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**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

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)

N/A

(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.
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**FARADAY FUTURE INTELLIGENT ELECTRIC INC.**

**18455 S. Figueroa Street  
Gardena, California 90248**

**NOTICE OF SPECIAL MEETING OF STOCKHOLDERS  
TO BE HELD ON FEBRUARY 13, 2026**

Dear Stockholder:

You are cordially invited to attend a Special Meeting of Stockholders (including any adjournment, postponement or rescheduling thereof, the “Special Meeting”) of Faraday Future Intelligent Electric Inc., a Delaware corporation (“FF” or the “Company”), which will be held on February 13, 2026 at 9:00 a.m. Pacific Time. The Special Meeting will be held in a virtual meeting format only, via live audio webcast. Stockholders will not be able to attend the Special Meeting in person. To attend the Special Meeting, please visit [www.virtualshareholdermeeting.com/FFAI2026SM](http://www.virtualshareholdermeeting.com/FFAI2026SM). The live audio webcast will begin promptly at 9:00 a.m. Pacific Time, with online access beginning at 8:45 a.m. Pacific Time. If you plan to attend the Special Meeting, please refer to the attendance and registration information in the accompanying proxy statement (the “Proxy Statement”).

The Special Meeting will be held for the purpose of voting upon the following proposals (each of which is a “Proposal” and, together, the “Proposals”):

1. To approve an amendment to the Company’s Third Amended and Restated Certificate of Incorporation, as amended (the “Charter”), to increase the number of authorized shares of the Company’s Class A common stock, par value \$0.0001 per share (the “Class A Common Stock”), and Class B common stock, par value \$0.0001 per share (the “Class B Common Stock,” and, together with the Class A Common Stock, the “Common Stock”), by 79,814,454, from 232,470,985 to 312,285,439 (representing an increase of approximately 34%), and increase the number of authorized shares of the Company’s Preferred Stock, by 6,156,265 shares, from 17,931,000 to 24,087,265, so that the total number of authorized shares of the Company’s Common Stock and Preferred Stock will be increased from 250,401,985 shares to 336,372,704 shares (the “Share Authorization Proposal”).
2. To approve an amendment to the Company’s Charter to change the Company’s name from Faraday Future Intelligent Electric Inc. to Faraday Future AI Electric Vehicle Inc. (the “Name Change Proposal”).
3. To approve one or more adjournments of the Special Meeting by the Company from time to time to permit further solicitation of proxies, if necessary or appropriate, if sufficient votes are not represented at the Special Meeting to approve one or more Proposals at the time of such adjournment or if otherwise determined by the chairperson of the Special Meeting to be necessary or appropriate (the “Adjournment Proposal”).

Other business will be transacted as may properly come before the Special Meeting.

Each Proposal is more fully described in the Proxy Statement accompanying this notice. **THE BOARD RECOMMENDS VOTING “FOR” EACH OF THE PROPOSALS.**

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This Notice of Special Meeting, the accompanying Proxy Statement and the form of proxy are first being mailed on or about January 8, 2026 to stockholders of record as of December 23, 2025 (the "Record Date"). Only stockholders of record at the close of business on the Record Date may vote at the Special Meeting.

**YOUR VOTE IS IMPORTANT. WHETHER OR NOT YOU PLAN TO ATTEND THE SPECIAL MEETING. WE ENCOURAGE YOU TO READ THE PROXY STATEMENT AND SUBMIT YOUR PROXY OR VOTE INSTRUCTIONS AS SOON AS POSSIBLE SO THAT YOUR SHARES MAY BE VOTED IN ACCORDANCE WITH YOUR WISHES AND SO THAT THE PRESENCE OF A QUORUM MAY BE ASSURED.**

You may cast your vote over the Internet, by telephone or by completing and mailing the enclosed proxy card by following the instructions on the proxy card. Signing and returning the proxy card or submitting your proxy by Internet or telephone in advance of the Special Meeting will not prevent you from voting at the Special Meeting if you attend virtually, but will assure that your vote is counted if you are unable to attend the Special Meeting. Proxies forwarded by or for banks, brokers or other nominees should be returned as requested by them. We encourage you to vote promptly to ensure your vote is represented at the Special Meeting, regardless of whether you plan to attend the Special Meeting.

If you have any questions or need assistance voting, please contact our proxy solicitor:

Georgeson LLC  
51 West 52<sup>nd</sup> Street, 6<sup>th</sup> Floor  
New York, NY 10019  
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

This 8<sup>th</sup> day of January, 2026.

By Order of the Board of Directors

/s/ Matthias Ayt

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Matthias Ayt

*Global Co-Chief Executive Officer  
Gardena, California*

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Proxy Statement

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**FARADAY FUTURE INTELLIGENT ELECTRIC INC.**

**18455 S. Figueroa Street  
Gardena, California 90248**

**SPECIAL MEETING OF STOCKHOLDERS TO BE HELD ON FEBRUARY 13, 2026**

**PROXY STATEMENT**

**INTRODUCTION**

This proxy statement (this “Proxy Statement”) and the accompanying proxy card are being furnished to stockholders of Faraday Future Intelligent Electric Inc., a Delaware corporation (“FF,” the “Company,” “our,” “us,” or “we”), in connection with the solicitation of proxies by our board of directors (the “Board”) for use at a Special Meeting of Stockholders to be held February 13, 2026 (including any adjournment, postponement or rescheduling thereof, the “Special Meeting”). The Special Meeting will be held at 9:00 a.m. Pacific Time. The Special Meeting will be held in a virtual meeting format only, via live audio webcast. Stockholders will not be able to attend the Special Meeting in person. To attend the Special Meeting, please visit [www.virtualshareholdermeeting.com/FFAI2026SM](http://www.virtualshareholdermeeting.com/FFAI2026SM). The live audio webcast will begin promptly at 9:00 a.m. Pacific Time, with online access beginning at 8:45 a.m. Pacific Time. You will be able to vote and submit questions online through the virtual meeting platform during the Special Meeting.

Only stockholders of record as of the close of business on December 23, 2025, the record date for determination of the stockholders entitled to vote at the Special Meeting (the “Record Date”), will be entitled to vote at the Special Meeting.

**INFORMATION ABOUT THE SPECIAL MEETING**

**THE INFORMATION PROVIDED IN THE “QUESTIONS AND ANSWERS” FORMAT BELOW IS FOR YOUR CONVENIENCE AND INCLUDES ONLY A SUMMARY OF CERTAIN INFORMATION CONTAINED IN THIS PROXY STATEMENT. YOU SHOULD READ THIS ENTIRE PROXY STATEMENT CAREFULLY.**

**Why am I receiving these materials?**

You are receiving this Proxy Statement and the enclosed proxy card because the Board is soliciting your vote at the Special Meeting. This Proxy Statement summarizes material information with respect to the Special Meeting and the proposals being voted upon thereat. You may cast your vote over the Internet, by telephone or by completing and mailing the enclosed proxy card by following the instructions on the proxy card. You do not need to attend the Special Meeting to vote your shares.

**What proposals will be voted on at the Special Meeting? What are the Board’s voting recommendations?**

<b>Proposals</b>	<b>Board’s Recommendation</b>	<b>More Information</b>
Proposal 1      Approval of an amendment to the Charter, to increase the number of authorized shares of the Company’s Common Stock by 79,814,454, from 232,470,985 to 312,285,439 (representing an increase of approximately 34 %), and increase the number of authorized shares of the Company’s Preferred Stock, by 6,156,265 shares, from 17,931,000 to 24,087,265, so that the total number of authorized shares of the Company’s Common Stock and Preferred Stock will be increased from 250,401,985 shares to 336,372,704 shares (the “Share Authorization Proposal”)	<b>FOR</b>	Page 12
Proposal 2      Approval of an amendment to the Charter to change the Company’s name from Faraday Future Intelligent Electric Inc. to Faraday Future AI Electric Vehicle Inc. (the “Name Change Proposal”)	<b>FOR</b>	Page 13
Proposal 3      Approval of one or more adjournments of the Special Meeting by the Company from time to time to permit further solicitation of proxies, if necessary or appropriate, if sufficient votes are not represented at the Special Meeting to approve one or more Proposals at the time of such adjournment or if otherwise determined by the chairperson of the Special Meeting to be necessary or appropriate (the “Adjournment Proposal”)	<b>FOR</b>	Page 14

**WE ENCOURAGE YOU TO RETURN YOUR PROXIES OR VOTING INSTRUCTIONS FOR THE SPECIAL MEETING TO ENSURE THAT YOUR VOTES ARE COUNTED ON EACH MATTER THAT IS BROUGHT TO A VOTE OF THE COMPANY’S STOCKHOLDERS.**

**What happens if other business not discussed in this Proxy Statement comes before the Special Meeting?**

The Board knows of no other matters to be brought before the Special Meeting. If any other business should properly come before the Special Meeting, the persons named in the proxy will vote on such matters according to their best judgment.

