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8 **SUPERIOR COURT OF THE STATE OF CALIFORNIA**
9 **COUNTY OF LOS ANGELES**

24STCV08033

10 VICTORIA XIE, an individual,

11 Plaintiff,

12 v.

13 FARADAY FUTURE INTELLIGENT
14 ELECTRIC, INC., a Delaware Corporation,
15 FARADAY & FUTURE, INC., a Delaware
16 Corporation, YUETING JIA, an individual,
17 NAN YANG, an individual, and, DOES 1
18 through 10, inclusive,

19 Defendants.

COMPLAINT

- (1) Breach of Contract
- (2) Wrongful Termination in Violation of Public Policy
- (3) Retaliation in Violation of California Labor Code §1102.5
- (4) Negligence
- (5) Defamation Per Se
- (6) Breach of Implied Covenant of Good Faith and Fair Dealing
- (7) Unfair Business Practices – Business & Professions Code §17200 *et seq.*
- (8) Intentional Infliction of Emotional Distress

DEMAND FOR JURY TRIAL

20 Plaintiff Victoria Xie complains against Defendants Faraday Future Intelligent Electric, Inc.,
21 Faraday & Future, Inc., Yueting Jia, Nan Yang and Does 1 through 10, inclusive, as follows.

22 **PARTIES**

23 1. At all times mentioned herein, Plaintiff Victoria Xie (“Plaintiff” or “Ms. Xie”) is and
24 was an individual residing in the County of Los Angeles, State of California.

25 2. At all times mentioned herein, Defendant Faraday Future Intelligent Electric, Inc.
26 (“Faraday Future”) is and was a Delaware corporation with principal offices located in Los
27 Angeles, California.
28

1 **FACTS COMMON TO ALL CAUSES OF ACTION**

2 **A. Defendant Faraday Future**

3 12. Defendant Faraday Future is a publicly traded start-up (NASDAQ symbol “FFIE”)
4 focused on the development of electric vehicles (“EVs”). Faraday Future completed its Initial
5 Public Offering (“IPO”) in July 2021, raising approximately \$1B, through a reverse merger
6 with Special Purpose Acquisition Company (“SPAC”), Property Solutions Acquisition Corp. The
7 combined company’s value was approximately \$3.4B at the time of the reverse merger and IPO.
8

9 13. The financial press has widely reported on Faraday Future’s alleged misrepresentations
10 to investors, and failure to disclose certain information to investors, in connection with the IPO.
11 For example, the financial press has reported that the company represented to investors that it had
12 received more than 14,000 reservations for its FF 91 EV, yet failed to disclose that just several
13 hundred of those 14,000 reservations had been paid.
14

15 14. In a Form 12b-25 filed with the Securities and Exchange Commission (“Commission”)
16 on March 31, 2022, a true and correct copy of which is attached hereto as **Exhibit A** and
17 incorporated herein, Faraday Future disclosed that the Commission is investigating the company.
18 In a Form S-1/A filed with the Commission on June 9, 2022, true and correct copies of relevant
19 portions of which are attached hereto as **Exhibit B** and incorporated herein, Faraday Future further
20 disclosed that the Department of Justice (“DOJ”) is investigating the company. Upon information
21 and belief, at the time of the filing of this Complaint, both of those investigations are ongoing.
22

23 **B. Defendant Yueting Jia**

24 15. Defendant Yueting Jia (often referred to as “YT Jia”) is Faraday Future’s Founder and
25 current “Chief Product and User Ecosystem Officer.” Mr. Jia is “blacklisted” in his home country
26 of China because he operated multiple high profile Ponzi schemes through Chinese companies,
27 including LeTV, costing Chinese investors the equivalent of hundreds of millions of dollars.
28

1 16. In a Form 10-K filed with the Commission for fiscal year ending December 31, 2021,
2 true and correct copies of relevant portions of which are attached hereto as **Exhibit C** and
3 incorporated herein, Faraday Future disclosed that:

4 “ . . . In December 2019, **YT Jia was also determined by the Shenzhen Stock**
5 **Exchange of China to be unsuitable for a position as director, supervisor or**
6 **executive officer of public listed companies in China** as a result of violation by
7 Leshi Information Technology Co., Ltd. (‘LeTV’), a public company founded and
8 controlled by YT Jia in China, of several listing rules of Shenzhen Stock Exchange,
9 including procedural non-compliance for the provision of funding and guarantees by
10 LeTV to other affiliated companies founded by YT Jia, discrepancies in LeTV’s
11 forecast and financials, and procedurally improper use of proceeds from LeTV’s
12 public offering. Additionally, as the controlling shareholder and the former chairman
13 of LeTV, YT Jia, received a notice from China Securities Regulatory Commission
14 (‘CSRC’) in April 2021 notifying the CSRC’s decision to impose an administrative
15 fine of CNY 241.2 million and a **permanent ban from entry into the securities**
16 **market on YT Jia** as a result of LeTV’s misrepresentation in the registration
17 document of its initial public offering and its financial statements, fraud in connection
18 with a private placement, and other violations of securities law and listing
19 requirements.” *Emphasis added.*

20 “ . . . In January 2021, YT Jia, as the former executive director and chairman of
21 Coolpad Group Limited . . . (‘Coolpad’) received a decision from the Listing
22 Committee of The Stock Exchange of Hong Kong Limited (the ‘HKSE Listing
23 Committee’) that YT Jia and another former executive director of Coolpad had
24 breached their undertakings to the HKSE Listing Committee in connection with
25 Coolpad’s failure to comply with the Hong Kong listing rules requirement to timely
26 announce certain disclosable transactions (such as advancement of money, provision
27 of financial assistance, or certain related party transactions) and timely publish its
28 financial results. **HKSE Listing Committee determined that YT Jia’s retention of**
office on the board of Coolpad would have been prejudicial to the interests of
investors. YT Jia appealed the decision on January 15, 2021. The appeal was denied
on July 22, 2021.” *Emphasis added.*

 “ . . . **YT Jia was also sued in a securities market misrepresentation litigation**
before the Beijing Financial Court . . . in May 2021.”

 17. After Mr. Jia fled to the U.S., he promptly spent approximately \$28M on four mansions
located in Palos Verdes Estates, California.

