
**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

Schedule 14A

Proxy Statement Pursuant to Section 14(a) of the Securities Exchange Act of 1934
(Amendment No.)

Filed by the Registrant

Filed by a party other than the Registrant

Check the appropriate box:

Preliminary Proxy Statement

Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))

Definitive Proxy Statement

Definitive Additional Materials

Soliciting Material under § 240.14a-12

Faraday Future Intelligent Electric Inc.
(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check all boxes that apply):

No fee required

Fee paid previously with preliminary materials.

Fee computed on table in exhibit required by Item 25(b) per Exchange Act Rules 14a- 6(i)(1) and 0-11

Faraday Future Intelligent Electric Inc. (the “Company”) established the following websites: <https://www.ff.com/us/proxy-voting-0306/> and <https://www.faradayfuturecn.com/cn/proxy-voting-0306/> to communicate with the Company’s stockholders on matters relating to the Company’s special meeting of stockholders to be held on March 30, 2023.

Faraday Future Intelligent Electric Special Meeting of Stockholders Vote Today



Why It Matters

Faraday Future Intelligent Electric Inc. plans to hold a Special Meeting of Stockholders on **March 30th, 2023**. **The Company recommends that all Faraday Future stockholders as of February 3rd, 2023 vote in favor of such proposals.** Additional information about the Special Meeting of Stockholders can be found [here](#).

Why we need your VOTES on the upcoming Special Meeting of Stockholders:

With the most recent financing commitment of \$135 million, the Company has already received a portion of the funds and \$10 million is scheduled to be funded in March 2023. However, under applicable Nasdaq rules and regulations, stockholder approval is necessary to complete the financing transaction as it involves the issuance of a number of shares that exceed 19.99% of the shares currently outstanding. Following such stockholder approval, \$55 million will be funded within 5 business days after the Company’s registration statement for the shares underlying the financing transaction becomes effective.

The Special Meeting of Stockholders will be held on **March 30th, 2023**. Whether or not you plan to attend, your vote is very important. You can vote your shares by internet, telephone, or mail.

Your vote is very important! Please vote your shares today!

VOTE ONLINE

HIGHLY RECOMMENDED

1. Locate the web address on the voting instruction form received in the mail, follow the link in the email received, or follow the link to vote online below.
2. Locate the unique Control Number on the voting instruction form.
3. Access the designated voting website by entering your unique Control Number.
4. Follow the instructions provided.

VOTE WITH YOUR SMARTPHONE

Vote by scanning the Quick Response Code or “QR Code” on the Proxy Card/VIF enclosed.



VOTE BY CALLING

Call **1-800-690-6903** with a touch-tone phone to vote using an automated system.

VOTE BY MAIL

Mark, sign and date your ballot and return it in the postage-paid envelope provided.

Please have your proxy card in hand when accessing the website. There are easy-to-follow directions to help you complete the electronic voting instruction form.



[**Click here to vote**](#)

Stockholders who need assistance voting or have questions regarding the Special Meeting may contact Faraday Future Intelligent Electric's proxy solicitor, Georgeson LLC.

Phone: 1-866-295-8105 (toll-free within the United States) or 1-781-575-2137 (outside of the United States)

Email: Faraday@georgeson.com

You can refer to the step-by-step guidance below if you wish to vote online (*Highly Recommended*).