**When and where will the Special Meeting be held?**

The Special Meeting will be held on February 13, 2026 at 9:00 a.m. Pacific Time at [www.virtualshareholdermeeting.com/FFAI2026SM](http://www.virtualshareholdermeeting.com/FFAI2026SM).

**How can I attend the Special Meeting?**

Stockholders as of the Record Date (or their authorized representatives) may attend, vote and submit questions virtually at the Special Meeting by logging in at [www.virtualshareholdermeeting.com/FFAI2026SM](http://www.virtualshareholdermeeting.com/FFAI2026SM). To log in, stockholders (or their authorized representatives) will need the control number provided on their proxy card or voting instruction form. If you are not a stockholder or do not have a control number, you may still access the Special Meeting as a guest, but you will not be able to submit questions or vote at the Special Meeting.

The Special Meeting will begin promptly at 9:00 a.m. Pacific Time, on February 13, 2026. We encourage you to access the Special Meeting prior to the start time. Online access will open at 8:45 a.m. Pacific Time, and you should allow ample time to log in to the meeting webcast and test your computer audio system. We recommend that you carefully review the procedures needed to gain admission in advance.

**What if I have technical difficulties or trouble accessing the virtual Special Meeting?**

We will have technicians ready to assist you with any technical difficulties you may have accessing the virtual Special Meeting. If you encounter any difficulties accessing the virtual meeting during check-in or during the meeting, please call the technical support number that will be posted on the virtual stockholder meeting login page at [www.virtualshareholdermeeting.com/FFAI2026SM](http://www.virtualshareholdermeeting.com/FFAI2026SM).

**What is the quorum requirement?**

A quorum of stockholders is necessary to hold the Special Meeting and vote upon the proposals and consider such other business as may properly come before the Special Meeting. One-third of the combined voting power of the outstanding shares of Common Stock, Series B Preferred Stock, par value \$0.0001 per share (the "Series B Preferred Stock") and Series A Preferred Stock, par value \$0.0001 per share (the "Series A Preferred Stock"), entitled to vote at any meeting of stockholders, the holders of which are present by virtual attendance or represented by proxy duly authorized, shall constitute a quorum. On the Record Date, there were 198,299,256 shares of Common Stock outstanding and entitled to vote, 7,404,451 shares of Series B Preferred Stock and one share of Series A Preferred Stock outstanding and entitled to vote. Thus, the holders of 68,567,903 shares must be present by virtual attendance or represented by proxy at the Special Meeting to have a quorum.

Shares must be present by virtual attendance or represented by proxy at the Special Meeting to have a quorum.

In addition, unless at least one-third of the shares of Common Stock outstanding on the Record Date are present by virtual attendance at the Special Meeting or represented by proxy, the holder of Series A Preferred Stock will not cast any votes on the Share Authorization Proposal.

Your shares will be counted towards the quorum only if you submit a valid proxy (or one is submitted on your behalf by your broker, bank or other nominee) or if you vote online at the Special Meeting. Abstentions and broker non-votes will be counted towards the quorum requirement.

If there is no quorum, the Special Meeting may be adjourned to another date by the holders of a majority of shares present by virtual attendance at the meeting or represented by proxy or by the chairperson of the meeting without any action by the stockholders to permit further solicitation of proxies.

## Who is entitled to vote?

The Record Date for the Special Meeting is the close of business on December 23, 2025. As of the Record Date, 205,703,708 shares were entitled to vote, consisting of 198,292,589 shares of Class A Common Stock, 6,667 shares of Class B Common Stock, 7,404,451 shares of Series B Preferred Stock and one share of Series A Preferred Stock. Only holders of record of Common Stock as of the Record Date will be entitled to notice of, and to vote at, the Special Meeting. Each stockholder is entitled to one vote for each share of Class A Common Stock and/or Class B Common Stock and 7,000,000,000 votes for each share of Series A Preferred Stock held by such stockholder on the Record Date.

The share of Series A Preferred Stock may only vote on the Share Authorization Proposal as described below.

On December 23, 2025, the holder of all of the issued and outstanding shares of Class B Common Stock, pursuant to and in accordance with Article VI, Section 6.1 of the Charter and Section 229 of the Delaware General Corporation Law, approved on behalf of the Class B Common Stock (among other things) the issuance of the share of Series A Preferred Stock and terms of the Series A Preferred Stock.

## How many votes do I have?

For each proposal on the agenda for the Special Meeting, you have one vote for each share of Common Stock you owned as of the Record Date. The holder of the one outstanding share of our Series A Preferred Stock has 7,000,000,000 votes but has the right to vote **only** on the Share Authorization Proposal and the Series A Preferred Stock votes **must be voted in the same proportion as the votes cast by shares of Common Stock on such Proposal**. For example, if 60% of the votes cast by holders of common stock for the Share Authorization Proposal vote “For” the proposal and 40% vote “Against” the proposal, the holder of the share of Series A Preferred Stock will cast 4,200,000,000 votes “For” the Share Authorization Proposal and 2,800,000,000 votes “Against” the Share Authorization Proposal. The Series A Preferred Stock will vote on the Share Authorization Proposal as a single class with the Common Stock. The share of Series A Preferred Stock will be automatically redeemed by us effective upon the approval of the Share Authorization Proposal (or at an earlier time as the Board may determine in its sole discretion).

## How do I vote?

### *Stockholder of Record: Shares Registered in Your Name*

If you are a stockholder of record, you may vote electronically during the Special Meeting, vote by proxy using the enclosed proxy card, vote by proxy over the telephone, or vote by proxy over the Internet by following the instructions on the enclosed proxy card. We urge you to vote by proxy, regardless of whether you plan to attend the Special Meeting, to ensure your vote is counted. You may still attend the Special Meeting and vote electronically during the meeting even if you have already voted by proxy.

- To vote your shares electronically during the Special Meeting, follow the instructions above for participating in the Special Meeting. Join the Special Meeting as a “Stockholder” with your control number, and click on the “Cast Your Vote” link on the meeting center website.
- To vote using the proxy card, simply complete, sign and date the enclosed proxy card and return it promptly in the envelope provided. If you return your signed proxy card to us before the Special Meeting, your shares will be voted as you direct.
- To vote over the telephone, dial toll-free 1-800-690-6903 using a touch-tone phone and follow the recorded instructions. You will be asked to provide the control number from the enclosed proxy card. Your vote must be received by 8:59 p.m. Pacific Time, on February 12, 2026 to be counted.
- To vote over the Internet, go to [www.proxyvote.com](http://www.proxyvote.com) and follow the steps outlined to complete an electronic proxy card. You will be asked to provide the Company number and control number from the enclosed proxy card. Your vote must be received by 8:59 p.m. Pacific Time, on February 12, 2026 to be counted.

### ***Beneficial Owner: Shares Registered in the Name of Broker or Bank***

If you are a beneficial owner of shares registered in the name of your broker, bank or other agent, you should have received a proxy card and voting instructions with these proxy materials from that organization. Simply complete and mail the proxy card to ensure that your vote is counted. Alternatively, you may vote by telephone or over the Internet as instructed by your broker or bank. To vote your shares electronically during the Special Meeting, you must obtain a valid legal proxy from your broker, bank or other agent and register in advance by following the instructions above, join the Special Meeting as a “Stockholder” with your control number, and click on the “Cast Your Vote” link on the meeting center website. Follow the instructions from your broker or bank included with these proxy materials, or contact your broker or bank to request a proxy form.

### **How do I change my vote or revoke my proxy?**

You may change your vote or revoke your proxy at any time before it is voted at the Special Meeting. If you are a stockholder of record, you may change your vote or revoke your proxy by:

- delivering, to the attention of the Corporate Secretary at the address on the first page of this Proxy Statement, a written notice of revocation of your proxy;
- delivering to us an authorized proxy bearing a later date (including a proxy over the Internet or by telephone); or
- attending the Special Meeting and voting electronically, as indicated above under “How do I vote?” Attendance at the Special Meeting will not, by itself, revoke a proxy.

If your shares are held in the name of a bank, broker or other nominee, you may change your vote by submitting new voting instructions to your bank, broker or other nominee. Please note that if your shares are held of record by a bank, broker or other nominee, and you decide to attend and vote at the Special Meeting, your vote at the Special Meeting will not be effective unless you present a legal proxy, issued in your name from the record holder (your bank, broker or other nominee).

### **If I vote in advance, can I still attend the Special Meeting?**

Yes. You are encouraged to vote promptly by returning your signed proxy card by mail or, if applicable, by appointing a proxy to vote electronically via the Internet or by telephone so that your shares will be represented at the Special Meeting. However, returning your proxy card does not affect your right to attend the Special Meeting.

### **How many votes are required for the approval of each of the Proposals, and how will abstentions and broker non-votes be treated?**

#### ***Vote Required***

*Proposal 1.* The affirmative vote of the holders of a majority of the voting power of the outstanding shares of Common Stock, Series A Preferred Stock and Series B Preferred Stock, voting together as a single class, is required for the approval of Proposal 1, the Share Authorization Proposal.

