basis of accounting in accordance with accounting principles generally accepted (“GAAP”) in the United States of America. Contributions from participants are recorded when withheld from the participant. Benefit payments to participants are recorded when paid.

Use of estimates: The preparation of financial statements in conformity with GAAP requires management to make estimates and assumptions that affect the amounts reported in the financial statements and accompanying notes and schedule. Actual results could differ from those estimates.

Investment valuation and income recognition: The Plan’s investments are stated at fair value. The shares of registered investment companies are valued at quoted market prices, which represent the net asset values of shares held by the Plan at year-end. The money market fund is valued at cost plus accrued interest, which approximates fair value. Investments held in the self-directed brokerage account consist of common stock, certificate of deposits, government bonds, unitized investment funds, and cash and are valued based on the readily determinable market prices. Purchases and sales of securities are recorded on a trade-date basis. Interest income is recorded on the accrual basis. Dividends are recorded on the ex-dividend date. Net appreciation or depreciation includes the Plan’s gains and losses on investments bought and sold as well as held during the year.

Fair value measurements: The Plan performs fair value measurements in accordance with Financial Accounting Standards Board (“FASB”) Accounting Standards Codification (“ASC”) 820, Fair Value Measurements and Disclosures. Refer to Note 3 for the fair value measurement disclosures associated with the Plan’s investments.

Net appreciation (depreciation) in fair value of investments: The earnings, expenses, realized gains and losses, and unrealized appreciation (depreciation) in registered investments companies and other investments are recorded in the accompanying financial statements as net appreciation (depreciation) in fair value of investments.

Subsequent events: The Plan has evaluated subsequent events through the date that the financial statements were made available to be issued which is the date of the independent auditors' report.

Note 3: Fair value

The Plan performs fair value measurement in accordance with ASC 820. ASC 820 defines fair value as the price that would be received from selling an asset in an orderly transaction between market participants at the measurement date. The accounting guidance for fair value measurement requires an entity to maximize the use of observable inputs and minimize the use of unobservable inputs when measuring fair value. The standard establishes a fair value hierarchy based on the level of independent, objective evidence surrounding the inputs used to measure fair value. A financial instrument’s categorization within the fair value hierarchy is based upon the lowest level of input that is significant to the fair value measurement. The fair value hierarchy is as follows:

LUCID MOTORS 401(k) PLAN

Notes to Financial Statements

December 31, 2023

- Level 1: quoted prices in active markets for identical assets or liabilities;
- Level 2: inputs other than Level 1 that are observable, either directly or indirectly, such as quoted prices in active markets for similar assets or liabilities, quoted prices for identical or similar assets or liabilities in markets that are not active, or other inputs that are observable or can be corroborated by observable market data for substantially the full term of the assets or liabilities; or
- Level 3: unobservable inputs that are supported by little or no market activity and that are significant to the fair value of the assets or liabilities.

The method described above may produce a fair value calculation that may not be indicative of net realizable value or reflective of future fair values. Furthermore, while the Plan believes its valuation methods are appropriate and consistent with other market participants, the use of different methodologies or assumptions to determine the fair value of certain financial instruments could result in a different fair value measurement at the reporting date.

Investments measured at fair value on a recurring basis consisted of the following types of instruments as of December 31, 2023 and 2022 and have all been determined to be level 1, by the Plan administrator:

	2023	2022
Mutual funds	\$ 133,796,741	\$ 78,303,968
Money market fund	1,954,011	1,278,117
Self-directed brokerage accounts		
Unitized investment funds	518,189	327,773
Common stock	437,809	70,445
Cash and cash equivalents	99,507	86,535
Mutual funds	63,396	-
Bonds	9,074	-
Total investments measured at fair value	\$ <u>136,878,727</u>	\$ <u>80,066,838</u>

The Plan's valuation methodology used to measure the fair value of the funds above were derived from quoted market prices as substantially all of these instruments have active markets.

LUCID MOTORS 401(k) PLAN

Notes to Financial Statements

December 31, 2023

Note 4: Investments

The Plan administrator has elected the method of compliance as permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA. Accordingly, as permitted under such election, the Plan administrator instructed the Plan's independent auditors not to perform any auditing procedures with respect to the following information certified by Fidelity, the trustee of the Plan, as complete and accurate, except for comparing such information to information included in the Plan's financial statements and supplemental schedule.

The following information included in the financial statements and supplemental schedule was provided by and certified by the Plan's trustee as complete and accurate:

- Investments, at fair value as shown in the Statement of Net Assets Available for Benefits as of December 31, 2023 and 2022.
- Notes receivable from participants as shown in the Statement of Net Assets Available for Benefits as of December 31, 2023 and 2022.
- Investment income (loss) and interest income on notes receivable from participants as shown in the Statement of Changes in Net Assets Available for Benefits for the year ended presented.
- Schedule H, Line 4i – Schedule of Assets (Held at End of Year) as of December 31, 2023.