Instruction: ProxyVote

2023/05/09 09:37:31 CDT A 110 18 003447 W

10

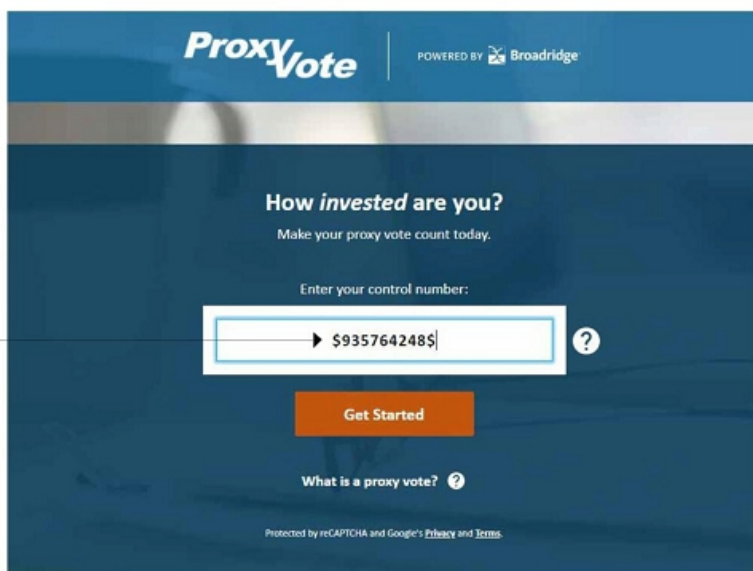


VOTE ONLINE 线上投票

[HTTPS://WWW.PROXYVOTE.COM](https://www.proxyvote.com)

LOCATE THE UNIQUE CONTROL NUMBER
ON THE VOTING INSTRUCTION FORM
AND ENTER YOUR CONTROL NUMBER

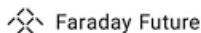
在投票说明表上找到唯一的控制编号，
在此输入您的控制编号



Instruction: ProxyVote

2023/05/09 09:37:31 CDT A 110 18 003447 W

11

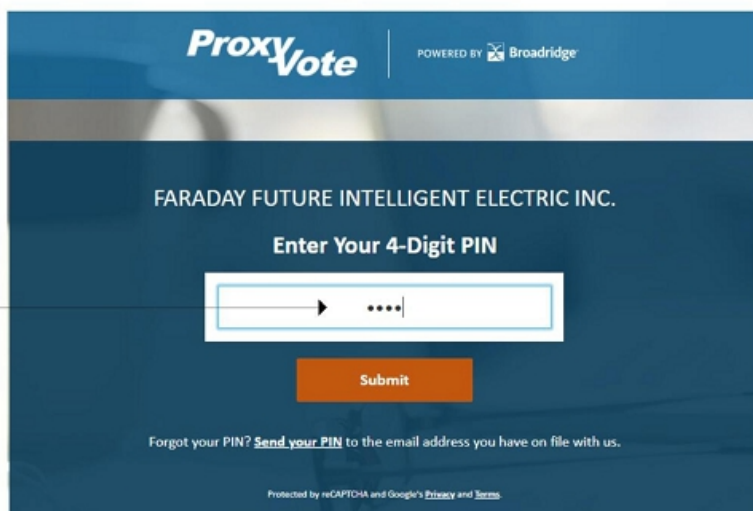


VOTE ONLINE 线上投票

[HTTPS://WWW.PROXYVOTE.COM](https://www.proxyvote.com)

ENTER YOUR 4-DIGIT PIN

输入您的4位PIN码



2023 Special Meeting

To be held Tuesday, February 28, 2023

Meeting Agenda

Not Voted

Vote by February 27, 2023 11:59 p.m. EST

Documents to Review Before You Vote: ?



Proposal(s)

For holders as of Tuesday, January 31, 2023. Votes can be changed until the voting deadline.

Make your selections below, using the options on the right side of the page.

STEP 1
第一步

1. To approve, as is required by the applicable rules and regulations of the Nasdaq Stock Market, advances of common stock of the Company issued or to be issued to YA II Pte. Ltd., an affiliate of Torinville Advisors Global, LP, pursuant to the Standby Equity Purchase Agreement, dated November 11, 2022, between the Company and YA II Pte. Ltd., including the issuance of any shares in excess of 15.99% of the issued and outstanding shares of the Company's common stock (the "Torinville Share Issuance Proposal") For Against Abstain ⊗

Board Recommendation: For

STEP 2
第二步

2. To approve and adopt an amendment to the Company's Second Amended and Restated Certificate of Incorporation to increase the number of authorized shares of Class A common stock from \$11,000,000 to 1,690,000,000, increasing the total number of authorized shares of common stock and preferred stock from 900,000,000 to 1,775,000,000 (the "Share Authorization Proposal") For Against Abstain ⊗

Board Recommendation: For

STEP 3
第三步

CUSIP: 307359

By clicking Submit Vote, I am hereby appointing a proxy.