*Proposal 2.* The affirmative vote of the holders of a majority of the voting power of the outstanding shares of Common Stock and Series B Preferred Stock, voting together as a single class, is required for the approval of Proposal 2, the Name Change Proposal. The Series A Preferred Stock is not entitled to vote on this proposal.

*Proposal 3.* The affirmative vote of the holders of a majority of the voting power of the outstanding shares of Common Stock and Series B Preferred Stock, present by virtual attendance or represented by proxy at the Special Meeting and entitled to vote, voting together as a single class, is required for the approval of Proposal 3, the Adjournment Proposal. The Series A Preferred Stock is not entitled to vote on this proposal.

### ***Abstentions***

A stockholder may abstain from voting with respect to each item submitted for stockholder approval. Abstentions will be counted as present for purposes of determining the existence of a quorum. Abstentions will have the same effect as a vote against.

### ***Broker Non-Votes***

If you are a beneficial owner of shares held in street name and you do not instruct your broker how to vote your shares, the question of whether your broker will still be able to vote your shares depends on whether the New York Stock Exchange (the “NYSE”) deems the particular proposal to be a “routine” matter. Although our shares are listed with the Nasdaq Stock Market, LLC (“Nasdaq”), the NYSE regulates broker-dealers and their discretion to vote on stockholder proposals. Under the NYSE rules applicable to brokers and other similar organizations that are subject to NYSE rules, such organizations may use their discretion to vote your “uninstructed shares” with respect to matters considered to be “routine” under NYSE rules, but not with respect to “non-routine” matters. Under such rules and interpretations, non-routine matters are matters that may substantially affect the rights or privileges of stockholders, such as mergers, stockholder proposals, elections of directors (even if not contested), executive compensation (including any advisory stockholder votes on executive compensation and on the frequency of stockholder votes on executive compensation), and certain corporate governance proposals, even if management-supported. In this regard, the Share Authorization Proposal should be considered to be “non-routine” under NYSE rules and, accordingly, we believe that your broker may NOT vote your shares on such proposals without your instructions. The Name Change Proposal and the Adjournment Proposal should be considered to be “routine” under NYSE rules and, accordingly, we believe that your broker may vote your shares on such Proposals without instructions from you. Nevertheless, whether a proposal is “routine” or “non-routine” remains subject to the final determination of the NYSE. If your shares are held by a bank, we believe your shares cannot be voted without your specific instructions. Accordingly, if you hold your shares in street name and do not provide voting instructions to your broker that holds your shares, we believe your broker should not have discretionary authority under NYSE rules to vote your shares on the Share Authorization Proposal absent additional instructions from you. Given such discretionary authority, we do not anticipate broker non-votes for this Proposal.

Broker non-votes will be counted as present for purposes of determining the existence of a quorum. For the Share Authorization Proposal, broker non-votes will have no effect on the outcome of such Proposal. Although abstentions, if any, will technically have the same effect as “Against” votes with respect to the Share Authorization Proposal, because the share of Series A Preferred Stock has 7,000,000,000 votes and will vote in a manner that mirrors votes actually cast (which does not include abstentions), abstention, if any, will have virtually no effect on the outcome of the Share Authorization Proposal. Therefore, if you do not wish for the Share Authorization Proposal to pass, you should vote “Against” each such Proposal.

### **What are the consequences if the Share Authorization Proposal is not approved?**

If the Share Authorization Proposal is not approved at the Special Meeting, the Charter will not be amended to increase the number of authorized shares of Common Stock, by 79,814,454, from 232,470,985 to 312,285,439, increasing the total number of authorized shares of Common Stock and Preferred Stock, by 85,970,719, from 250,401,985 to 336,372,704. The failure to obtain approval of the Share Authorization Proposal may hinder the Company from meeting its existing obligations to issue shares of Common Stock as and if they become due, from obtaining future financing and from meeting the goals of its compensation strategy.

## **How will my shares be voted if I return a blank proxy card or voting instruction form?**

If your shares are registered in your name, you must sign and return a proxy card in order for your shares to be voted, unless you vote via the Internet or by telephone, or vote at the Special Meeting. If you provide specific voting instructions, your shares will be voted as you have instructed. If you execute the proxy card and do not provide voting instructions on any given matter, your shares will be voted in accordance with our Board's recommendations on that matter. We urge you to sign, date and return the enclosed proxy card in the postage-paid envelope provided, or vote via the Internet or by telephone as instructed on the proxy card, whether or not you plan to vote at the Special Meeting.

If your shares are held in "street name" (that is, held for your account by a broker, bank or other nominee), you will receive a voting instruction form from your broker, bank or other nominee. You must follow these instructions in order for your shares to be voted. Your broker is required to vote those shares in accordance with your instructions. If you do not instruct your broker, bank or other nominee how to vote your shares, then your shares:

- will be counted as present for purposes of establishing a quorum;
- may be voted by your broker, bank or other nominee in their discretion with regards to Proposal 2 (Name Change Proposal) and Proposal 3 (Adjournment Proposal); and
- may not be voted by your broker, bank or other nominee with regards to Proposal 1 (Share Authorization Proposal). For this proposal, your shares will be treated as "broker non-votes."

If your broker, bank or other nominee executes the proxy card and does not provide voting instructions on any given matter, your shares will be voted in accordance with our Board's recommendations on that matter. We urge you to instruct your broker, bank or other nominee to vote your shares in accordance with our Board's recommendations on the voting instruction form, whether or not you plan to vote at the Special Meeting.

Our Board knows of no matter to be presented at the Special Meeting other than Proposals 1 and 2. If any other matters properly come before the Special Meeting upon which a vote properly may be taken, shares represented by all proxies received by us will be voted with respect thereto as permitted and in accordance with the judgment of the proxy holders.

## **What is the deadline for submitting a proxy?**

To ensure that proxies are received in time to be counted prior to the Special Meeting, proxies submitted by Internet or by telephone should be received by 8:59 p.m. Pacific Time on the day prior to the date of the Special Meeting, and proxies submitted by mail should be received by the close of business on the day prior to the date of the Special Meeting.

## **What does it mean if I receive more than one proxy card from the Company?**

If you hold your shares in more than one account, you will receive a proxy card for each account. To ensure that all of your shares are voted, please complete, sign, date and return a proxy card for each account or use the proxy card for each account to vote by Internet or by telephone. To ensure that all of your shares are represented at the Special Meeting, we recommend that you vote every proxy card that you receive.

## **Can I ask questions at the virtual Special Meeting?**

Stockholders as of the Record Date who attend and participate in our virtual Special Meeting will have an opportunity to submit questions live via the Internet during a designated portion of the Special Meeting. To ensure the orderly conduct of the Special Meeting, we encourage you to submit questions in advance of the Special Meeting until 8:59 p.m. Pacific Time the day before the Special Meeting by going to [www.virtualshareholdermeeting.com/FFAI2026SM](http://www.virtualshareholdermeeting.com/FFAI2026SM) and logging in with your control number.

During the Special Meeting, we will spend up to 15 minutes answering stockholder questions that comply with the meeting rules of conduct. The rules of conduct, including the topics and types of questions that will be accepted, will be posted on the Special Meeting website during the Special Meeting. If we receive substantially similar questions, we will group such questions together and provide a single response to avoid repetition. Stockholders must have available their control number provided on their proxy card to ask questions during the Special Meeting.

Only questions pertinent to meeting matters will be answered during the meeting, subject to time constraints, and in accordance with our rules of conduct for the Special Meeting, which will be posted on the meeting center website.

### **How do I ask questions during the Special Meeting?**

If you are a stockholder of record, or a beneficial owner who registered in advance by following the instructions above, you can join the Special Meeting as a “Stockholder” with your control number and may submit questions during the Special Meeting at [www.virtualshareholdermeeting.com/FFAI2026SM](http://www.virtualshareholdermeeting.com/FFAI2026SM). We also encourage you to submit questions in advance of the meeting until 8:59 p.m. Pacific Time the day before the Special Meeting by going to [www.virtualshareholdermeeting.com/FFAI2026SM](http://www.virtualshareholdermeeting.com/FFAI2026SM) and logging in with your control number.

### **Who is paying for this proxy solicitation?**

The Company will bear the expenses of calling and holding the Special Meeting and the solicitation of proxies with respect to the Special Meeting. These costs will include, among other items, the expense of preparing, assembling, printing, and mailing the proxy materials to stockholders of record and street name stockholders, and reimbursements paid to brokers, banks, and other nominees for their reasonable out-of-pocket expenses for forwarding proxy materials to stockholders and obtaining voting instructions from street name stockholders. In addition to soliciting proxies by mail, our directors, officers, and certain employees, investors and their representatives may solicit proxies on behalf of our Board, without additional compensation, personally or by telephone.