Note 5: Party-in-interest transactions

Fidelity, the Plan's trustee and recordkeeper, serves as a Plan fiduciary and service provider; therefore, these transactions qualify as party-in-interest transactions. At December 31, 2023 and 2022, the Plan held for investment approximately \$24,287,000 and \$13,987,000 respectively, in Fidelity investment funds.

Note 6: Plan termination

Although it has not expressed any intent to do so, the Company has the right under the Plan to discontinue its contributions at any time and to terminate the Plan subject to provisions of ERISA. In the event of Plan termination, participants will become 100% vested in their employer matching and nonelective account balances, in each case, if any.

LUCID MOTORS 401(k) PLAN

Notes to Financial Statements

December 31, 2023

Note 7: Income tax status

The prototype plan adopted by the Plan Sponsor obtained its latest opinion letter on June 30, 2020, in which the Internal Revenue Service stated that the prototype plan, as then designed, was in compliance with the applicable requirements of the Internal Revenue Code. Subsequent to receiving this opinion letter, the prototype plan was amended. The Plan administrator believes that the amended prototype plan, as adopted by the Plan Sponsor, is in compliance with the requirements of the Internal Revenue Code. Therefore, no provision for income taxes has been included in the Plan's financial statements.

Note 8: Risks and uncertainties

The Plan provides for investments in various investment securities which, in general, are exposed to various risks, such as interest rate, credit, and overall market volatility risks. Due to the level of risk associated with certain investment securities, it is reasonably possible that changes in the values of investment securities will occur in the near term and that such changes could materially affect the amounts reported in the statement of net assets available for benefits and participant account balances.

LUCID MOTORS 401(k) PLAN
Schedule H, Line 4i – Schedule of Assets (Held at End of Year)
December 31, 2023
EIN 26-1618465
PLAN NUMBER 001

(a)	(b)	(c)	(e)
Party in Interest	Identity of Issue, Borrower, Lessor, or Similar Party	Description of Investment, Including Maturity Date, Rate of Interest, Collateral, Par or Maturity Value	Current Value
	Mutual funds:		
*	Fidelity 500 Index Fund	Mutual Fund	\$ 16,171,137
	Vanguard Target Retirement 2055 Fund Investor Shares	Mutual Fund	15,996,474
	Vanguard Target Retirement 2050 Investor Shares	Mutual Fund	15,241,584
	Vanguard Target Retirement 2045 Fund Investor Shares	Mutual Fund	13,895,770
	Vanguard Target Retirement 2040 Investor Shares	Mutual Fund	10,814,050
	Vanguard Target Retirement 2060 Fund Investor Shares	Mutual Fund	9,764,792
	Vanguard Target Retirement 2035 Fund Investor Shares	Mutual Fund	9,685,500
	JPMorgan Large Cap Growth Fund Class R6	Mutual Fund	8,492,103
	Vanguard Target Retirement 2030 Investor Shares	Mutual Fund	6,427,404
	Vanguard Target Retirement 2065 Fund Investor Shares	Mutual Fund	4,744,028
	Vanguard Target Retirement 2025 Fund Investor Shares	Mutual Fund	3,692,969
*	Fidelity Mid Cap Index Fund	Mutual Fund	3,188,928
	Vanguard Equity Income Fund Admiral Shares	Mutual Fund	2,428,608
*	Fidelity Small Cap Index Fund	Mutual Fund	2,050,707
	Principal MidCap Fund Class R6	Mutual Fund	1,831,846
*	Fidelity Total International Index Fund	Mutual Fund	1,747,792
	Janus Henderson Triton Fund Class N	Mutual Fund	1,305,888
	Metropolitan West Total Return Bond Fund Plan Class	Mutual Fund	992,153
	Vanguard Target Retirement 2020 Investor Shares	Mutual Fund	894,950
	Vanguard Total Bond Market Index Fund Admiral Shares	Mutual Fund	863,678
	PGIM High Yield R6	Mutual Fund	779,354
	Invesco International Small-Mid Company Fund Class R6	Mutual Fund	742,776
	Vanguard FTSE Social Index Fund Admiral Shares	Mutual Fund	742,341
	MFS International Intrinsic Value Fund Class R6	Mutual Fund	581,943
	Vanguard Target Retirement 2070 Fund	Mutual Fund	385,773
	Vanguard Target Retirement Income Fund Investor Shares	Mutual Fund	334,193
	Total mutual funds		133,796,741
	Money market fund:		
	Vanguard Federal Money Market Fund	Money Market Fund	1,954,011
	Self-directed brokerage accounts:		
		Money market fund, government bonds, certificate of deposits, EFTs, and common stocks	
*	Fidelity Brokerage Link		1,127,975
	Total investments		\$ 136,878,727
		4.25% - 9.50%, Maturing through 2033	
*	Notes receivable from participants		\$ 2,882,644
*	A party-in-interest as defined by ERISA		
	Column (d), cost, has been omitted as all investments are participant directed		