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1 18. As a result of multiple lawsuits filed against him in U.S. courts by Chinese creditors,
2 Mr. Jia filed for bankruptcy in the U.S. In its Form S-1 filed with the Commission on August 20,
3 2021, true and correct copies of portions of which are attached hereto as **Exhibit D** and
4 incorporated herein, Faraday Future disclosed that: “. . . YT Jia filed for bankruptcy protection
5 under Chapter 11 . . . on October 14, 2019 . . . The Chapter 11 plan was approved by the
6 Bankruptcy Court and became effective on June 26, 2020.” Upon information and belief, after the
7 bankruptcy concluded in 2020, Mr. Jia retained ownership of two homes, and an approximately
8 \$2M yacht, which he had shielded from creditors by holding them in the names of third-parties.
9

10 19. For the foregoing reasons among others, Mr. Jia cannot *formally* serve as a member of
11 Faraday Future’s Board of Directors, nor can he hold an Officer position. But despite his lack of
12 board membership or an Officer position, Mr. Jia exerts total control over Faraday Future and is
13 the company’s *de facto* control person. Faraday Future is neither overseen nor managed by its
14 Board or Officers. Faraday Future’s Board of Directors and Officers are merely a front, and no
15 more than puppets manipulated by Mr. Jia. Mr. Jia heads a shadow organization within Faraday
16 Future through which he exerts complete operational and decision-making control over the
17 company. He meets secretly with the members of his shadow organization, typically on Sundays
18 away from the office, to coordinate and plan all operational and decision-making activities at the
19 company. No written minutes or records are taken or maintained for these secret meetings. Each
20 member of the shadow organization is highly compensated. In the Form 10-K filed with the
21 Commission for fiscal year ending December 31, 2021 (**Exhibit C**), Faraday Future disclosed that:
22

23
24 “ . . . FF’s founder, Mr. YT Jia, . . . **has had, and in the future may have significant**
25 **influence over FF’s management and operations.**” *Emphasis added.*

26 “ . . . YT Jia has significant influence over and **may control the outcome of any**
27 **actions taken by the FF Global Board through a series of familial and personal**
28 **relationships** that he has with the other managers on the FF Global Board.”
Emphasis added.

1 20. During a September 2022 meeting of Faraday Future’s Board of Directors, three then-
2 board members received credible death threats via e-mail. The relatedness between the matters
3 discussed at that board meeting and statements in the death threats was not a coincidence. In a
4 Form 8-K filed with the Commission on October 3, 2022, true and correct copies of relevant
5 portions of which are attached hereto as **Exhibit E** and incorporated herein, Faraday Future
6 disclosed the following:
7

8 “ . . . In September 2022, **certain members of the Board received threats of physical**
9 **violence and death threats**, which the Company has referred to appropriate law
10 enforcement authorities, including state and local police, the Federal Bureau of
11 Investigation, the SEC, the U.S. Department of Justice and relevant international
12 authorities. **Each of Ms. Swenson, Messrs. Jordan Vogel and Scott Vogel cited**
such threats and their fear that their continued association with the Company
might heighten the risk to themselves and their respective families as the reasons
for their resignations.”

13 “On October 3, 2022, each of Susan Swenson, the Executive Chairperson of Faraday
14 Future Intelligent Electric Inc. (the “Company”), Jordan Vogel, the Company’s Lead
15 Independent Director, and Scott Vogel provided notice of their resignations as
16 members of the Company’s Board of Directors (the ‘Board’) and from all other
17 positions that they hold at the Company and its subsidiaries.”

18 **C. Defendant Nan Yang**

19 21. Defendant Nan Yang is Faraday Future’s Head of Human Resources. Ms. Yang is a
20 key member of Mr. Jia’s shadow organization and resides in a Palos Verdes Estates, California
21 house paid for by Mr. Jia.

22 **D. Plaintiff Victoria Xie**

23 22. On May 23, 2022, the Faraday Defendants hired Plaintiff Xie as Faraday Future’s “Go-
24 to-Market Project Manager and Launch Manager.” The Faraday Defendants and Ms. Xie entered
25 into a written Employment Agreement, a true and correct copy of which is attached hereto as
26 **Exhibit F** and incorporated herein.

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28 ///

1 23. In connection with her employment with the Faraday Defendants, Ms. Xie and the
2 Faraday Defendants agreed to be bound by a written Code of Business Conduct and Ethics, true
3 and correct copies of portions of which are attached hereto as **Exhibit G** and incorporated herein,
4 which operated as part of the parties' Employment Agreement and mandated the following:
5

6 ▪ “We at Faraday Future Intelligent Electric Inc. (the “Company”) are committed to
7 the highest standards of business conduct in our relationships with each other,
8 with companies with which we do business and with our stockholders and others.
9 **This requires that we conduct our business in accordance with all applicable
10 laws and regulations** and in accordance with the highest standards of business
11 ethics.” *Emphasis added.*

12 ▪ “The purpose of this Code is to deter wrongdoing and to promote: . . . (ii) full, fair,
13 accurate, timely and understandable disclosure in our Securities and Exchange
14 Commission reports and other public communications, (iii) **compliance with
15 applicable laws, rules and regulations**, (iv) prompt internal reporting of
16 violations of this Code to appropriate persons identified in this Code and (v)
17 accountability for adherence to this Code. . . . [I]n many instances, the policies
18 referenced in this Code go beyond the requirements of the law.” *Emphasis
19 added.*

20 ▪ **“Reporting Violations**

21 **If you know of or suspect a violation of applicable laws or regulations, this
22 Code or the Company’s related policies, you must immediately report that
23 information to the Company’s Legal Department. No one will be subject to
24 retaliation because of a good faith report of suspected misconduct.”**
25 *Emphasis added.*

26 ▪ **“Remember**

27 Ultimate responsibility to assure that the Company complies with the many laws,
28 regulations and ethical standards affecting our business rests with each of us. You
must become familiar with and conduct yourself strictly in compliance with those
laws, regulations and standards and the Company’s policies and guidelines
pertaining to them.” *Emphasis in original.*

29 24. In connection with her employment with the Faraday Defendants, Ms. Xie and the
30 Faraday Defendants also agreed to be bound by a written Employee Handbook, a true and correct
31 copy of which is attached hereto as **Exhibit H** and incorporated herein, which operated as part of
32 the parties' Employment Agreement and mandated the following:
33

1 ▪ **“Retaliation**

2 **The Company will not retaliate against any employee for filing a complaint or**
3 **participating in any workplace investigation or complaint process, and will**
4 **not tolerate or permit retaliation by management, employees or coworkers,**
 under any circumstances.” *Emphasis added.*

5 ▪ **“Whistleblower Rights**

6 **Employees and others associated with FF are encouraged to report suspected**
7 **or actual occurrences of illegal, unethical or inappropriate events (behaviors**
8 **or practices) without fear of retribution.** Reporting of any actual or suspected
9 illegal, unethical or inappropriate behavior should be reported to the employee’s
10 supervisor or, if the employee is not comfortable reporting to the supervisor or if
11 the conduct involves the supervisor, the conduct should be reported to the next
12 higher level or management above the supervisor or directly to Human Resources
13 at FFHR@ff.com. Anyone who reports such conduct shall receive no retaliation
14 or retribution for a report that was provided in good faith. Upon receipt of any
15 such report, FF will conduct a prompt and thorough investigation and report back
16 to the whistleblower with the results of such investigation, where necessitated.”
17 *Emphasis added.*

18 25. At all times, Ms. Xie competently performed her job duties in connection with her
19 employment with the Faraday Defendants, and complied with all terms of the aforementioned
20 Employee Agreement, Code of Business Conduct and Ethics and Employee Handbook.

21 26. During her employment at Faraday, Ms. Xie reasonably believed, in good faith, that she
22 uncovered violations of federal law, California law and company policy and procedure by the
23 Faraday Defendants, as described hereinbelow. Beginning in or about March 2023, she repeatedly
24 notified the Faraday Defendants through appropriate channels of the company’s violations of
25 federal and California law, and company policy and procedure, and in all respects attempted to
26 force the company to comply with applicable law and company policy and procedure.