Certain representatives of FF Global Partners Investment LLC, formerly FF Top Holding LLC (“FF Top”), and its indirect parent entity FF Global Partners, LLC (“FF Global”), including, without limitation, Weiwei Zhao (collectively, the “FF Top Representatives”), are additional participants in the solicitation of proxies in connection with the Special Meeting. Information regarding the direct and indirect interests in the Company, by security holdings or otherwise, of FF Global, FF Top and the FF Top Representatives is included in the Company’s Definitive Proxy Statement on Schedule 14A, filed with the U.S. Securities and Exchange Commission (the “SEC”) on April 28, 2025 and amended on April 30, 2025, and the Annual Report on Forms 10-K for the year ended December 31, 2024, filed with the SEC on March 31, 2025. Changes to the direct or indirect ownership of FF Top and FF Global are set forth in SEC filings on Schedule 13D/A.

The Company has retained Georgeson LLC (“Georgeson”) to solicit proxies. Under our agreement with Georgeson, they will receive a fee of up to approximately \$75,000 plus the reimbursement of reasonable expenses. The Company also agreed to indemnify Georgeson against certain liabilities relating to, or arising out of, its retention. Georgeson will solicit proxies by mail, telephone, facsimile and email.

### **Will a stockholder list be available for inspection?**

A list of stockholders entitled to vote at the Special Meeting will be available for inspection by stockholders for any purpose germane to the Special Meeting for 10 business days prior to the Special Meeting at Faraday Future Intelligent Electric Inc., 18455 S. Figueroa Street, Gardena, California 90248, between the hours of 9:00 a.m. and 5:00 p.m. Pacific Time. The stockholder list will also be available to stockholders of record for examination during the Special Meeting at [www.virtualshareholdermeeting.com/FFAI2026SM](http://www.virtualshareholdermeeting.com/FFAI2026SM). You will need the control number included on your proxy card or otherwise provided by your bank, broker or other nominee.

**What is “householding” and how does it affect me?**

We have adopted a procedure approved by the SEC, called “householding.” Under this procedure, we send only one Proxy Statement to eligible stockholders who share a single address, unless we have received instructions to the contrary from any stockholder at that address. This practice is designed to eliminate duplicate mailings, conserve natural resources, and reduce our printing and mailing costs. Stockholders who participate in householding will continue to receive separate proxy cards.

If you share an address with another stockholder and receive only one set of proxy materials but would like to request a separate copy of these materials, please contact our mailing agent, Broadridge Financial Solutions, either by calling (866) 540-7095, or by writing to Broadridge Householding Department, 51 Mercedes Way, Edgewood, New York 11717, and an additional copy of proxy materials will be promptly delivered to you. Similarly, if you receive multiple copies of the proxy materials and would prefer to receive a single copy in the future, you may also contact Broadridge at the above telephone number or address. If you own shares through a bank, broker, or other nominee, you should contact the nominee concerning householding procedures.

**How can I find out the results of the voting at the Special Meeting?**

Preliminary voting results will be announced during the Special Meeting. We will report the final voting results of the Special Meeting in a Current Report on Form 8-K filed with the SEC within four business days following the Special Meeting, a copy of which will also be available on our website at <https://investors.ff.com>.

**Whom can I contact for further information?**

If you have any questions, please contact our proxy solicitor:

Georgeson LLC  
51 West 52<sup>nd</sup> Street, 6<sup>th</sup> Floor  
New York, NY 10019  
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](mailto:Faraday@georgeson.com)

## SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT

The following table and accompanying footnotes set forth information with respect to the beneficial ownership of Common Stock, as of December 23, 2025, for (1) each person known by us to be the beneficial owner of more than 5% of the outstanding shares of Common Stock, (2) each member of the Board, (3) each of our named executive officers (as disclosed below) and (4) all of the members of the Board and our executive officers, as a group. As of December 23, 2025, there were outstanding 198,292,589 shares of Class A Common Stock, 6,667 shares of Class B Common Stock, 7,404,451 shares of Series B Preferred Stock, one share of Series A Preferred Stock, and 69,014,876 outstanding warrants to purchase shares of Class A Common Stock.

The beneficial ownership percentages set forth in the table below are based on 198,292,589 shares of Class A Common Stock issued and outstanding as of December 23, 2025, (including for this purpose, 6,667 shares of Class A Common Stock issuable upon conversion of 6,667 shares of Class B Common Stock held by FF Top, all as issued and outstanding shares as of December 23, 2025) and do not take into account the issuance of any shares of Class A Common Stock upon the exercise of warrants to purchase up to 69,014,876 shares of Class A Common Stock that remain outstanding, the exercise of any of the 2,266 outstanding options and vesting of unvested 44 RSUs (both within 60 days of December 23, 2025), or the conversion of any of the outstanding convertible notes. In computing the number of shares of Common Stock beneficially owned by a person, we deemed to be outstanding all shares of Common Stock subject to warrants and stock options held by the person that are currently exercisable or may be exercised within 60 days of December 23, 2025. We did not deem such shares outstanding, however, for the purpose of computing the percentage ownership of any other person.

Beneficial ownership for the purposes of the following table is determined in accordance with the rules and regulations of the SEC. A person is a “beneficial owner” of a security if that person has or shares “voting power,” which includes the power to vote or to direct the voting of the security, or “investment power,” which includes the power to dispose of or to direct the disposition of the security or has the right to acquire such powers within 60 days.

Unless otherwise noted in the footnotes to the following table, and subject to applicable community property laws, the persons and entities named in the table have sole voting and investment power with respect to their beneficially owned Common Stock. Unless otherwise indicated, the business address of each person listed in the table below is c/o Faraday Future Intelligent Electric Inc., 18455 S. Figueroa Street, Gardena, California 90248.

Title of Class	Name and Address of Beneficial Owner	Number of Shares of Common Stock Beneficially Owned	Percentage of Class
Holder of Over 5%:			
Class A Common Stock	None		
Director and Named Executive Officers			
Class A Common Stock	Matthias Aydt(1)**	47,663	*
Class A Common Stock	Chad Chen(2)***	45,537	*
Class A Common Stock	Yueting Jia (3)*****	531,928	*
Class A Common Stock	Koti Meka (4)*****	5,849	*
Class A Common Stock	Chui Tin Mok(5)***	18,484	*
Class A Common Stock	Jonathan Maroko*****	8,247	*
Class A Common Stock	Lev Peker(6)***	60,405	*
Class A Common Stock	Jie Sheng(7)***	60,531	*
Class A Common Stock	Jiawei Wang*****	10,563	*
	All executive officers and directors as a group (10 individuals)	789,207	*

\* Less than 1%

\*\* Mr. Matthias Aydt was appointed Global CEO of the Company effective as of September 29, 2023.

\*\*\* Mr. Chad Chen was appointed as a director of the Board as of October 27, 2022. Mr. Jie Sheng was appointed as a director of the Board on December 18, 2022. Mr. Chui Tin Mok was appointed as a director of the Board on January 25, 2023. Mr. Lev Peker was appointed as a director of the Board on August 4, 2023.

\*\*\*\*\* On February 26, 2023, Mr. Yueting Jia was determined to be an “officer” of the Company within the meaning of Section 16 of the Exchange Act and an “executive officer” under Rule 3b-7 under the Exchange Act. Mr. Jia was appointed Global Co-Chief Executive Officer of the Company effective as of April 23, 2025.

\*\*\*\*\* Mr. Koti Meka was appointed Chief Financial Officer of the Company effective as of September 23, 2024.

\*\*\*\*\* Mr. Jonathan Maroko was appointed Interim Chief Financial Officer of the Company effective as of July 24, 2023, and resigned from the position on September 15, 2024.

\*\*\*\*\* Mr. Jiawei Wang was appointed Global President of the Company effective as of March 24, 2025.

(1) Includes options to acquire 73 shares of Class A Common that have vested or will vest within 60 days of December 23, 2025. To the Company’s knowledge, Mr. Aydt has not sold any shares since the Company became a public company.

(2) To the Company’s knowledge, Mr. Chen has sold 15,000 shares since the Company became a public company.

(3) Includes options to acquire 90 shares of Class A Common Stock that have vested or will vest within 60 days of December 23, 2025. To the Company’s knowledge, Mr. Jia has not sold any shares since the Company became a public company.

(4) Includes options to acquire 10 shares of Class A Common that have vested or will vest within 60 days of December 23, 2025. To the Company’s knowledge, Mr. Meka has not sold any shares since the Company became a public company.

(5) Includes options to acquire 120 shares of Class A Common that have vested or will vest within 60 days of December 23, 2025. To the Company’s knowledge, Mr. Mok has not sold any shares since the Company became a public company.

(6) To the Company’s knowledge, Mr. Peker has not sold any shares since the Company became a public company.

(7) To the Company’s knowledge, Mr. Sheng has not sold any shares since the Company became a public company.