LUCID MOTORS 401(k) PLAN
Statement of Net Assets Available for Benefits

	December 31,	
	<u>2023</u>	<u>2022</u>
Investments, at fair value:		
Mutual funds	\$ 133,796,741	\$ 78,303,968
Money market fund	1,954,011	1,278,117
Self-directed brokerage account	<u>1,127,975</u>	<u>484,753</u>
Total investments, at fair value	136,878,727	80,066,838
Receivables:		
Notes receivable from participants	<u>2,882,644</u>	<u>1,992,729</u>
Net assets available for benefits	<u>\$ 139,761,371</u>	<u>\$ 82,059,567</u>

The accompanying notes are an integral part of these financial statements

LUCID MOTORS 401(k) PLAN
Statement of Changes in Net Assets Available for Benefits
For the Year Ended December 31, 2023

Additions (reductions) to net assets attributed to:

Investment income (loss):

Net appreciation (depreciation) in fair value of investments	\$	17,237,814
Dividends and interest		<u>3,089,201</u>

Total investment income (loss)		<u>20,327,015</u>
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Contributions:

Participants		41,859,903
Employer qualified non-elective contribution		429,250
Rollovers		<u>9,713,121</u>

Total contributions		<u>52,002,274</u>
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Other income:

Interest income on notes receivable from participants		<u>147,086</u>
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Total additions (reductions)		<u>72,476,375</u>
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Deductions from net assets attributed to:

Benefits paid to participants		(14,382,517)
Administration and other costs		<u>(392,054)</u>

Total deductions		<u>(14,774,571)</u>
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Net increase (decrease) in net assets		57,701,804
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Net assets available for benefits:

Beginning of year		<u>82,059,567</u>
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End of year	\$	<u><u>139,761,371</u></u>
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The accompanying notes are an integral part of these financial statements

LUCID MOTORS 401(k) PLAN

Notes to Financial Statements

December 31, 2023

Note 1: Description of Plan

The following description of the Lucid Motors 401(k) Plan (the "Plan") provides only general information. Participants should refer to the Plan documents for a more complete description of the Plan's provisions.

General: The Plan is a defined contribution plan established by Lucid USA, Inc. (the "Company" or "Plan Sponsor") on January 1, 2011, restated and amended on March 8, 2022, and is subject to the provisions of the Employee Retirement Income Security Act of 1974 ("ERISA"). The Plan includes one participating employer, Lucid Group USA, Inc. Subsequent to year end, the Plan was amended and restated effective 01/01/2024 with no significant changes to the provisions below.

The Lucid Motors Benefits Committee is the Plan administrator and retains the services of a third parties to assist in the administration of the Plan. Through December 31, 2023, the Plan's trustee was Fidelity Management Trust Company ("Fidelity").

Eligibility: Except for excluded employees, all employees of the Company are eligible to participate in the Plan. Excluded employees include employees covered by a collective bargaining agreement, unless the agreement requires the employees to be included under the Plan, temporary employees (defined as an individual who is employed for a short-term project assignment, other than an employee who is credited with one thousand (1,000) hours of service within the Plan year), leased employees, and non-resident aliens who do not receive United States source income from the Company. Participants may begin deferring a portion of their eligible compensation into the Plan immediately upon meeting the eligibility requirements. The Plan includes an automatic enrollment provision whereby all newly eligible employees are automatically enrolled into the Plan at a 5% pre-tax deferral election unless they affirmatively elect not to participate. The pre-tax deferral contribution will be annually increased by 1% each year, up to a maximum of 10% deferral rate for the participant.

Participant contributions: Participants may defer up to 92% of their eligible compensation into the Plan including Roth deferrals subject to certain anti-discriminatory tests and statutory limits. Participants age 50 or older are allowed to make "catch up" contributions during a Plan year, subject to statutory limits. Eligible participants may, in certain circumstances, "rollover" pre-tax funds accumulated under plans in which they previously participated.

Employer contributions: The Company's Board of Directors, at its sole discretion, may make qualified nonelective employer contributions. Participants must be employed on the last day of the Plan year to receive qualified nonelective employer contributions, if any. The Company made qualified nonelective employer contributions of approximately \$429,000 for the Plan year ended December 31, 2023.

LUCID MOTORS 401(k) PLAN

Notes to Financial Statements

December 31, 2023

Participant accounts: Each participant's account is credited with the participant's contribution and allocations of: (a) the Company's contributions, and (b) Plan earnings and losses. Earnings and losses are allocated to participant's accounts in proportion to each participant's share of the selected investment fund. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account. All amounts in participant accounts are participant directed.

Investment options: The Plan provides for investments to be directed by participants into a number of investment options. Participant investment options include a variety of mutual funds, a self-directed brokerage link account, and a money market fund. Participants may change their elections at any time.