Reset All

Submit Vote >

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Faraday Future Intelligent Electric Special Meeting of Stockholders Vote Today



您的每一票都很重要！

Faraday Future计划于**2023年3月30日**召开特别股东大会。FFIE特别股东大会将于美国西部时间2023年3月30日上午9:00（北京时间2023年3月31日凌晨0:00）举行。截至2023年2月3日收市时持有FFIE股份的投资者，均有权参与投票。召开本次特别股东大会有最低法定人数要求。电话和网络代理投票通道现已开放，欢迎股东积极参与并投票。

公司已收到1.35亿美元融资承诺中的部分资金，剩余承诺中的1,000万美元计划在2023年3月到位。另外，根据纳斯达克相关规则和条例，需要获得股东批准才能完整履行本融资交易，因为涉及超过目前已发行股票的19.99%的股份发行。股东批准后，另外的5,500万美元将在公司融资交易相关股份的注册声明生效后的5个工作日内到账。

有关特别股东大会的更多信息，请[点击此处](#)查阅更多信息。

特别股东大会将于2023年3月30日举行，您的每一票都很重要。

我们建议位于亚洲的股东通过下方投票流程进行投票：

需要投票协助或对本次特别会议有疑问的股东可以联系Faraday Future Intelligent Electric的投票代理方Georgeson LLC：

- 联系电话：1-866-295-8105（美国境内免费）或 1-781-575-2137（美国境外）。
- 电子邮件：Faraday@georgeson.com

您也可以联系FF中国投资者关系部门以获取中文服务：

- 您可以发送邮件至cn-ir@ff.com。
- 您也可[点击这里](#)下载FF Intelligent App，与App中的“投资者关系”账号联系：

投票流程

股份注册在投资者名下的（“在册股东”）和股份通过券商或其他经纪人（“经纪人”）名义注册而投资者为实益人的（“实益人”），投票路径略有不同。

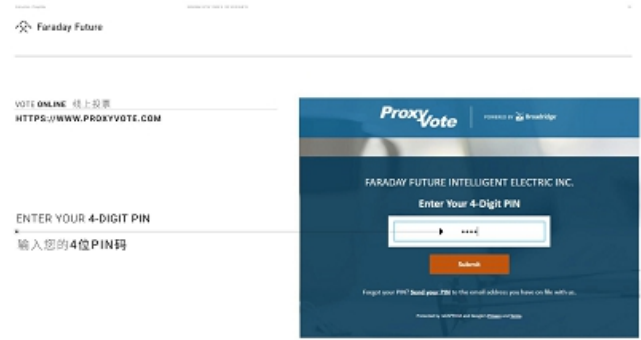
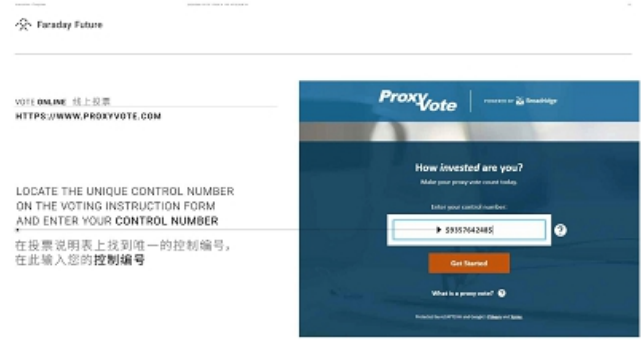
如果您是**个人投资者**（个人投资者请填写），建议您：