27 27. On December 6, 2023, Ms. Xie jointly drafted and submitted an internal whistleblower
28 to the Faraday Defendants regarding their violations of federal law, California law and company
policy and procedure, a true and correct copy of which is attached hereto as **Exhibit I** and
incorporated herein, which stated:

1 **“I am writing to report the ongoing sales and aftersales noncompliance directed**
2 **by the founder of Faraday Future (‘FF’ or ‘Company’), [Defendant Mr.] Jia,**
3 **and his weaponization of HR measures in retaliation against internal staff who**
4 **raised these compliance concerns. The continued violation of automotive**
5 **regulations and guidelines has put the Company at significant business risk of**
6 **losing its dealer license and may put the Company under SEC’s scrutiny in**
7 **making misleading statements in violation of the federal securities laws.**

8 Due to the conflict of interest that arises with my reporting lines and the friendliness
9 of FF’s Audit Committee to the founder, I am reporting my concerns via this
10 whistleblower channel that I understand will be evaluated only by FF’s General
11 Council, the Chair of the Audit Committee and relevant regulatory bodies. I hope that
12 an independent third-party investigation can be made and that myself and the team
13 members involved are not subject to retaliatory actions for speaking up.

14 **Aftersales noncompliance**

15 Under the direction of [Defendant Mr. Jia], **FF continues to defy the NHTSA**
16 **[National Highway Traffic Safety Administration] compliance reporting**
17 **requirements of the TREAD [Transportation Recall Enhancement,**
18 **Accountability and Documentation] Act.** It is currently operating without properly
19 documenting and disclosing software release notes to NHTSA, performing vehicle
20 repairs without work authorization from its vehicle owners, and not documenting all
21 the repairs being performed on customer vehicles. It has come to my attention that
22 through delivery of its first cars, the IAI software group led by Hong Rao has been
23 updating customer vehicles outside FF’s own approved customer software validation
24 process. **The IAI team has been releasing non-road approved software on**
25 **customer cars with the direct guidance and approval of the founder [Defendant**
26 **Mr. Jia].** There have been well documented cases where vehicles did not receive
27 work authorization from its owners, leading multiple employees within the Sales,
28 Aftersales, and Homologation departments to raise concerns of non-compliance. As a
result, the founder and its trusted circle of employees have attacked Rob Healey, the
Director of Aftersales in UES via official HR investigation. HR has furloughed Rob
Healey since and accelerated his relocation deadlines to unreasonable timelines
beyond what was agreed with him previously. All these actions only happened after
he raised the non-compliance concerns surrounding Hong Rao’s actions that were
fully approved by [Defendant Mr.] Jia. Rob Healey’s furlough and termination
clauses were under the guise of cost-cutting measures.

Prioritizing software release targets over customer safety, not properly disclosing and
reporting per NHTSA TREAD Act, and a systematic culture of covering up repairs
being performed on customer vehicles without proper work authorization, the UES
leadership repeatedly pressured the Aftersales team to prematurely release vehicles
for sale or return them in operation to its customers. **When team members spoke out**
against the practice, they were unfairly targeted by HR and team members close
to [Defendant Mr. Jia]’s circle of influence. Failure to comply with aftersales
guidelines and regulations may cause the Company to lose its California Bureau of
Automotive Repair (BAR) License and put the Company’s ability to sell and service

1 vehicles within the US at risk. More importantly, it could be hiding the existence of a
2 potential safety defect that could lead to recalls and safety concerns.

3 **Sales noncompliance and misleading public statements**

4 **FF, under the direction of its User Ecosystem (UES) department led by**
5 **[Defendant Mr. Jia], continues to disregard sales compliance that misleads**
6 **investors of its vehicle sales volume in an attempt to lift the Company's share**
7 **price.**

8 **The Company repeatedly made press releases about its vehicle sales before it and**
9 **its selected customers completed the sales process required under California law,**
10 **prematurely reporting sales to DMV out of compliance to meet its capital**
11 **market objectives.** Out of the four leases the Company has announced to the public
12 to date, only one has been fully funded and deemed a true sale, albeit more than 60
13 days after the "sale" was announced. Despite repeated objections by Sales staff
14 against the premature announcement of sales, the UES leadership continued to cite
15 the need to announce sales to boost the Company's share price and subjected staff
16 who raised compliance concerns to retaliatory HR actions. For example, [Defendant
17 Mr. Jia]'s representatives, Wei Gao and Shan He, intentionally prolonged [Defendant
18 Mr. Jia]'s lease transaction closure to prolong the Company's commercial usage of
19 customer vehicles for marketing and R&D purposes, among other unexplained
20 reasons. One strategy [Defendant Mr. Jia]'s representatives deployed to extend the
21 process was by delaying the proof of insurance. They repeatedly misrepresented
22 [Defendant Mr. Jia]'s progress in attaining valid auto insurance and actively
23 questioned the state's mandates on auto insurance. The deliberate failure to provide
24 the proof of insurance not only violates the state's insurance mandates, exposing the
25 Company and its customers to undue liabilities, but also puts the Company's sole
26 direct sales dealer license at risk as the practice is in breach of California DMV
27 regulations surrounding the report of sales. When Victoria Xie, who manages FF
28 Leasing Program, chased [Defendant Mr. Jia]'s representatives for proof of insurance,
[Defendant Mr. Jia]'s representatives, in retaliation, lodged a direct HR complaint
against her. Additionally, I've been made aware by multiple UES VPs that after the
incident, HR has been closely monitoring her attendance and plan to terminate her
employment altogether.

22 When the Sr. Director of Sales and Aftersales and the sole Managing Member of FF
23 dealer entity, Jose Guerrero, objected UES's push to execute vehicle sale agreements
24 without the vehicles passing Pre-Delivery Inspections (PDI) per company protocols,
25 the Chairman of UES Execution Committee, YQ, openly dismissed Jose's objection
26 and ordered the Sales team to continue with the delivery process against customers'
27 interest. FF's disrespect to sales compliance is further shown through its vehicle
28 allocation practice not based on customers' readiness to take delivery but the
customers' willingness to enter into FF's Co-Creation Agreements that contains non-
disclosure clauses that would limit the customer's ability to exercise their consumer
protection under the federal Magnuson-Moss Warranty Act and California's lemon
law to report vehicle quality issues and defects. As a consequence of Jose's
opposition to execute vehicle sales agreements before the vehicle is read and over

1 sales compliance concerns, he too has been targeted by HR and has been put on HR's
2 list for layoff. Prioritizing sales targets over customer interests to meet capital market
3 objectives, the UES leadership repeatedly pressured the Sales team to prematurely
4 execute sale agreements and to submit DMV paperwork without the required
5 insurance and cash payments; when team members spoke out against the practice,
6 they were unfairly targeted by HR. Making public announcements of vehicle
7 deliveries knowing the sales have yet to complete is misleading to investors and may
8 be in violation of SEC rules. Intentionally obstructing sales compliance has put the
9 Company's ability to sell vehicles within the US in jeopardy.