## PROPOSAL 1: APPROVAL OF THE SHARE AUTHORIZATION PROPOSAL

The Board recommends that the stockholders adopt an amendment to the Charter to increase the number of authorized shares (the “Authorized Shares Increase”) of Common Stock by 79,814,454, from 232,470,985 to 312,285,439 (representing an increase of approximately 34%), and increase the number of authorized shares of the Company’s Preferred Stock, by 6,156,265 shares, from 17,931,000 to 24,087,265, so that the total number of authorized shares of the Company’s Common Stock and Preferred Stock will be increased from 250,401,985 to 336,372,704. Pursuant to the Charter, the Company currently has 17,931,000 shares of its Preferred Stock and 232,470,985 shares of Common Stock authorized, including (i) 228,041,297 shares of Class A Common Stock and (ii) 4,429,688 shares of Class B Common Stock. As of December 23, 2025, there was one share of Series A Preferred Stock, 7,404,451 shares of Series B Preferred Stock, 198,292,589 shares of Class A Common Stock and 6,667 shares of Class B Common Stock issued and outstanding.

The Board believes it is desirable for the Company to have a sufficient number of shares of Class A Common Stock available for the satisfaction of its existing obligations to issue shares of Class A Common Stock and possible future financings or acquisition transactions, stock dividends or splits, stock issuances pursuant to employee benefit plans and other proper corporate purposes. In particular, in order to fund its ongoing operations and to facilitate the execution of its 2026 Business Strategy, which includes the production and delivery of FX Super One, and the upgrade of Global Embodied AI (EAI) Industry Bridge Strategy, the Company is seeking to raise additional capital from various fundraising efforts currently underway to bolster its cash on hand. FF expects that it may be able to raise additional capital to support the production of the FX Super One to potentially generate sufficient revenues to put the Company on a path to cash flow break-even. It is possible that some of these additional shares could be used for various other purposes without further stockholder approval, except as such approval may be required in particular cases by the Charter, applicable law or the rules of any stock exchange or other quotation system on which the Company’s securities may then be listed. The Board believes that approval of the Share Authorization Proposal is crucial predominantly to ensure that the Company has sufficient authorized shares to meet its existing obligations to issue shares of Class A Common Stock as and if they become due, and to secure needed financing without incurring the delay and expense of holding additional stockholders’ meetings.

If the Share Authorization Proposal is approved, up to an additional 79,814,454 shares of Class A Common Stock, would be issued and outstanding or available for future issuance. The additional shares of Class A Common Stock will have the same rights as the presently authorized shares of Class A Common Stock, including the right to cast one vote per share of Class A Common Stock. Although the authorization of additional shares will not, in itself, have any effect on the rights of any holder of our Class A Common Stock, the future issuance of additional shares of Class A Common Stock (other than by way of a stock split or dividend) would have the effect of diluting the voting rights and could have the effect of diluting earnings per share and book value per share of existing stockholders.

The Charter amendment will become effective upon the filing of the amendment with the Secretary of State of the State of Delaware. The Company currently plans to file such amendment promptly after the Special Meeting if the Share Authorization Proposal is approved. The text of the form of the Charter amendment is set forth in Annex A to this Proxy Statement. Such text is subject to amendment to include such changes as may be required by the office of the Secretary of State of the State of Delaware or as the Board deems necessary or advisable to effect the Authorized Shares Increase, if any.

### Proposal

The Company is seeking stockholder approval to adopt an amendment to the Charter to increase (i) the number of authorized shares of Common Stock, by 79,814,454, from 232,470,985 to 312,285,439, and (ii) the number of authorized shares of the Company’s Preferred Stock, by 6,156,265 shares, from 17,931,000 to 24,087,265, so that the total number of authorized shares of the Company’s Common Stock and Preferred Stock will be increased from 250,401,985 to 336,372,704.

### Voting Requirements

Approval of the Share Authorization Proposal requires the affirmative vote of the holders of a majority of the voting power of the outstanding shares of our Common Stock, Series B Preferred Stock and Series A Preferred Stock, voting together as a single class. Each share of Common Stock has one vote.

We believe that broker non-votes will be counted towards the presence of a quorum but will have no effect and will not be counted towards the vote total for this Proposal because we have been advised by NYSE that this Proposal should be considered “non-routine” under NYSE rules, and accordingly, we believe that your broker may not vote your shares on such Proposal without instructions from you. Nevertheless, whether a proposal is “routine” or “non-routine” remains subject to the final determination of NYSE. If your shares are held by a bank, we believe your shares cannot be voted without your specific instructions. Further, although abstentions will be counted towards the vote total and will have the same effect as “Against” votes for this Proposal, the share of Series A Preferred Stock has 7,000,000,000 votes and must be voted in the same proportion as the votes cast by shares of Common Stock on this Proposal (which does not include abstentions or broker non-votes), therefore, abstentions and broker non-votes, if any, will have no effect on the manner in which the Series A Preferred Stock votes are cast. If you do not wish for this Proposal to pass, you should vote “Against” this Proposal.

### Recommendation

**THE BOARD RECOMMENDS VOTING “FOR” THE SHARE AUTHORIZATION PROPOSAL.**

## PROPOSAL 2: APPROVAL OF THE NAME CHANGE PROPOSAL

### General

On July 28, 2025, the Board approved a change in the Company's name from Faraday Future Intelligent Electric Inc. to Faraday Future AI Electric Vehicle Inc. (the "Name Change") and determined that it was advisable and in the Company's best interest that there be solicited to the stockholders a Certificate of Amendment to our Charter, a copy of which is attached hereto as Annex B (the "Name Change Amendment") to change the name of our Company to Faraday Future AI Electric Vehicle Inc. If this Proposal is approved, the Board may determine not to implement such Name Change if the Board determines that it is not in the best interest of the Company to effect such Name Change, after considering several factors, including without limitation the Company's business focus, the Company's future strategy and general name recognition and brand awareness associated with the Company's current name. If this Proposal is approved and the Board decides to implement such Name Change, the Name Change will become effective upon filing the Name Change Amendment with the Secretary of State of the State of Delaware. On May 28, 2025 and September 19, 2025, proposals similar to the Name Change Proposal were not approved during the Company's annual meeting of stockholders for the fiscal year ended December 31, 2024 and the Company's special meeting of stockholders held on September 19, 2025, respectively. The Board still believes the Name Change is in the best interest of the Company.

### Effect

Concurrently with or promptly after the Name Change Amendment, the Company anticipates obtaining a new CUSIP number for the Class A Common Stock. The Name Change will not have any effect on the rights of our existing stockholders.

### Background

The proposed name change to Faraday Future AI Electric Vehicle Inc. reflects the Company's strategic evolution and increased focus on integrating artificial intelligence (AI) into its core technologies, including intelligent mobility, vehicle systems, and user experiences. The new name aligns with the Company's vision to lead the intelligent electric vehicle (EV) industry and highlights its commitment to innovation in AI-driven solutions and smart transportation ecosystems. Additionally, the new name aligns with the Company's new ticker symbol, FFAI, reinforcing a unified brand identity. As the Company continues enhancing its use of AI technologies and prepares to launch additional AI-powered electric vehicles to the market, the Board believes that it makes sense that the Company legally change its name to Faraday Future AI Electric Vehicle Inc., to connect closer with the Company's current business orientation.

### Right to Abandon

We may abandon the proposed Name Change at any time prior to filing the Name Change Amendment if our Board deems it advisable to do so. Any decision as to the appropriateness of the Name Change will be made solely by our Board and will depend upon numerous factors including but not limited to the Company's business focus, and the Company's future strategy and general name recognition and brand awareness associated with the Company's current name.

### Proposal

The Company is seeking stockholder approval for an amendment to the Company's Charter to change the Company's name from Faraday Future Intelligent Electric Inc. to Faraday Future AI Electric Vehicle Inc.

### Voting Requirements

Approval of the Name Change Proposal requires the affirmative vote of the holders of a majority of the voting power of the outstanding shares of our Common Stock and Series B Preferred Stock, voting together as a single class. Each share of Common Stock and Series B Preferred Stock has one vote. The Series A Preferred Stock is not entitled to vote on this Proposal. Abstentions will be counted towards the vote total and will have the same effect as "Against" votes for this Proposal. We do not anticipate broker non-votes for this proposal because this Proposal should be considered "routine" under NYSE rules, and accordingly, we believe that your broker may vote your shares on this Proposal without instructions from you; however, to the extent there are broker non-votes for this Proposal, we believe such broker non-votes will have no effect because they are not considered entitled to vote on this Proposal under Delaware law. Nevertheless, whether a proposal is "routine" or "non-routine" remains subject to the final determination of NYSE. If your shares are held by a bank, we believe your shares cannot be voted without your specific instructions.

### Recommendation

**THE BOARD RECOMMENDS VOTING "FOR" THE NAME CHANGE PROPOSAL.**

**PROPOSAL 3: APPROVAL OF AN ADJOURNMENT OF THE SPECIAL MEETING, IF  
NECESSARY, TO SOLICIT ADDITIONAL PROXIES**

If the Special Meeting is convened and a quorum is present, but there are not sufficient votes to approve the Proposals, or if there are insufficient votes to constitute a quorum, our proxy holders may move to adjourn the Special Meeting at that time in order to enable the Board to solicit additional proxies.