- 联系您的经纪人，告知您的投票意愿，以获得合法有效的投票指引和投票通道。
- 按照您经纪人的投票指引完成投票。
- 公司已整理部分经纪人的投票申请流程，以节省股东与经纪人的前期沟通时间。欢迎您联系FF投资者关系部门获取相应信息。

经纪人接受投票申请的时间通常会早于特别股东大会召开时间，建议您尽早联系您的经纪人并尽量在3月中旬完成投票，以确保您的股份能按照您的意见在股东大会上投票。

如果您是**机构投资者**，建议您：

- 检查是否收到投票代理卡或获得控制码（Control Number），控制码具有唯一性。
- 如果您已经收到投票卡或控制码，您可参考下方投票指南完成线上投票。





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京ICP备19018825号-1  京公网安备 11010502045145号

On March 8, 2023, the Company sent the following email to its employees:

Subject: Need Your Votes for 2nd Special Stockholder Meeting

Dear Futurists,

Thank you for your votes! At the February 28th special meeting of stockholders, we received sufficient votes that were in favor of the increase in authorized shares. However, we have another upcoming special meeting of stockholders on **March 30, 2023** to vote on the approval of the recent financing transaction as it involves the issuance of a number of shares that exceeds 19.99% of the shares outstanding. Your ballots and emails have been sent out and you should have received voting instructions by now. Please vote NOW to approve the \$135 million in financing commitments. If you have any questions regarding to the voting, please refer to our voting guide at <http://www.ff.com/vote>

Why we need your VOTES on the upcoming Special Meeting of Stockholders:

With the most recent financing commitment of \$135 million, the Company has already received a portion of the funds and \$10 million is scheduled to be funded in March 2023. However, under applicable Nasdaq rules and regulations, stockholder approval is necessary to complete the financing transaction as it involves the issuance of a number of shares that exceeds 19.99% of the shares currently outstanding. Following such stockholder approval, \$55 million will be funded within 5 business days after the Company's registration statement for the shares underlying the financing transaction becomes effective. The Company and the board recommend that all Faraday Future stockholders as of **February 3rd, 2023, VOTE IN FAVOR** of such proposals.

Please encourage your colleagues, friends, and whoever holds FFIE stocks to vote as soon as they can. Much appreciated for your help!

The Special Meeting will be held for the purpose of voting upon two proposals:

Proposal 1: Proposal to approve, as is required by the applicable rules and regulations of the Nasdaq Stock Market, transactions involving Tranche C and D notes and warrants of the Company issued or to be issued to FF Simplicity Ventures LLC, Senyun International Limited, Acuitas Capital, LLC, RAAJJ Trading LLC and/or their affiliates as contemplated by Amendment No. 6 to the Securities Purchase Agreement, dated August 14, 2022, as amended on September 23, 2022, September 25, 2022, October 24, 2022, November 8, 2022, December 28, 2022, January 25, 2023, and February 3, 2023, among the Company, FF Simplicity Ventures LLC, and the purchasers party thereto, including the issuance of any shares in excess of 19.99% of the issued and outstanding shares of the Company's common stock in respect of such notes and warrants (the "Share Issuance Proposal").

THE BOARD RECOMMENDS VOTING "FOR" THE SHARE ISSUANCE PROPOSAL.

Proposal 2: Proposal to ratify the selection of Mazars USA LLP as the independent registered public accounting firm of the Company for the year ended December 31, 2022 (the "Auditor Ratification Proposal").

THE BOARD RECOMMENDS VOTING "FOR" THE AUDITOR RATIFICATION PROPOSAL.

Additional information about the special stockholders meeting can be found [HERE](#). Whether or not you plan to attend, your vote is very important. You can vote your shares by internet, telephone, or mail.

Find the voting instruction here:

<https://www.ff.com/us/proxy-voting-0306/> (English)

<https://www.faradayfuturecn.com/cn/proxy-voting-0306/> (Chinese)

If you have any questions, please contact Capital Markets Department: Mark.Sun@ff.com

Your vote is very important! Please vote your shares today!