7 **Continued Defiance of Governance Resolution**

8 **Per the Company's SEC disclosure in 2022, the Company's Special Committee**
9 **and Board of Directors have approved remedial actions and entered into a**
10 **binding governance agreement with FF Top Holding LLC to enhance oversight**
11 **and corporate governance. A significant measure of the remedial actions was to**
12 **remove [Defendant Mr. Jia] as an Executive Officer and to limit his role to focus**
13 **on (a) Product and Mobility Ecosystem and (b) Internet, Artificial Intelligence,**
14 **and advanced R&D technology.**

15 **As a key operation member of FF, I can attest that [Defendant Mr. Jia] has**
16 **continued to assert his influence in the Company's management and day-to-day**
17 **operations to the detriment of the Company's interest. All major operational**
18 **decisions within key functions of the businesses, including human resources,**
19 **budget allocations, vehicle release, and the financial services, are directed and**
20 **approved by [Defendant Mr. Jia]. [Defendant Mr. Jia]'s trusted circle, despite of**
21 **their lack of familiarity with the US automotive industry, are put in key positions**
22 **within the organization to exercise [Defendant Mr. Jia]'s control. Strategic decisions**
23 **are made in the 'Sunday Meeting' attended only by [Defendant Mr. Jia] and his**
24 **trusted circle. Western business leaders are deliberately excluded from the Sunday**
25 **Meeting under the guise of 'we don't have English translation' even after the leaders'**
26 **multiple attempts to join in recognition of the Sunday Meeting's strategic and**
27 **operational impact. Older colleagues with automotive expertise are dismissed by**
28 **[Defendant Mr. Jia] and his circle as "old automotive" or "old school", disregarding**
their years of experience in regulatory compliance. When [Defendant Mr. Jia] and his
trusted circle inquired about regulatory requirements, it was done so with the clear
intention to "creatively" circumvent the rules.

23 I know that by raising these concerns, I've put myself in the firing line for retaliation
24 from the founder and his trusted circle of executives. Through my employment at
25 Faraday Future, my passion to change the automotive and EV industries are equally
26 matched by a passion for operating a meticulous and deliberate US sales and service
27 model that upholds the highest compliance standards. I look to you to correct the
28 sales and aftersales noncompliance in the best interest of the Company and to make
meaningful change of corporate culture that fosters transparency and integrity instead
of silencing through retaliation." *Emphasis added.*

28 ///

1 28. Ms. Xie's complaints made clear that the company's publicly reported sales figures
2 were false.

3 29. On December 8, 2023, the Faraday Defendants terminated Ms. Xie's employment in
4 retaliation for her protected whistleblowing.

5 30. Defendant Mr. Jia and Defendant Ms. Yang personally ordered, directed and engaged
6 in all actions and activities referenced in this Complaint vis-à-vis Ms. Xie's wrongful termination
7 in retaliation for engaging in the protected and required whistleblowing alleged herein. Defendant
8 Mr. Jia and Defendant Ms. Yang were acting as agents of the Faraday Defendants in connection
9 with personally ordering, directing and engaging in the actions and activities causing Ms. Xie's
10 wrongful termination in retaliation for engaging in the protected and required whistleblowing, and
11 each is personally responsible for the damages caused by such actions.
12

13 31. On December 22, 2023, Ms. Xie submitted a Statement of Claim against the Faraday
14 Defendants at Judicial Arbitration and Mediation Services ("JAMS"), Case No. 5220004954.
15 Ms. Xie's Employment Agreement with the Faraday Defendants, drafted exclusively by the
16 Faraday Defendants, requires that all disputes between the parties be arbitrated at the JAMS.
17 On February 7, 2024, Ms. Xie sent the Statement of Claim to the Faraday Defendants.
18

19 32. On February 16, 2024, JAMS sent correspondence to the Faraday Defendants
20 demanding their payment of the required arbitration fees, pursuant to California Code of Civil
21 Procedure §1281.97, *et seq.* As of the date of the filing of this Complaint, the Faraday Defendants
22 still have not paid the required arbitration fees.
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1 33. Code of Civil Procedure §1281.97 states in part:

2 “(a)(1) In an employment . . . arbitration that requires, either expressly or
3 through . . . the rules of the arbitration provider, the drafting party to pay certain
4 fees and costs before the arbitration can proceed, **if the fees or costs to initiate
5 an arbitration proceeding are not paid within 30 days after the due date the
6 drafting party is in material breach of the arbitration agreement, is in
7 default of the arbitration, and waives its right to compel arbitration under
8 Section 1281.2.**

6 . . .

7 (b) If the drafting party materially breaches the arbitration agreement and is in
8 default under subdivision (a), the employee . . . may . . . (1) **Withdraw the
9 claim from arbitration and proceed in a court of appropriate jurisdiction . .
10 ..” *Emphasis added.***

10 **CAUSES OF ACTION**

11 **FIRST CAUSE OF ACTION**
12 **BREACH OF CONTRACT**

12 (Against Defendants Faraday Future Intelligent Electric, Inc., Faraday & Future, Inc.,
13 and Does 1 through 10, inclusive)

14 34. Plaintiff incorporates herein by reference the allegations set forth above in their
15 entirety.

16 35. Plaintiff entered into the agreements with the Defendants described herein, including
17 but not limited to the aforementioned written Employment Agreement. Plaintiff has performed all
18 conditions, covenants, and promises required of her on her part to be performed in accordance with
19 the terms and conditions of the contracts, except those obligations Plaintiff was prevented or
20 excused from performing.

21 36. Defendants failed to comply with, and breached the terms of the Employment
22 Agreement by the acts described herein.

23 37. As a result of Defendants’ breach of contract, Plaintiff has been damaged in an amount
24 to be proven at trial.

25 WHEREFORE, Plaintiff seeks damages as set forth hereinafter.

26 ///
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28

1 43. As a direct and proximate result of Defendants' unlawful conduct, Plaintiff has
2 sustained and continues to sustain physical injuries, pain and suffering, and extreme and severe
3 mental anguish and emotional distress. Plaintiff has suffered and continues to suffer a loss of
4 earnings and other employment benefits, and is thereby entitled to general and compensatory
5 damages in amounts to be proven at trial.

6
7 44. Defendants' conduct as described above was willful, despicable, knowing, and
8 intentional. Accordingly, Plaintiff seeks an award of punitive and exemplary damages in an
9 amount according to proof.

10 WHEREFORE, Plaintiff seeks damages as set forth hereinafter.

11 **THIRD CAUSE OF ACTION**
12 **RETALIATION IN VIOLATION OF LABOR CODE §1102.5**
13 **(Against All Defendants)**

14 45. Plaintiff incorporates herein by reference the allegations set forth above in their
15 entirety.

16 46. At all times material to this Complaint, California Labor Code §1102.5 was in effect
17 and binding on Defendants.

18 47. Section 1102.5 requires Defendants to refrain from retaliating against an employee for
19 refusing to participate in an activity that she reasonably believes would result in a violation of state
20 or federal statute, rule or regulation.

21
22 48. Plaintiff had a reasonable, good faith belief that Defendants were violating state and
23 federal laws, rules and regulations, and reported those violations to Defendants' management.

24 49. Defendants retaliated against Plaintiff for her whistleblowing, by terminating her
25 employment in violation of California Labor Code §1102.5.

26 50. As a direct and proximate result of such retaliation, Plaintiff has been damaged in a
27 sum according to proof.
28

1 51. Plaintiff demands all available relief under California Labor Code §1102.5 including
2 damages and the imposition of a civil penalty of \$10,000 for such violation.