In this Proposal, we are asking our stockholders to authorize the adjournment of the Special Meeting by the Company from time to time to permit further solicitation of proxies, if necessary or appropriate, if sufficient votes are not represented at the Special Meeting to approve the Proposals or if otherwise determined by the chairperson of the meeting to be necessary or appropriate. If our stockholders approve this Proposal, we could adjourn the Special Meeting and any adjourned or postponed session of the Special Meeting and use the additional time to solicit additional proxies, including the solicitation of proxies from our stockholders that have previously voted. Among other things, approval of this Proposal could mean that, even if we had received proxies representing a sufficient number of votes to defeat the Proposals, we could adjourn the Special Meeting without a vote on such Proposal and seek to convince our stockholders to change their votes in favor of such Proposal.

If it is necessary or appropriate (as determined in good faith by the Board) to adjourn the Special Meeting, no notice of the adjourned meeting is required to be given to our stockholders, other than an announcement at the Special Meeting of the time and place to which the Special Meeting is adjourned, so long as the meeting is adjourned for 30 days or less and no new record date is fixed for the adjourned meeting. At the adjourned meeting, we may transact any business which might have been transacted at the original meeting.

**Proposal**

The Company is seeking stockholder approval to adjourn the Special Meeting by the Company from time to time to permit further solicitation of proxies, if necessary or appropriate, if sufficient votes are not represented at the Special Meeting to approve the Proposals or if otherwise determined by the chairperson of the meeting to be necessary or appropriate.

**Voting Requirements**

The Series A Preferred Stock is not entitled to vote on this Proposal. The Bylaws require the affirmative vote of the holders of a majority of shares of our Common Stock present by virtual attendance at the Special Meeting or represented by proxy and entitled to vote on the matter at the Special Meeting to approve the Adjournment Proposal. Abstentions will be counted as present for purposes of determining a quorum and will have the same effect as a vote “Against” this Proposal. We do not anticipate broker non-votes for this proposal because this Proposal should be considered “routine” under NYSE rules, and accordingly, we believe that your broker may vote your shares on this Proposal without instructions from you. Nevertheless, whether a proposal is “routine” or “non-routine” remains subject to the final determination of NYSE.

**Recommendation**

**THE BOARD RECOMMENDS VOTING “FOR” THE ADJOURNMENT PROPOSAL.**

## STOCKHOLDER PROPOSALS FOR 2026 ANNUAL MEETING

In order for a stockholder proposal to be considered for inclusion in the Company's Proxy Statement for the 2026 Annual Meeting pursuant to Rule 14a-8 under the Exchange Act, our Corporate Secretary must receive the proposal no later than December 30, 2025. If the date of next year's annual meeting is changed by more than 30 days from the date of this year's Annual Meeting, then the deadline will be a reasonable time before we begin to make our proxy materials available to stockholders. Such proposals must be sent via registered, certified, or express mail (or other means that allows the stockholder to determine when the proposal was received) to: Faraday Future Intelligent Electric Inc., Attn: Corporate Secretary, 18455 S. Figueroa Street, Gardena, California 90248. Such proposals must comply with the SEC's requirements in Rule 14a-8 under the Exchange Act regarding the inclusion of stockholder proposals in Company-sponsored proxy materials, such as the requirement that the stockholder continues to own a minimum number of shares until the 2026 Annual Meeting and appear in person or through an authorized representative at the 2026 Annual Meeting to present the proposal.

Alternatively, stockholders intending to put forth a director nomination or a stockholder proposal not pursuant to Rule 14a-8 under the Exchange Act must comply with the requirements set forth in our Bylaws. Our Bylaws require, among other things, that our Corporate Secretary receive written notice with respect to each director nomination or other proposal that the stockholder intends to present at the 2026 Annual Meeting from the stockholder no earlier than the close of business on January 26, 2026 and no later than the close of business on February 25, 2026. If we change the date of our 2026 Annual Meeting to a date that is before April 28, 2026 or after June 27, 2026, however, notice of any proposal or director nomination must instead be delivered not earlier than the close of business on the 120<sup>th</sup> day and not later than the close of business on the 90<sup>th</sup> day prior to our 2026 Annual Meeting, and the 10<sup>th</sup> day following the day on which we first publicly announce the date of our 2026 Annual Meeting. The notice must contain the information required by our Bylaws.

In order for stockholders to give timely notice of nominations for directors, other than those nominated by the Company, for inclusion on a universal proxy card in connection with the 2025 Annual Meeting, notice must be submitted no later than March 28, 2026 and include all of the information required by Rule 14a-19 under the Exchange Act. If we change the date of our 2026 Annual Meeting to a date that is before April 28, 2026 or after June 27, 2026, however, notice of nominations for directors, other than those nominated by the Company, for inclusion on a universal proxy card must instead be delivered by the later of the 60<sup>th</sup> day prior to our 2026 Annual Meeting, or the 10<sup>th</sup> day following the day on which we first publicly announce the date of our 2026 Annual Meeting.

Proposals received by the Corporate Secretary after the dates mentioned will not be included in the proxy statement or acted upon at the 2026 Annual Meeting.

## OTHER MATTERS

The Board is not aware of any other matters to be submitted for consideration at the Special Meeting. If any other matters properly come before the Special Meeting, it is the intention of the persons named in the proxy card to vote the shares they represent as the Board may recommend. Discretionary authority with respect to such other matters is granted by the execution of the proxy, whether through telephonic or Internet voting or, alternatively, by using a paper copy of the proxy card that has been requested.

It is important that your shares be represented at the Special Meeting, regardless of the number of shares that you hold. You are, therefore, urged to vote by telephone or by using the Internet as instructed on the proxy card or, if so requested, by executing and returning, at your earliest convenience, the requested proxy card in the envelope that will have been provided.

This 8<sup>th</sup> day of January, 2026.

### By Order of the Board of Directors

/s/ Matthias Ayt

\_\_\_\_\_  
Matthias Ayt

Global Co-Chief Executive Officer

Gardena, California

**NINTH CERTIFICATE OF AMENDMENT**  
**TO THE**  
**THIRD AMENDED AND RESTATED CERTIFICATE OF INCORPORATION**  
**OF**  
**FARADAY FUTURE INTELLIGENT ELECTRIC INC.**

Faraday Future Intelligent Electric Inc. (the “*Corporation*”), a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware (“*DGCL*”), hereby certifies as follows:

1. The name of the Corporation is Faraday Future Intelligent Electric Inc. (originally incorporated as Property Solutions Acquisition Corp.).
2. The original Certificate of Incorporation of the Corporation (the “*Original Certificate*”) was filed with the Secretary of State of the State of Delaware on February 11, 2020.
3. The Corporation amended and restated the Original Certificate, which was filed with the Secretary of State of the State of Delaware on July 21, 2020 (the “*Amended and Restated Certificate*”).
4. The Corporation further amended and restated the Amended and Restated Certificate, which was filed with the Secretary of State of the State of Delaware on July 21, 2021 (the “*Second Amended and Restated Certificate*”).
5. The Corporation has four times amended the Second Amended and Restated Certificate, (i) which certificate of amendment to the Second Amended and Restated Certificate was filed with the Secretary of State of the State of Delaware on November 22, 2022, (ii) which second certificate of amendment to the Second Amended and Restated Certificate was filed with the Secretary of State of the State of Delaware on March 1, 2023, (iii) which Certificate of Designation of Preferences, Rights and Limitations of Series A Preferred Stock was filed with the Secretary of State of the State of Delaware on June 16, 2023, and (iv) which Certificate of Elimination of Series A Preferred Stock was filed with the Secretary of State of the State of Delaware on August 24, 2023.
6. The Corporation further amended and restated the Second Amended and Restated Certificate, which was filed with the Secretary of State of the State of Delaware on August 24, 2023 (the “*Third Amended and Restated Certificate*”).
7. The Corporation has eighteen times amended the Third Amended and Restated Certificate, (i) which Certificate of Designation of Preferences, Rights and Limitations of Series A Preferred Stock was filed with the Secretary of State of the State of Delaware on December 21, 2023, (ii) which Certificate of Elimination of Series A Preferred Stock was filed with the Secretary of State of the State of Delaware on February 5, 2024, (iii) which certificate of amendment to the Third Amended and Restated Certificate was filed with the Secretary of State of the State of Delaware on February 5, 2024, (iv) which second certificate of amendment to the Third Amended and Restated Certificate was filed with the Secretary of State of the State of Delaware on February 23, 2024, (v) which Certificate of Designation of Preferences, Rights and Limitations of Series A Preferred Stock was filed with the Secretary of State of the State of Delaware on June 21, 2024 and (vi) which Certificate of Elimination of Series A Preferred Stock was filed with the Secretary of State of the State of Delaware on August 1, 2024, (vii) which fourth certificate of amendment to the Third Amended and Restated Certificate was filed with the Secretary of State of the State of Delaware on August 1, 2024, (viii) which Certificate of Designation of Preferences, Rights and Limitations of Series A Preferred Stock was filed with the Secretary of State of the State of Delaware on January 23, 2025, (ix) which Certificate of Elimination of Series A Preferred Stock was filed with the Secretary of State of the State of Delaware on March 10, 2025, (x) which Certificate of Designation of Preferences, Rights and Limitations of Series B Preferred Stock was filed with the Secretary of State of the State of Delaware on April 3, 2025, (xi) which Certificate of Correction to the Certificate of Designation of Preferences, Rights and Limitations of Series B Preferred Stock was filed with the Secretary of State of the State of Delaware on April 9, 2025; (xii) which Certificate of Designation of Preferences, Rights and Limitations of Series A Preferred Stock was filed with the Secretary of State of the State of Delaware on April 17, 2025; (xiii) which Certificate of Elimination of Series A Preferred Stock was filed with the Secretary of State of the State of Delaware on May 29, 2025; (xiv) which sixth certificate of amendment to the Third Amended and Restated Certificate was filed with the Secretary of State of the State of Delaware on May 29, 2025; (xv) which Certificate of Designation of Preferences, Rights and Limitations of Series A Preferred Stock was filed with the Secretary of State of the State of Delaware on August 6, 2025; (xvi) which seventh certificate of amendment to the Third Amended and Restated Certificate was filed with the Secretary of State of the State of Delaware on August 6, 2025; (xvii) which Amendment No.1 to the Certificate of Designation of Preferences, Rights and Limitations of Series B Preferred Stock was filed with the Secretary of State of the State of Delaware on August 21, 2025; (xviii) which Certificate of Elimination of Series A Preferred Stock was filed with the Secretary of State of the State of Delaware on September 23, 2025; (xix) which eighth certificate of amendment to the Third Amended and Restated Certificate was filed with the Secretary of State of the State of Delaware on September 23, 2025; and (xx) which Certificate of Designation of Preferences, Rights and Limitations of Series A Preferred Stock was filed with the Secretary of State of the State of Delaware on December 23, 2025.