Vesting: Participants are immediately vested in their employee, employer matching, if any, and rollover contributions plus actual earnings thereon. Nonelective contributions, if any, are subject to a six-year graded vesting schedule.

Notes receivable from participants: Participants may borrow from their accounts a minimum of \$1,000 up to a maximum equal to, when added to the outstanding balance of all other loans taken within a 12 month period, the lesser of \$50,000 (reduced by the excess of the highest outstanding note balance during a one-year period) or one half of the vested portion of the participant's individual account, whichever is lower. The notes are secured by no more than 50% of the vested balance in the participant's account and bear interest at prime rate plus 1.00%. Note terms range from one to five years, but may not exceed five years except for notes used for a purchase of a primary residence, which may be repaid over a longer period of up to ten years. Principal and interest are paid ratably through payroll deductions.

Payment of benefits: The Plan provides for the payment of benefits to the participant (or, if applicable, the beneficiary) at retirement, disability, death, or termination of employment. The Plan allows for participants to request a hardship withdrawal with a minimum of \$500 from their accounts. In-service distribution of a participant's vested account balance is permitted provided the participant has attained age 59 ½. Upon termination, the participants or beneficiaries may elect to leave their account balance in the Plan, or receive part or all of their vested balance in a lump sum, partials or installments. Under certain circumstances, the Plan allows for automatic lump sum distributions or Individual Retirement Account rollovers of participant vested account balances that do not exceed \$5,000.

Forfeited accounts: Forfeitures, if any, are retained in the Plan and may be used to reduce employer contributions or to pay Plan expenses. There were no forfeitures used in the current year to offset against employer contributions. Forfeitures remaining in the Plan as of December 31, 2023 and 2022 were immaterial.

Administration and other costs: Substantially all administrative expenses of the Plan are paid by the Plan. Separate fees for note processing and certain investments expenses are charged to individual participant accounts.

LUCID MOTORS 401(k) PLAN

Notes to Financial Statements

December 31, 2023

Note 2: Significant accounting policies

Basis of accounting: The accompanying financial statements of the Plan have been prepared using the accrual basis of accounting in accordance with accounting principles generally accepted (“GAAP”) in the United States of America. Contributions from participants are recorded when withheld from the participant. Benefit payments to participants are recorded when paid.

Use of estimates: The preparation of financial statements in conformity with GAAP requires management to make estimates and assumptions that affect the amounts reported in the financial statements and accompanying notes and schedule. Actual results could differ from those estimates.

Investment valuation and income recognition: The Plan’s investments are stated at fair value. The shares of registered investment companies are valued at quoted market prices, which represent the net asset values of shares held by the Plan at year-end. The money market fund is valued at cost plus accrued interest, which approximates fair value. Investments held in the self-directed brokerage account consist of common stock, certificate of deposits, government bonds, unitized investment funds, and cash and are valued based on the readily determinable market prices. Purchases and sales of securities are recorded on a trade-date basis. Interest income is recorded on the accrual basis. Dividends are recorded on the ex-dividend date. Net appreciation or depreciation includes the Plan’s gains and losses on investments bought and sold as well as held during the year.

Fair value measurements: The Plan performs fair value measurements in accordance with Financial Accounting Standards Board (“FASB”) Accounting Standards Codification (“ASC”) 820, Fair Value Measurements and Disclosures. Refer to Note 3 for the fair value measurement disclosures associated with the Plan’s investments.

Net appreciation (depreciation) in fair value of investments: The earnings, expenses, realized gains and losses, and unrealized appreciation (depreciation) in registered investments companies and other investments are recorded in the accompanying financial statements as net appreciation (depreciation) in fair value of investments.

Subsequent events: The Plan has evaluated subsequent events through the date that the financial statements were made available to be issued which is the date of the independent auditors' report.

Note 3: Fair value

The Plan performs fair value measurement in accordance with ASC 820. ASC 820 defines fair value as the price that would be received from selling an asset in an orderly transaction between market participants at the measurement date. The accounting guidance for fair value measurement requires an entity to maximize the use of observable inputs and minimize the use of unobservable inputs when measuring fair value. The standard establishes a fair value hierarchy based on the level of independent, objective evidence surrounding the inputs used to measure fair value. A financial instrument’s categorization within the fair value hierarchy is based upon the lowest level of input that is significant to the fair value measurement. The fair value hierarchy is as follows:

LUCID MOTORS 401(k) PLAN

Notes to Financial Statements

December 31, 2023

- Level 1: quoted prices in active markets for identical assets or liabilities;
- Level 2: inputs other than Level 1 that are observable, either directly or indirectly, such as quoted prices in active markets for similar assets or liabilities, quoted prices for identical or similar assets or liabilities in markets that are not active, or other inputs that are observable or can be corroborated by observable market data for substantially the full term of the assets or liabilities; or
- Level 3: unobservable inputs that are supported by little or no market activity and that are significant to the fair value of the assets or liabilities.