3 WHEREFORE, Plaintiff seeks damages as set forth hereinafter.

4 **FOURTH CAUSE OF ACTION**
5 **NEGLIGENCE**
6 **(Against All Defendants)**

7 52. Plaintiff incorporates herein by reference the allegations set forth above in their
8 entirety.

9 53. Defendants owed a duty to Plaintiff by virtue of the nature of their relationship. By
10 virtue of the acts alleged herein, Defendants breached their duty of reasonable care to Plaintiff and
11 acted carelessly, negligently and/or recklessly, thereby exposing her to an unreasonable risk of
12 harm.

13 54. Defendants knew or in the exercise of reasonable care should have known their actions
14 and omissions posed an unreasonable risk of harm of which Plaintiff was unaware.

15 55. Defendants' failure to exercise reasonable care and breach of their respective duties
16 owed to Plaintiff caused damage to her. Had Defendants exercised reasonable care, Plaintiff
17 would not have been damaged.

18 WHEREFORE, Plaintiff seeks damages as set forth hereinafter.

19 **FIFTH CAUSE OF ACTION**
20 **DEFAMATION PER SE**
21 **(Against All Defendants)**

22 56. Plaintiff incorporates herein by reference the allegations set forth above in their
23 entirety.

24 57. Upon information and belief, agents of Defendants made defamatory statements about
25 Plaintiff to numerous persons including coworkers, supervisors and prospective employers of
26 Plaintiff.
27
28

1 58. Information as to the specific identity of the persons publishing the relevant statements,
2 and the recipients of the statements is in the hands of Defendants and other third parties, and will
3 be subject to discovery.

4 59. On information and belief, Plaintiff believes defamatory statements by agents of
5 Defendants were made orally and in writing. Plaintiff does not presently have information
6 concerning the statements, which is in the hands of Defendants and of which it has superior
7 knowledge, as will be subject to discovery.

8 60. On information and belief, the general substance of these defamatory statements
9 includes false express and implied assertions also including insinuation and innuendo that
10 Plaintiff's performance was deficient, she failed to perform her duties in a professional manner,
11 and she was trying maliciously to harm Defendants. Such assertions were intended as statements
12 of fact and not opinion.
13

14 61. Plaintiff is informed and believes that Defendants, by the acts described herein,
15 conspired to, and in fact, did negligently, recklessly, and intentionally cause excessive and
16 unsolicited internal and external publications of defamation, of and concerning Plaintiff, to third
17 persons and the community, and/or with a failure to investigate adequately or verify purported
18 facts underlying the defamatory statements. The precise dates of these publications are not
19 presently known to Plaintiff, as the information is in the hands of Defendants.
20

21 62. These publications were outrageous, negligent, reckless, intentional, and maliciously
22 published and republished by Defendants, and each of them. Plaintiff is informed and believes that
23 the negligent, reckless, and intentional publications by Defendants, and each of them, were and
24 continue to be, foreseeably published and republished by Defendants, their agents and employees,
25 recipients, and in the community.
26

27 ///
28

1 76. Plaintiff seeks attorney fees pursuant to the private attorney general doctrine, as
2 codified in California Civil Code §1021.5.

3 WHEREFORE, Plaintiff seeks damages as set forth hereinafter.

4 **EIGHTH CAUSE OF ACTION**
5 **INTENTIONAL INFLICTION OF EMOTIONAL DISTRESS**
6 **(Against All Defendants)**

7 77. Plaintiff incorporates herein by reference the allegations set forth above in their
8 entirety.

9 78. By the conduct hereinabove alleged, Defendants acted outrageously, with the intention
10 to cause, or with reckless disregard of the probability of causing Plaintiff severe emotional distress.
11 This conduct, which was unprivileged and unwanted by Plaintiff, actually and proximately caused
12 Plaintiff her emotional distress.

13 79. Defendants harmed Plaintiff because those actions caused her to suffer fear, anxiety,
14 sleepless nights, humiliation, mental anguish and emotional distress. Defendants knew that their
15 acts and omissions described herein would cause Plaintiff emotional distress. As a result of such
16 unlawful conduct and consequent harm, Plaintiff suffered damages that will be proven at trial.

17 80. The conduct of Defendants proximately caused Plaintiff to suffer, and continue to
18 suffer, damages, including injuries to her person in an amount which will be proven at trial. The
19 intentional, malicious and/or oppressive conduct of Defendants was in reckless disregard of
20 Plaintiff's rights and therefore warrants the imposition of punitive damages.
21

22 WHEREFORE, Plaintiff seeks damages as set forth hereinafter.

23
24 ///

25 ///

26 ///

27 ///

28

1 **PRAYER FOR RELIEF**

2 WHEREFORE, Plaintiff Victoria Xie respectfully requests the Court Order the following
3 relief against Defendants, including, but not limited to:

- 4 1. Compensatory damages in an amount to be determined, but not less than
5 \$1,000,000;
- 6 2. General damages in an amount to be determined, but not less than \$1,000,000;
- 7 3. Special damages in an amount to be determined, but not less than \$1,000,000;
- 8 4. Interest at the legal rate from date of injury;
- 9 5. Attorney fees and costs of suit pursuant to the authority cited herein;
- 10 6. Punitive damages as the Court deems just and proper;
- 11 7. Attorney's fees, costs and sanctions pursuant Code of Civil Procedure §§1281.97
12 and 1281.99, including but not limited to Monetary, Evidence, Terminating and/or
13 Contempt Sanctions.
- 14 8. Such other and further relief as the Court deems just and proper.

15 Dated: March 29, 2024

BALDWIN MADER LAW GROUP



17 By: _____
18 Patrick Baldwin, Esq.
19 Christopher Mader, Esq.
20 *Attorneys for Plaintiff Victoria Xie*

Exhibit A

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

FORM 12b-25

NOTIFICATION OF LATE FILING

(Check One): Form 10-K Form 20-F Form 11-K Form 10-Q Form 10-D Form N-CEN
 Form N-CSR

For Period Ended: **December 31, 2021**

- Transition Report on Form 10-K
 Transition Report on Form 20-F
 Transition Report on Form 11-K
 Transition Report on Form 10-Q

For the Transition Period Ended: _____

Read Instruction (on back page) Before Preparing Form. Please Print or Type.

Nothing in this form shall be construed to imply that the Commission has verified any information contained herein.

If the notification relates to a portion of the filing checked above, identify the Item(s) to which the notification relates: N/A

PART I – REGISTRANT INFORMATION

Faraday Future Intelligent Electric Inc.

Full Name of Registrant

N/A

Former Name if Applicable

18455 S. Figueroa Street

Address of Principal Executive Office (*Street and Number*)

Gardena, California 90248

City, State and Zip Code

PART II RULES 12b 25(b) AND (c)

If the subject report could not be filed without unreasonable effort or expense and the registrant seeks relief pursuant to Rule 12b-25(b), the following should be completed. (Check box if appropriate.)