8. The first two paragraphs of Section 4.1 of the Third Amended and Restated Certificate of Incorporation are hereby amended and restated to read in their entirety as follows:

“**Section 4.1** The total number of shares of all classes of capital stock that the Corporation is authorized to issue is 336,372,704, consisting of two classes of stock: (i) 312,285,439 shares of common stock, par value \$0.0001 per share (the “**Common Stock**”), and (ii) 24,087,265 shares of preferred stock, par value \$0.0001 per share (the “**Preferred Stock**”). The class of Common Stock shall be divided into two series of stock composed of (i) 307,855,751 shares of Class A common stock (the “**Class A Common Stock**”) and (ii) 4,429,688 shares of Class B common stock (the “**Class B Common Stock**”). For the avoidance of doubt, the Class A Common Stock and Class B Common Stock are separate series within a single class of Common Stock, and are referred to herein together as the “Common Stock”.

9. This Ninth Amendment to the Third Amended and Restated Certificate of Incorporation was duly adopted in accordance with the provisions of Section 242 of the DGCL.

*[Signature Page Follows]*

IN WITNESS WHEREOF, Faraday Future Intelligent Electric Inc. has caused this Certificate of Amendment to be signed by its Global Co-Chief Executive Officer on this [ ] day of [ ], 2026.

**FARADAY FUTURE INTELLIGENT ELECTRIC INC.**

By: /s/ Matthias Aydt

Name: Matthias Aydt

Title: Global Co-Chief Executive Officer

**TENTH CERTIFICATE OF AMENDMENT**  
**TO THE**  
**THIRD AMENDED AND RESTATED CERTIFICATE OF INCORPORATION**  
**OF**  
**FARADAY FUTURE INTELLIGENT ELECTRIC INC.**

Faraday Future Intelligent Electric Inc. (the “*Corporation*”), a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware (“*DGCL*”), hereby certifies as follows:

1. The name of the Corporation is Faraday Future Intelligent Electric Inc. (originally incorporated as Property Solutions Acquisition Corp.).
2. The original Certificate of Incorporation of the Corporation (the “*Original Certificate*”) was filed with the Secretary of State of the State of Delaware on February 11, 2020.
3. The Corporation amended and restated the Original Certificate, which was filed with the Secretary of State of the State of Delaware on July 21, 2020 (the “*Amended and Restated Certificate*”).
4. The Corporation further amended and restated the Amended and Restated Certificate, which was filed with the Secretary of State of the State of Delaware on July 21, 2021 (the “*Second Amended and Restated Certificate*”).
5. The Corporation has four times amended the Second Amended and Restated Certificate, (i) which certificate of amendment to the Second Amended and Restated Certificate was filed with the Secretary of State of the State of Delaware on November 22, 2022, (ii) which second certificate of amendment to the Second Amended and Restated Certificate was filed with the Secretary of State of the State of Delaware on March 1, 2023, (iii) which Certificate of Designation of Preferences, Rights and Limitations of Series A Preferred Stock was filed with the Secretary of State of the State of Delaware on June 16, 2023, and (iv) which Certificate of Elimination of Series A Preferred Stock was filed with the Secretary of State of the State of Delaware on August 24, 2023.
6. The Corporation further amended and restated the Second Amended and Restated Certificate, which was filed with the Secretary of State of the State of Delaware on August 24, 2023 (the “*Third Amended and Restated Certificate*”).
7. The Corporation has nineteen times amended the Third Amended and Restated Certificate, (i) which Certificate of Designation of Preferences, Rights and Limitations of Series A Preferred Stock was filed with the Secretary of State of the State of Delaware on December 21, 2023, (ii) which Certificate of Elimination of Series A Preferred Stock was filed with the Secretary of State of the State of Delaware on February 5, 2024, (iii) which certificate of amendment to the Third Amended and Restated Certificate was filed with the Secretary of State of the State of Delaware on February 5, 2024, (iv) which second certificate of amendment to the Third Amended and Restated Certificate was filed with the Secretary of State of the State of Delaware on February 23, 2024, (v) which Certificate of Designation of Preferences, Rights and Limitations of Series A Preferred Stock was filed with the Secretary of State of the State of Delaware on June 21, 2024 and (vi) which Certificate of Elimination of Series A Preferred Stock was filed with the Secretary of State of the State of Delaware on August 1, 2024, (vii) which fourth certificate of amendment to the Third Amended and Restated Certificate was filed with the Secretary of State of the State of Delaware on August 1, 2024, (viii) which Certificate of Designation of Preferences, Rights and Limitations of Series A Preferred Stock was filed with the Secretary of State of the State of Delaware on January 23, 2025, (ix) which Certificate of Elimination of Series A Preferred Stock was filed with the Secretary of State of the State of Delaware on March 10, 2025, (x) which Certificate of Designation of Preferences, Rights and Limitations of Series B Preferred Stock was filed with the Secretary of State of the State of Delaware on April 3, 2025, (xi) which Certificate of Correction to the Certificate of Designation of Preferences, Rights and Limitations of Series B Preferred Stock was filed with the Secretary of State of the State of Delaware on April 9, 2025; (xii) which Certificate of Designation of Preferences, Rights and Limitations of Series A Preferred Stock was filed with the Secretary of State of the State of Delaware on April 17, 2025; (xiii) which Certificate of Elimination of Series A Preferred Stock was filed with the Secretary of State of the State of Delaware on May 29, 2025; (xiv) which sixth certificate of amendment to the Third Amended and Restated Certificate was filed with the Secretary of State of the State of Delaware on May 29, 2025; (xv) which Certificate of Designation of Preferences, Rights and Limitations of Series A Preferred Stock was filed with the Secretary of State of the State of Delaware on August 6, 2025; (xvi) which seventh certificate of amendment to the Third Amended and Restated Certificate was filed with the Secretary of State of the State of Delaware on August 6, 2025; (xvii) which Amendment No.1 to the Certificate of Designation of Preferences, Rights and Limitations of Series B Preferred Stock was filed with the Secretary of State of the State of Delaware on August 21, 2025; (xviii) which Certificate of Elimination of Series A Preferred Stock was filed with the Secretary of State of the State of Delaware on September 23, 2025; (xix) which eighth certificate of amendment to the Third Amended and Restated Certificate was filed with the Secretary of State of the State of Delaware on September 23, 2025; and (xx) which Certificate of Designation of Preferences, Rights and Limitations of Series A Preferred Stock was filed with the Secretary of State of the State of Delaware on December 23, 2025; and (xxi) which ninth certificate of amendment to the Third Amended and Restated Certificate was filed with the Secretary of State of the State of Delaware on [    ], 2026.

8. Article I of the Third Amended and Restated Certificate of Incorporation are hereby amended and restated to read in their entirety as follows:

**“ARTICLE I**  
**NAME**

The name of the corporation is Faraday Future AI Electric Vehicle Inc. (the “*Corporation*”).”