The method described above may produce a fair value calculation that may not be indicative of net realizable value or reflective of future fair values. Furthermore, while the Plan believes its valuation methods are appropriate and consistent with other market participants, the use of different methodologies or assumptions to determine the fair value of certain financial instruments could result in a different fair value measurement at the reporting date.

Investments measured at fair value on a recurring basis consisted of the following types of instruments as of December 31, 2023 and 2022 and have all been determined to be level 1, by the Plan administrator:

	2023	2022
Mutual funds	\$ 133,796,741	\$ 78,303,968
Money market fund	1,954,011	1,278,117
Self-directed brokerage accounts		
Unitized investment funds	518,189	327,773
Common stock	437,809	70,445
Cash and cash equivalents	99,507	86,535
Mutual funds	63,396	-
Bonds	9,074	-
Total investments measured at fair value	\$ <u>136,878,727</u>	\$ <u>80,066,838</u>

The Plan's valuation methodology used to measure the fair value of the funds above were derived from quoted market prices as substantially all of these instruments have active markets.

LUCID MOTORS 401(k) PLAN

Notes to Financial Statements

December 31, 2023

Note 4: Investments

The Plan administrator has elected the method of compliance as permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA. Accordingly, as permitted under such election, the Plan administrator instructed the Plan's independent auditors not to perform any auditing procedures with respect to the following information certified by Fidelity, the trustee of the Plan, as complete and accurate, except for comparing such information to information included in the Plan's financial statements and supplemental schedule.

The following information included in the financial statements and supplemental schedule was provided by and certified by the Plan's trustee as complete and accurate:

- Investments, at fair value as shown in the Statement of Net Assets Available for Benefits as of December 31, 2023 and 2022.
- Notes receivable from participants as shown in the Statement of Net Assets Available for Benefits as of December 31, 2023 and 2022.
- Investment income (loss) and interest income on notes receivable from participants as shown in the Statement of Changes in Net Assets Available for Benefits for the year ended presented.
- Schedule H, Line 4i – Schedule of Assets (Held at End of Year) as of December 31, 2023.

Note 5: Party-in-interest transactions

Fidelity, the Plan's trustee and recordkeeper, serves as a Plan fiduciary and service provider; therefore, these transactions qualify as party-in-interest transactions. At December 31, 2023 and 2022, the Plan held for investment approximately \$24,287,000 and \$13,987,000 respectively, in Fidelity investment funds.

Note 6: Plan termination

Although it has not expressed any intent to do so, the Company has the right under the Plan to discontinue its contributions at any time and to terminate the Plan subject to provisions of ERISA. In the event of Plan termination, participants will become 100% vested in their employer matching and nonelective account balances, in each case, if any.

LUCID MOTORS 401(k) PLAN

Notes to Financial Statements

December 31, 2023

Note 7: Income tax status

The prototype plan adopted by the Plan Sponsor obtained its latest opinion letter on June 30, 2020, in which the Internal Revenue Service stated that the prototype plan, as then designed, was in compliance with the applicable requirements of the Internal Revenue Code. Subsequent to receiving this opinion letter, the prototype plan was amended. The Plan administrator believes that the amended prototype plan, as adopted by the Plan Sponsor, is in compliance with the requirements of the Internal Revenue Code. Therefore, no provision for income taxes has been included in the Plan's financial statements.

Note 8: Risks and uncertainties

The Plan provides for investments in various investment securities which, in general, are exposed to various risks, such as interest rate, credit, and overall market volatility risks. Due to the level of risk associated with certain investment securities, it is reasonably possible that changes in the values of investment securities will occur in the near term and that such changes could materially affect the amounts reported in the statement of net assets available for benefits and participant account balances.

LUCID MOTORS 401(k) PLAN
Schedule H, Line 4i – Schedule of Assets (Held at End of Year)
December 31, 2023
EIN 26-1618465
PLAN NUMBER 001