- (a) The reason described in reasonable detail in Part III of this form could not be eliminated without unreasonable effort or expense;
- (b) The subject annual report, semi-annual report, transition report on Form 10-K, Form 20-F, Form 11-K, Form N-CEN or Form N-CSR, or portion thereof, will be filed on or before the fifteenth calendar day following the prescribed due date; or the subject quarterly report or transition report on Form 10-Q or subject distribution report on Form 10-D, or portion thereof, will be filed on or before the fifth calendar day following the prescribed due date; and
- (c) The accountant's statement or other exhibit required by Rule 12b-25(c) has been attached if applicable.

PART III – NARRATIVE

State below in reasonable detail why Forms 10-K, 20-F, 11-K, 10-Q, 10-D, N-CEN, N-CSR, or the transition report or portion thereof, could not be filed within the prescribed time period.

Faraday Future Intelligent Electric Inc. (the "Company" or "FF") is unable, without unreasonable effort or expense, to file its Annual Report on Form 10-K for the year ended December 31, 2021 (the "Form 10-K") within the prescribed time period, and does not expect to file it by the extended filing date pursuant to Rule 12b-25, for the reasons described below. On February 1, 2022, the Company filed a Current Report on Form 8-K (the "February 1 Form 8-K") disclosing, among other things, that a special committee of independent directors of the Company (the "Special Committee") had completed a previously announced independent investigation into allegations of inaccurate Company disclosures. Since then, the Company continues to implement the appropriate remedial actions approved by the Special Committee and continues the additional investigative work and remedial work as recommended by the Special Committee, under the direction of the Executive Chairperson and reporting to the Audit Committee of the Company's Board of Directors (the "Board"), in each case as described in the February 1, 2022 Form 8-K. That work may result in further findings and remedial actions.

Subsequent to the February 1 Form 8-K, the Company, certain members of the management team and employees of the Company received a notice of preservation and subpoena from the staff of the U.S. Securities and Exchange Commission (the "SEC") stating that the SEC had commenced a formal investigation relating to the matters that were the subject of the Special Committee investigation. The Company, which had previously voluntarily contacted the SEC in connection with the Special Committee investigation, is cooperating fully with the SEC's investigation.

The Company needs additional time to complete the additional investigative work, and implement such additional appropriate remedial actions and to finalize the Company's financial statements and related disclosures for both the Company's Quarterly Report on Form 10-Q for the quarter ended September 30, 2021 (the "Q3 Form 10-Q") and Form 10-K. The Company continues to evaluate its controls and compliance oversight and may report additional material weaknesses.

As previously disclosed in the Company's Current Report on Form 8-K filed on March 15, 2022, the Listing and Qualifications Department of Nasdaq granted an exception to enable the Company to regain compliance with Nasdaq Listing Rule 5250(c)(1). Under the terms of the exception, the Company is required to file the Q3 Form 10-Q and the Form 10-K on or before May 6, 2022. The Company is working diligently to finalize and file the Q3 Form 10-Q and the Form 10-K as soon as practicable and currently expects to file both on or prior to the May 6, 2022 deadline, and to file its amended Registration Statement on Form S-1 (File No. 333-258993) (the "Form S-1/A") promptly following the filing of the Form 10-K.

PART IV OTHER INFORMATION

- (1) Name and telephone number of person to contact in regard to this notification

Becky Roof
(Name)

(310)
(Area Code)

415-4807
(Telephone Number)

- (2) Have all other periodic reports required under Section 13 or 15(d) of the Securities Exchange Act of 1934 or Section 30 of the Investment Company Act of 1940 during the preceding 12 months or for such shorter period that the registrant was required to file such report(s) been filed? If answer is no, identify report(s). Yes No

Quarterly Report on Form 10-Q for the quarter ended September 30, 2021.

- (3) Is it anticipated that any significant change in results of operations from the corresponding period for the last fiscal year will be reflected by the earnings statements to be included in the subject report or portion thereof? Yes No

If so, attach an explanation of the anticipated change, both narratively and quantitatively, and, if appropriate, state the reasons why a reasonable estimate of the results cannot be made.

Management discussion of the results of operations for the year ended December 31, 2021

The Company expects its loss from operations to be between \$345 million to \$385 million for the year ended December 31, 2021, as compared to a loss from operations of \$65 million for the year ended December 31, 2020. The increase is primarily driven by increased costs to bring the Company's Hanford, California manufacturing facility to full commercial production, including completion of production and manufacturing tooling, execution of its supply chain efforts and further enhancing its engineering, testing, certification and validation capabilities, as well as increased expenses for the development and production of future electric vehicle models, additional accruals for certain Company litigation and loss on disposal of property and equipment relating to the abandonment of certain FF 91 program assets, primarily vendor tooling, machinery and equipment, due to the improved redesign of the related FF 91 components and implementation of FF's cost reduction program.

The Company expects its net loss to be between \$510 million and \$550 million for the year ended December 31, 2021 as compared to a net loss of \$147 million for the year ended December 31, 2020. The increase in net loss is attributable to the significant increase in operating expenses, the loss relating to fair value measurement of related party notes payable, notes payable and warrant liabilities, as well as loss on extinguishment of related party notes payable, notes payable, and vendor payables in trust, net, which were converted to equity in connection with the closing of the Company's previously announced business combination with Property Solutions Acquisition Corp. ("PSAC") on July 21, 2021.

The Company expects its cash and cash equivalents and restricted cash to be approximately \$530 million at December 31, 2021, as compared to approximately \$2 million at December 31, 2020.

Since inception, the Company has incurred cumulative losses from operations and negative cash flows from operating activities, and the Company expects to report an accumulated deficit of approximately \$2.9 billion as of December 31, 2021. The Company expects to continue to generate significant operating losses for the foreseeable future. Based on the Company's recurring losses from operations since inception, expectation of continued operating losses for the foreseeable future, and the need to raise additional capital to fund its future operations, management has concluded that there is substantial doubt about the Company's ability to continue as a going concern for a period of one year from the expected issuance date of the Company's financial statements for the year ended December 31, 2021 in the Form 10-K.

Ongoing operations will require the Company to raise additional funding. The Company is exploring various alternatives to raise additional funding and finance its ongoing operations, including equipment leasing and construction financing of the Company's Hanford, California production facility, secured syndicated debt financing, convertible notes, working capital loans, and equity offerings, among other options. The particular funding mechanisms, terms, timing, and amounts are dependent on the Company's assessment of opportunities available in the marketplace and the circumstances of the business at the relevant time.

The timely achievement of the Company's operating plan as well as its ability to maintain an adequate level of liquidity are subject to various risks associated with the Company's ability to continue to successfully obtain additional sources of funding, and control and effectively manage its costs, as well as factors outside of the Company's control, including those related to global supply chain disruptions, and the rising prices of materials and ongoing impact of the COVID-19 pandemic. The Company's forecasts and projections of working capital reflect significant judgment and estimates for which there are inherent risks and uncertainties.

There can be no assurance that the Company will be successful in achieving its strategic plans, that the Company's future capital raises will be sufficient to support its ongoing operations, or that any additional financing will be available in a timely manner or on acceptable terms, if at all. If events or circumstances occur such that the Company does not meet its strategic plans, the Company will be required to reduce discretionary spending, alter or scale back vehicle development programs, be unable to develop new or enhanced production methods, or be unable to fund capital expenditures. Any such events would have a material adverse effect on the Company's financial position, results of operations, cash flows, and ability to achieve its intended business objectives.