9. This Tenth Amendment to the Third Amended and Restated Certificate of Incorporation was duly adopted in accordance with the provisions of Section 242 of the DGCL.

*[Signature Page Follows]*

**IN WITNESS WHEREOF**, Faraday Future Intelligent Electric Inc. has caused this Certificate of Amendment to be signed by its Global Co-Chief Executive Officer on this [ ] day of [ ], 2026.

**FARADAY FUTURE INTELLIGENT ELECTRIC INC.**

By: /s/ Matthias Aydt

Name: Matthias Aydt

Title: Global Co-Chief Executive Officer



FARADAY FUTURE INTELLIGENT ELECTRIC INC.  
16455 S. FIGUEROA STREET  
GARDENA, CALIFORNIA 90248



**SCAN TO**  
VIEW MATERIALS & VOTE



**VOTE BY INTERNET**

*Before The Meeting* - Go to [www.proxyvote.com](http://www.proxyvote.com) or scan the QR Barcode above

Use the Internet to transmit your voting instructions and for electronic delivery of information up until 8:59 p.m. Pacific Time, on February 12, 2026. Have your proxy card in hand when you access the web site and follow the instructions to obtain your records and to create an electronic voting instruction form. You will need the control number at the left in order to do so.

*During The Meeting* - Go to [www.virtualshareholdemeeting.com/FFAI2026SM](http://www.virtualshareholdemeeting.com/FFAI2026SM)

You may attend the meeting via the Internet and vote during the meeting. Have the information that is printed in the box marked by the arrow available and follow the instructions.

**VOTE BY PHONE - 1-800-690-6903**

Use any touch-tone telephone to transmit your voting instructions up until 8:59 p.m. Pacific Time, on February 12, 2026. Have your proxy card in hand when you call and then follow the instructions.

**VOTE BY MAIL**

Mark, sign, and date your proxy card and return it in the postage-paid envelope we have provided or return it to Vote Processing, c/o Broadridge, 51 Mercedes Way, Edgewood, NY 11717. The proxy card **must be received** before 8:59 p.m. Pacific Time, on February 12, 2026.

TO VOTE, MARK BLOCKS BELOW IN BLUE OR BLACK INK AS FOLLOWS:

V82795-Z91881

KEEP THIS PORTION FOR YOUR RECORDS  
DETACH AND RETURN THIS PORTION ONLY

**THIS PROXY CARD IS VALID ONLY WHEN SIGNED AND DATED.**

FARADAY FUTURE INTELLIGENT ELECTRIC INC.



**THE BOARD RECOMMENDS VOTING "FOR" EACH OF PROPOSALS 1 THROUGH 3.**

The Special Meeting will be held for the purpose of voting upon the following proposals (each of which is a "Proposal" and, together, the "Proposals"):

**For Against Abstain**

- |   |  |                          |                          |                          |                          |                          |                          |                          |                          |                          |
|---|--|--------------------------|--------------------------|--------------------------|--------------------------|--------------------------|--------------------------|--------------------------|--------------------------|--------------------------|
| <ol style="list-style-type: none"> <li>To approve the Company's Third Amended and Restated Certificate of Incorporation, as amended, to increase the number of authorized shares of the Company's Class A common stock, par value \$0.0001 per share, and Class B common stock, par value \$0.0001 per share, by 79,814,454, from 232,470,985 to 312,285,439 (representing an increase of approximately 34%), and to increase the number of authorized shares of the Company's Preferred Stock by 6,156,265 shares, from 17,931,000 to 24,087,265.</li> <li>To approve an amendment to the Company's Charter to change the Company's name from Faraday Future Intelligent Electric Inc. to Faraday Future AI Electric Vehicle Inc.</li> <li>To approve one or more adjournments of the Special Meeting by the Company from time to time to permit further solicitation of proxies, if necessary or appropriate, if sufficient votes are not represented at the Special Meeting to approve one or more Proposals at the time of such adjournment or if otherwise determined by the chairperson of the Special Meeting to be necessary or appropriate.</li> </ol> | <table border="0"> <tr> <td><input type="checkbox"/></td> <td><input type="checkbox"/></td> <td><input type="checkbox"/></td> </tr> <tr> <td><input type="checkbox"/></td> <td><input type="checkbox"/></td> <td><input type="checkbox"/></td> </tr> <tr> <td><input type="checkbox"/></td> <td><input type="checkbox"/></td> <td><input type="checkbox"/></td> </tr> </table> | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| <input type="checkbox"/>  | <input type="checkbox"/>   | <input type="checkbox"/> |                          |                          |                          |                          |                          |                          |                          |                          |
| <input type="checkbox"/>  | <input type="checkbox"/>   | <input type="checkbox"/> |                          |                          |                          |                          |                          |                          |                          |                          |
| <input type="checkbox"/>  | <input type="checkbox"/>   | <input type="checkbox"/> |                          |                          |                          |                          |                          |                          |                          |                          |

Other business will be transacted as may properly come before the Special Meeting.

Each Proposal is more fully described in the Proxy Statement accompanying this notice.

**PLEASE SIGN EXACTLY AS NAME APPEARS ON THIS CARD.** When shares are held by joint tenants, both should sign. When signing as attorney, executor, administrator, trustee or guardian, please give full title as such. If a corporation, please sign in full corporate name by president or other authorized officer. If a partnership, please sign in partnership name by authorized person.

Signature [PLEASE SIGN WITHIN BOX] Date

Signature (Joint Owners) Date

Dear Stockholder:

You are cordially invited to attend the 2026 Special Meeting of Stockholders (including any adjournment, postponement or rescheduling thereof, the "Special Meeting") of Faraday Future Intelligent Electric Inc., a Delaware corporation ("FF" or the "Company"), which will be held on February 13, 2026 at 9:00 a.m. Pacific Time. The Special Meeting will be held in a virtual meeting format only, via live audio webcast. Stockholders will not be able to attend the Special Meeting in person. To attend the Special Meeting, please visit [www.virtualshareholdermeeting.com/FFAI2026SM](http://www.virtualshareholdermeeting.com/FFAI2026SM). The live audio webcast will begin promptly at 9:00 a.m. Pacific Time, with online access beginning at 8:45 a.m. Pacific Time. If you plan to attend the Special Meeting, please refer to the attendance and registration information in the accompanying proxy statement (the "Proxy Statement").

Whether or not you plan to attend the Special Meeting, it is important that the shares be voted. Accordingly, please complete, sign and date the proxy card on the reverse side and return it in the enclosed postage-paid envelope. In the alternative, you have the option to vote the shares by the Internet, telephone or mail or telephone as indicated on the reverse side or by attending the Special Meeting virtually and voting during the Special Meeting. Voting the shares via proxy in advance will not affect your ability to attend the Special Meeting virtually, but regardless of whether or not you plan to attend virtually, we encourage you to vote the shares by proxy in advance in order to ensure that your votes are counted.

Sincerely,

The Board of Directors of  
Faraday Future Intelligent Electric Inc.

**Important Notice Regarding the Availability of Proxy Materials for the Special Meeting:**

The Proxy Statement is available at [www.proxyvote.com](http://www.proxyvote.com).

V82796-Z91881

**PROXY**

**FARADAY FUTURE INTELLIGENT ELECTRIC INC.**

**PROXY FOR SPECIAL MEETING OF STOCKHOLDERS TO BE HELD ON FEBRUARY 13, 2026  
THIS PROXY IS SOLICITED ON BEHALF OF THE BOARD OF DIRECTORS OF THE COMPANY**

The undersigned hereby appoints Matthias Aydt and Koti Meka or either of them as Proxies, each with full power of substitution and revocation, and hereby authorizes them to represent and to vote, as designated on the reverse side, all shares of common stock of FARADAY FUTURE INTELLIGENT ELECTRIC INC. (the "Company") held of record by the undersigned as of the close of business on December 23, 2025 at the Special Meeting of Stockholders of the Company to be held on February 13, 2026, at 9:00 a.m. Pacific Time (including any adjournment, postponement or rescheduling thereof, the "Special Meeting"). The undersigned hereby revokes all proxies previously given with respect to the shares covered hereby with respect to the Special Meeting.

**This proxy card, when properly executed, will revoke any proxies previously given with respect to the shares covered hereby, and will be voted in the manner directed herein by the undersigned stockholder. IF THIS PROXY CARD IS PROPERLY EXECUTED AND RETURNED BUT NO DIRECTION IS MADE AS TO A PROPOSAL, THE PROXY WILL BE VOTED IN ACCORDANCE WITH THE BOARD OF DIRECTORS' RECOMMENDATIONS WITH RESPECT TO THAT PROPOSAL. PURSUANT TO THE COMPANY'S BYLAWS, THERE ARE NO OTHER MATTERS OF BUSINESS THAT WILL COME BEFORE THE SPECIAL MEETING.**

Please mark, sign, date and return this card promptly using the enclosed envelope.

SEE REVERSE  
SIDE

Continued and to Be Signed on Reverse Side

SEE REVERSE  
SIDE