(a)	(b)	(c)	(e)
Party in Interest	Identity of Issue, Borrower, Lessor, or Similar Party	Description of Investment, Including Maturity Date, Rate of Interest, Collateral, Par or Maturity Value	Current Value
	Mutual funds:		
*	Fidelity 500 Index Fund	Mutual Fund	\$ 16,171,137
	Vanguard Target Retirement 2055 Fund Investor Shares	Mutual Fund	15,996,474
	Vanguard Target Retirement 2050 Investor Shares	Mutual Fund	15,241,584
	Vanguard Target Retirement 2045 Fund Investor Shares	Mutual Fund	13,895,770
	Vanguard Target Retirement 2040 Investor Shares	Mutual Fund	10,814,050
	Vanguard Target Retirement 2060 Fund Investor Shares	Mutual Fund	9,764,792
	Vanguard Target Retirement 2035 Fund Investor Shares	Mutual Fund	9,685,500
	JPMorgan Large Cap Growth Fund Class R6	Mutual Fund	8,492,103
	Vanguard Target Retirement 2030 Investor Shares	Mutual Fund	6,427,404
	Vanguard Target Retirement 2065 Fund Investor Shares	Mutual Fund	4,744,028
	Vanguard Target Retirement 2025 Fund Investor Shares	Mutual Fund	3,692,969
*	Fidelity Mid Cap Index Fund	Mutual Fund	3,188,928
	Vanguard Equity Income Fund Admiral Shares	Mutual Fund	2,428,608
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	Principal MidCap Fund Class R6	Mutual Fund	1,831,846
*	Fidelity Total International Index Fund	Mutual Fund	1,747,792
	Janus Henderson Triton Fund Class N	Mutual Fund	1,305,888
	Metropolitan West Total Return Bond Fund Plan Class	Mutual Fund	992,153
	Vanguard Target Retirement 2020 Investor Shares	Mutual Fund	894,950
	Vanguard Total Bond Market Index Fund Admiral Shares	Mutual Fund	863,678
	PGIM High Yield R6	Mutual Fund	779,354
	Invesco International Small-Mid Company Fund Class R6	Mutual Fund	742,776
	Vanguard FTSE Social Index Fund Admiral Shares	Mutual Fund	742,341
	MFS International Intrinsic Value Fund Class R6	Mutual Fund	581,943
	Vanguard Target Retirement 2070 Fund	Mutual Fund	385,773
	Vanguard Target Retirement Income Fund Investor Shares	Mutual Fund	334,193
	Total mutual funds		133,796,741
	Money market fund:		
	Vanguard Federal Money Market Fund	Money Market Fund	1,954,011
	Self-directed brokerage accounts:		
		Money market fund, government bonds, certificate of deposits, EFTs, and common stocks	
*	Fidelity Brokerage Link		1,127,975
	Total investments		\$ 136,878,727
		4.25% - 9.50%, Maturing through 2033	
*	Notes receivable from participants		\$ 2,882,644
*	A party-in-interest as defined by ERISA		
	Column (d), cost, has been omitted as all investments are participant directed		

Sensiba LLP
5960 Inglewood Drive, Suite 201
Pleasanton, CA 94588

Ladies and Gentlemen:

This representation letter is provided in connection with your audit of the financial statements of Lucid Motors 401(k) Plan (the “Plan”) an employee benefit plan subject to the Employee Retirement Income Security Act of 1974 (“ERISA”), which comprise the statements of net assets available for benefits as of December 31, 2023 and 2022, and the related statement of changes in net assets available for benefits for threec year ended December 31, 2023, schedule H, line 4i – schedule of assets (held at end of year) as of December 31, 2023, and the related notes to the financial statements.

We have elected to have the audit of the Plan’s financial statements performed in accordance with ERISA Section 103(a)(3)(C) pursuant to 29 CFR 2520.103-8 of the Department of Labor’s (“DOL”) Rules and Regulations for Reporting and Disclosure under ERISA. We acknowledge that the audit did not extend to any statements or information related to assets held for investment of the Plan (investment information) by a bank or similar institution or insurance carrier, that is regulated, supervised and subject to periodic examination by a state or federal agency, a qualified institution, that prepared and certified the investment information in accordance with 29 CFR 2520.103-5 of the DOL’s Rules and Regulations for Reporting under ERISA. We have determined that an ERISA Section 103(a)(3)(C) audit is permissible under the circumstances. We have also determined that the investment information is prepared and certified by a qualified institution as described by 29 CFR 2520.103-8, that the certification meets the requirements in 29 CFR 2520.103-5 and that the certified investment information is appropriately measured, presented, and disclosed in accordance with accounting principles generally accepted in the United States of America (“U.S. GAAP”).

Certain representations in this letter are described as being limited to matters that are material. Omission or misstatements are considered material, regardless of size, if they involve the omission or misstatement of accounting information that, in light of surrounding circumstances, makes it probable that the judgment of a reasonable person relying on the information would be changed or influenced by the omission or misstatement.

The information contained herein is deemed to be confidential by Lucid USA, Inc. (the “Plan Sponsor”) and the Lucid Motors Benefits Committee, as the current “Plan Administrator,” and is being given at the request of the Plan Sponsor and the Plan Administrator for the sole purpose of assisting you in your examination of the Plan’s financial statements.

Accordingly, you are to retain the confidentiality of this information; provided, however, that you may release such information subject to your confidentiality standards and only under the following circumstances: (i) the Plan Sponsor or the Plan Administrator authorize you to disclose it, or (ii) you are required by law or in connection with governmental regulations or activities, or a legal, arbitration or administrative proceeding, in which case, you will provide us with as much advance written notice as is reasonable under the circumstances of such activity or proceeding (but in no event less than five (5) business days) such that we may initiate such legal action as we deem appropriate to protect such information and, if we fail to do by the specified deadline then you may proceed in releasing such information to the minimum extent necessary, or (iii) if the DOL requests certain engagement documentation that is available to you, or this engagement is selected in connection with the AICPA Peer Review Program (which itself is subject to your confidentiality standards) then you will so notify us in writing to the extent permitted by the DOL or the AICPA Peer Review Program and you will release only the minimum information necessary.