The financial information set forth herein consists of preliminary unaudited results, which will not be final until the Company files its financial statements for the year ended December 31, 2021 in its Form 10-K. This Form 12b-25 contains forward-looking statements within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended. All statements, other than statements of historical facts, included in this Form 12b-25 that address activities, events or developments that the Company expects, believes or anticipates will or may occur in the future are forward-looking statements. Without limiting the generality of the foregoing, forward-looking statements contained in this Form 12b-25 specifically include the Company's estimated operating loss and net loss for the year ended December 31, 2021, the Company's estimated accumulated deficit, cash and cash equivalents and restricted cash as of December 31, 2021, the factors that raise substantial doubt about the Company's ability to continue as a going concern, the Company's plans to alleviate the substantial doubt about its ability to continue as a going concern, including potential future financing alternatives, and the anticipated filing of the Form 10-K. While these forward-looking statements are based upon information presently available to the Company and assumptions and analyses that the Company believes to be reasonable under the circumstances, investors are cautioned that actual results may differ materially from these preliminary unaudited results and forward-looking statements included herein for a variety of reasons, including the occurrence of the risk factors listed in the Company's filings with the SEC.

Forward Looking Statements

This Notification of Late Filing on Form 12b-25 includes "forward looking statements" within the meaning of the "safe harbor" provisions of the United States Private Securities Litigation Reform Act of 1995. When used in this report, the words "estimates," "projected," "expects," "anticipates," "forecasts," "plans," "intends," "believes," "seeks," "may," "will," "should," "future," "propose" and variations of these words or similar expressions (or the negative versions of such words or expressions) are intended to identify forward-looking statements, and include statements regarding the expected timing for filing the Q3 Form 10-Q, Form 10-K and Form S-1/A. These forward-looking statements are not guarantees of future performance, conditions or results, and involve a number of known and unknown risks, uncertainties, assumptions and other important factors, many of which are outside the Company's control, that could cause actual results or outcomes to differ materially from those discussed in the forward-looking statements. Important factors, among others, that may affect actual results or outcomes include the outcome of the SEC investigation relating to the matters that were the subject of the Special Committee investigation; Company's ability to satisfy the terms of the Nasdaq exception and to file the Q3 Form 10-Q and Form 10-K by May 6, 2022 and its ability to regain compliance with the Nasdaq continued listing standards; the implementation of the Special Committee's actions and related internal review by Company; Company's ability to execute on its plans to develop and market its vehicles and the timing of these development programs; Company's estimates of the size of the markets for its vehicles and costs to bring its vehicles to market; the rate and degree of market acceptance of Company's vehicles; the success of other competing manufacturers; the performance and security of Company's vehicles; potential litigation involving Company; the result of future financing efforts and general economic and market conditions impacting demand for Company's products; and the ability of Company to attract and retain employees. The foregoing list of factors is not exhaustive. You should carefully consider the foregoing factors and the other risks and uncertainties described in the "Risk Factors" section of the Company's registration statement on Form S-1 (File No. 333-258993) filed with the SEC on October 4, 2021 and other documents filed by Company from time to time with the SEC. These filings identify and address other important risks and uncertainties that could cause actual events and results to differ materially from those contained in the forward-looking statements. Forward-looking statements speak only as of the date they are made. Readers are cautioned not to put undue reliance on forward-looking statements, and Company does not undertake any obligation to update or revise any forward-looking statements, whether as a result of new information, future events or otherwise, except as required by law.

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

has caused this notification to be signed on its behalf by the undersigned hereunto duly authorized.

Date March 31, 2022

By /s/ Becky Roof
Name: Becky Roof
Title: Interim Chief Financial Officer

Exhibit B

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

FORM S-1/A
(Amendment No. 2)
REGISTRATION STATEMENT
UNDER

THE SECURITIES ACT OF 1933

FARADAY FUTURE INTELLIGENT ELECTRIC INC.
(Exact Name of Registrant as Specified in Its Charter)

Delaware
(State or Other Jurisdiction of
Incorporation or Organization)

84-4720320
(I.R.S. Employer
Identification No.)

18455 S. Figueroa Street
Gardena, CA 90248
(424) 276-7616
(Address, Including Zip Code, and Telephone Number, Including Area Code, of Registrant's Principal Executive Offices)

Becky Roof
Interim Chief Financial Officer
18455 S. Figueroa Street
Gardena, CA 90248
(310) 415-4807
(Name, Address, Including Zip Code, and Telephone Number, Including Area Code, of Agent for Service)

Copies to:
Vijay S. Sekhon
Michael P. Heinz
Sidley Austin LLP
555 California Street, Suite 2000
San Francisco, CA 94104
Tel: (415) 772-1200

Approximate date of commencement of proposed sale to the public: From time to time after the effective date of this registration statement.

If any of the securities being registered on this form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933 check the following box:

If this form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If this form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If this form is a post-effective amendment filed pursuant to Rule 462(d) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

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

Large accelerated filer
Non-accelerated filer

Accelerated filer
Smaller reporting company
Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 7(a)(2)(B) of the Securities Act.

The registrant hereby amends this registration statement on such date or dates as may be necessary to delay its effective date until the registrant shall file a further amendment that specifically states that this registration statement shall thereafter become effective in accordance with Section 8(a) of the Securities Act or until the registration statement shall become effective on such date as the Securities and Exchange Commission, acting pursuant to said Section 8(a), may determine.

For the audits of the years ended December 31, 2021 and 2020, FF's independent registered public accounting firm included an explanatory paragraph relating to FF's ability to continue as a going concern in its report on FF's audited financial statements included in this prospectus.

FF's audit reports in 2021 and 2020 from its independent registered public accounting firm include an emphasis of matter paragraph stating that FF's recurring losses from operations and continued cash outflows from operating activities raise substantial doubt about FF's ability to continue as a going concern. FF's consolidated financial statements do not include any adjustments that may result from the outcome of this uncertainty. As of the date FF's audited consolidated financial statements as of December 31, 2021 were issued, FF management expects that it would be required to obtain additional funding to continue as a going concern within the next 12 months, resulting in there being substantial doubt about FF's ability to continue as a going concern. If FF is unable to continue as a going concern, it may have to seek protection under applicable bankruptcy laws and/or liquidate or reorganize its assets and may receive less than the value at which those assets are carried on its consolidated financial statements. If such an event were to happen, it is likely investors would lose part or all of their investment. Future reports from FF's independent registered public accounting firm may also contain statements expressing substantial doubt about FF's ability to continue as a going concern. If such doubt about FF continues, investors or other financing sources may be unwilling to provide additional funding to FF on commercially reasonable terms, or at all, and FF's business may be harmed.

FF is involved in an SEC investigation, and may be further subject to investigations and legal proceedings related to the matters underlying the Special Committee investigation, which may result in adverse findings, damages, the imposition of fines or other penalties, increased costs and expenses and the diversion of management's time and resources.