We confirm that, to the best of our knowledge and belief, having made such inquiries as we considered necessary for the purpose of appropriately informing ourselves as of the date of this letter the following representations made to you during your audit:

Financial Statements

- We have fulfilled our responsibilities, as set out in the terms of the Statement of Work dated June 7, 2024, for the preparation and fair presentation of the financial statements in accordance with U.S. GAAP, and the notes include all the disclosures required by laws and regulations in which the Plan is subject, including the DOL Rules and Regulations for Reporting and Disclosure under ERISA.
- We acknowledge our responsibility for administering the Plan and determining the Plan's transactions that are presented and disclosed in the ERISA Plan financial statements are in conformity with the Plan provisions, including maintaining sufficient records with respect to each of the participants to determine the benefits due or which may become due to such participants.
- We acknowledge our responsibility for the design, implementation, and maintenance of internal control relevant to the preparation and fair presentation of financial statements, notes, and supplemental schedule that are free from material misstatement, whether due to fraud or error.
- We acknowledge our responsibility for the design, implementation, and maintenance of internal control to prevent and detect fraud.
- Significant assumptions used by us in making accounting estimates, including those measured at fair value, are reasonable. The methods and significant assumptions used result in a measure of fair value appropriate for financial measurement and disclosure purposes.

- We are responsible for the estimation methods and assumptions used in measuring assets and liabilities reported or disclosed at fair value, including information obtained from brokers, pricing services, or other third parties. Our valuation methodologies have been consistently applied from period to period. The fair value measurements reported or disclosed represent our best estimate of fair value as of the measurement date in accordance with the requirements of Financial Accounting Standards Board (FASB) Accounting Standards Codification (ASC) 820, *Fair Value Measurement*. In addition, our disclosures related to fair value measurements are consistent with the objectives outlined in FASB ASC 820.
- All related party relationships and transactions have been appropriately recorded or disclosed in accordance with the requirements of U.S. GAAP.
- Transactions with parties in interest, as defined in Section 3(14) of ERISA and regulations thereunder, including sales, purchases, loans, transfers, leasing arrangements, and guarantees, and amounts receivable from, or payable to, related parties have been appropriately disclosed.
- All events subsequent to the date of the financial statements and for which U.S. GAAP requires adjustment or disclosure have been adjusted or disclosed.
- The effects of uncorrected misstatements are immaterial both individually and in the aggregate, to the financial statements as a whole, if any.
- The effects of all known actual or threatened litigation and claims (that our lawyers have advised us are probable of assertion) have been accounted for and disclosed in accordance with U.S. GAAP.
- We have no intentions to terminate the Plan.
- Guarantees, whether written or oral, under which the Plan is contingently liable to a bank or another lending institution have been properly recorded or disclosed in the financial statements.
- We have properly reported and disclosed amendments to the Plan instrument, if any.
- You provided a nonattest service by assisting us with drafting the financial statements and supplemental schedule. In connection with the nonattest service, we have performed the following:
 - Made all management decisions and performed all management functions;
 - Assigned Joe Rafloski, Director, Global Benefits, to oversee the services;
 - Evaluated the adequacy of the services performed;
 - Evaluated and accepted responsibility for the result of the service performed; and
 - Established and maintained internal controls, including monitoring ongoing activities.
- We acknowledge our responsibility for the presentation of the ERISA-required supplemental schedule in accordance with the DOL's Rules and Regulations for Reporting and Disclosure under ERISA.
- We believe the supplemental schedule, including their form and content, are presented in conformity with the DOL's Rules and Regulations for Reporting and Disclosure under ERISA.

Information Provided

- We have provided you with:
 - Access to all information, of which we are aware that is relevant to the preparation and fair presentation of the financial statements, such as financial records and related data, plan instruments, trust agreements, insurance contracts, or investments contracts, and amendments to such documents entered into during the year, in each case, as applicable;
 - The most current plan instrument for the audit period, including all amendments;
 - A draft of the Form 5500 that is substantially complete;
 - Additional information that you have requested from us for the purpose of the audit;
 - Unrestricted access to persons within the Plan from whom you determined it necessary to obtain audit evidence;
 - All minutes of the Lucid Motors Benefits Committee or summaries of actions of recent meetings for which minutes have not yet been prepared for the period of January 1, 2023 to the date of this letter;
- Management acknowledged that the audit report and financial statements will not be issued with an annual report, as such, no emphasis of a matter related to annual reporting is deemed necessary.
- All reports provided for the purpose of the audit have determined to be accurate and complete.
- All transactions have been recorded in the accounting records and are reflected in the financial statements.
- Financial instruments with off-balance-sheet risk and financial instruments with concentrations of credit risk have been properly recorded or disclosed in the financial statements.
- The Plan or trust has satisfactory title to all owned assets that are recorded at fair value, and all liens, encumbrances, or security interest requiring disclosure in the financial statements have been properly disclosed.
- We have disclosed to you the results of our assessment of the risk that the financial statements may be materially misstated as a result of fraud.
- We have provided to you our evaluation of the entity's ability to continue as a going concern, including significant conditions and events present, and we believe that our use of the going concern basis of accounting is appropriate.
- We have no knowledge of any fraud or suspected fraud that affects the Plan and involves:
 - Management,
 - Employees who have significant roles in internal control, or
 - Others where the fraud could reasonably be expected to have a material effect on the financial statements.
- We have no knowledge of any allegations of fraud, affecting the Plan's financial statements communicated to management by employees, former employees, participants, regulators, beneficiaries, service providers, or third-party administrators.
- We have disclosed to you all known instances of noncompliance with laws and regulations whose effects should be considered when preparing financial statements.

- We are not aware of any pending or threatened litigation, claims, and assessments whose effects should be considered when preparing the financial statements and we have not consulted legal counsel concerning such litigation, claims (exclusive of claims for benefits in the ordinary course), or assessments affecting the Plan, except as has been disclosed to you.
- There are no other matters (e.g., breach of fiduciary responsibilities, nonexempt transactions, loans or loans in default, or events that could reasonably be expected to jeopardize the tax status) that legal counsel has advised us must be disclosed.
- We have disclosed to you the identity of the Plan's related parties and parties in interest and all the related party and party in interest relationships and transactions of which we are aware.
- We have apprised you of all communications, whether written or oral, with regulatory agencies concerning the operation of the Plan.
- All required filings with the appropriate agencies have been made.
- The Plan (and the trust established under the Plan) is materially qualified under the appropriate section of the Internal Revenue Code and we intend to continue it as a qualified plan (and trust). Except as has been disclosed to you, the Plan Sponsor has operated the Plan and trust in a manner that did not materially jeopardize this tax status.
- The Plan has complied with the DOL's regulations concerning the timely remittance of participant contributions to the Plan's trust, except as otherwise disclosed.
- The Plan has complied with the fidelity bonding requirements of ERISA.
- The form and content of the Schedule of Assets (Held at End of Year) are fairly presented in accordance with the DOL's Rules and Regulations for Reporting and Disclosure under ERISA.
- There are no:
 - Nonexempt party in interest transactions (as defined in ERISA Section 3[l4] and regulations under that section) that were not disclosed in the supplemental schedule or financial statements.
 - Investments in default or considered to be uncollectible that were not disclosed in the supplemental schedule.
 - Reportable transactions (as defined in ERISA Section 103[b][3][H] and regulations under that section) that were not disclosed in the supplemental schedule.
- The Plan obtained its latest opinion letter on June 30, 2020, in which the Internal Revenue Service stated that the form of the prototype plan, as then designed, was in compliance with the applicable requirements of the Internal Revenue Code. The prototype plan has been amended since receiving the opinion letter. However, the Plan administrator believes that the Plan is currently designed and being operated in substantial compliance with the applicable requirements of the Internal Revenue Code. Therefore, the Plan was intended to be qualified and the related trust was tax-exempt as of the financial statement date.
- The plan has not registered employer stock as a participant-directed option for employee deferrals at this time and does not meet the Securities and Exchange Commission's 11-K reporting requirements.

- Management acknowledges that the Plan is not a multiple employer plan, and is in fact, a single employer. While the Plan indicates the participation of multiple companies within the employee benefit plan, these participating companies are sub-entities and affiliates of the Company and not separate employers.
- Management believes all eligible pay codes are accurately reflected in the definition of eligible compensation in accordance with the Plan’s documents in our internal mapping except for relocation and paid time off post-severance (unused leave). We will work with Dayforce to update the pay codes in our internal mapping in accordance with the Plan’s definition of compensation.
- Except as otherwise disclosed to you, we believe that all employee contribution percentages for deferral into the Plan that are being withheld from such participants’ pay is the proper and most recent amounts that the employees have elected.
- We believe that all approved employees pay rates and pay rate changes were properly authorized and implemented in a timely manner.
- There have been no cybersecurity breaches or other cyber events whose effects should be considered for disclosure in the financial statements, as a basis for recording a loss contingency, or otherwise considered when preparing the financial statements.

Gagan Dhingra

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Signature

Oct 15, 2024

Date

Gagan DhingraInterim CFO

NameTitle

Signed by:

Michelle W McKinney

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Signature

10/15/2024

Date

Michelle LJ MckinneyHead of Global Total Rewards

NameTitle