On December 23, 2021, a putative class action lawsuit alleging violations of the Securities Exchange Act of 1934 was filed in the United States District Court, Central District of California, against the Company, among others, and its current Global CEO, its former CFO, its current Chief Product and User Ecosystem Officer, as well as the CFO of Legacy FF and former CFO of FF, and the Co-CEOs of PSAC. Also, on March 8, March 21, April 11, and April 25 2022, putative stockholder derivative lawsuits were filed in the United States District Court, Central District of California and United States District Court, District of Delaware against numerous current and former officers and directors of the Company alleging violations of the Securities Exchange Act of 1934 and various common law claims. See "*Business – Legal Proceedings*" for further information regarding these lawsuits.

In connection with the Special Committee investigation, FF, certain members of the management team and FF employees received a notice of preservation and subpoena from the staff of the SEC stating that the SEC had commenced a formal investigation relating to the matters that were the subject of the Special Committee investigation beginning in October 2021. FF, which had previously voluntarily contacted the SEC in connection with the Special Committee investigation, is cooperating fully with the SEC's investigation. The outcome of such an investigation is difficult to predict, and the SEC may expand the scope of its investigation beyond that of the Special Committee. We have incurred, and may continue to incur, significant expenses related to legal and other professional services in connection with the SEC investigation. At this stage, we are unable to assess whether any material loss or adverse effect is reasonably possible as a result of the SEC's investigation or estimate the range of any potential loss. In addition, the SEC may subject our directors, officers and employees to fines, penalties and other punitive actions. In addition, in June 2022, FF received a preliminary request for information from the U.S. Department of Justice in connection with the matters that were the subject of the Special Committee investigation, and FF is in the process of responding to, and intends to fully cooperate with, such request.

FF has incurred legal and accounting expenses and may continue to incur significant legal and accounting expenditures in connection with the Special Committee investigation, SEC investigation and the shareholders lawsuits. Any legal proceedings resulting from these investigations and litigation, including further shareholder derivative litigation or governmental inquiries or investigations may further divert management's time and attention and may result in the incurrence of significant expense, including legal fees. Such legal proceedings could also have a material adverse effect on our business, financial condition, results of operations and cash flows including as a result of such expenses or arising from any consequences of such legal proceedings including damages, monetary fines, sanctions, penalties, adverse publicity and damage to reputation.

Exhibit C

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549
FORM 10-K**

(Mark One)

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

For the fiscal year ended December 31, 2021

OR

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

For the transition period from _____ to _____

Commission file number 001-39395

Faraday Future Intelligent Electric Inc.
(Exact name of registrant as specified in its charter)

Delaware

(State or other jurisdiction of
incorporation or organization)

**18455 S. Figueroa Street
Gardena, CA**

(Address of Principal Executive Offices)

3711

(Primary standard industrial classification code
number)

84-4720320

(I.R.S. Employer
Identification Number)

90248

(Zip Code)

(310) 415-4807

Registrant's telephone number, including area code

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

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Class A common stock, par value \$0.0001 per share	FFIE	The Nasdaq Stock Market LLC
Redeemable warrants, exercisable for shares of Class A common stock at an exercise price of \$11.50 per share	FFIEW	The Nasdaq Stock Market LLC

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

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

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

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

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

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

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

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

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

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

Based on the closing price as reported on the Nasdaq Stock Market, the aggregate market value of the registrant's common stock held by non-affiliates on June 30, 2021 (the last business day of the registrant's most recently completed second fiscal quarter) was approximately \$362.8 million. Shares of common stock held by each executive officer and director and by each stockholder of more than 10% of any class of voting equity securities of the registrant have been excluded from this calculation because such persons may be deemed to be affiliates. This determination of affiliate status is not necessarily a conclusive determination for other purposes.

As of May 13, 2022, there were 238,275,864 shares of Class A common stock, \$0.0001 par value, and 64,000,588 shares of Class B common stock, \$0.0001 par value, issued and outstanding.

expand their customer base more effectively, which could place FF at a competitive disadvantage. While certain tax credits and other incentives for alternative energy production, alternative fuel and electric vehicles have been available in the past, there is no guarantee that these programs will be available in the future. If current tax incentives are not available in the future, or if additional taxes or surcharges are imposed, FF's business, prospects, financial condition and results of operations could be harmed.

FF may engage in direct-to-consumer leasing or financing arrangements in the future which will expose FF to credit, compliance and residual value risks, the failure of which to manage may materially harm FF's business, prospects, financial condition and results of operation.

FF expects the availability of financing or leasing programs to be important for its potential customers and may offer financing or leasing arrangements for its vehicles or collaborate with third parties to provide such arrangements in the future. However, FF may not be able to obtain adequate funding for its future financing or leasing programs or offer terms acceptable to potential customers. If FF is unable to provide compelling financing or leasing arrangements for its vehicles, it may be unable to grow the vehicle orders and deliveries, which could materially and adversely harm FF's business, prospects, financial condition and results of operations.

Additionally, if FF does not successfully monitor and comply with applicable national, state, and/or local consumer protection laws and regulations governing these transactions, FF may become subject to enforcement actions or penalties, either of which may harm its business and reputation.

Moreover, offering leasing or financing arrangements will expose FF to risks commonly associated with the extension of credit. Credit risk is the potential loss that may arise from any failure in the ability or willingness of the customer to fulfil its contractual obligations when they fall due. In the event of a widespread economic downturn or other catastrophic event, FF's customers may be unable or unwilling to satisfy their payment obligations on a timely basis or at all. Moreover, competitive pressure and challenging markets may increase credit risk through loans and leases to financially weak customers and extended payment terms. If a significant number of FF's customers default, FF may incur credit losses and/or have to recognize impairment charges with respect to the underlying assets, which may be substantial. Any such credit losses and/or impairment charges could adversely affect FF's business, prospects, operating results or financial condition.

Further, in lease arrangements, the profitability of any vehicles returned to FF at the end of their leases depends on FF's ability to accurately project such vehicles' residual values at the outset of the leases, and such values may fluctuate prior to the end of their terms depending on various factors such as supply and demand of FF's used vehicles, economic cycles, and the pricing of new vehicles. FF may incur substantial losses if its vehicles' fair market value deteriorates faster than projected.

FF's founder, Mr. Yueting Jia (YT Jia), is closely associated with the image and brand of FF. Circumstances affecting YT Jia's reputation, and investor and public perception of his role and influence in FF, may shape FF's brand and ability to do business. Additionally, YT Jia may continue to be subject to certain restrictions in China if not all creditors participating in YT Jia's restructuring plan comply with the requirement to request removal of YT Jia from such restrictions.

FF's founder, Mr. YT Jia, has previously been the subject of negative press related to his debts and has had, and in the future may have significant influence over FF's management and operations. In December 2019, YT Jia was also determined by the Shenzhen Stock Exchange of China to be unsuitable for a position as director, supervisor or executive officer of public listed companies in China as a result of violation by Leshi Information Technology Co., Ltd. ("LeTV"), a public company founded and controlled by YT Jia in China, of several listing rules of Shenzhen Stock Exchange, including procedural non-compliance for the provision of funding and guarantees by LeTV to other affiliated companies founded by YT Jia, discrepancies in LeTV's forecast and financials, and procedurally improper use of proceeds from LeTV's public offering. Additionally, as the controlling shareholder and the former chairman of LeTV, YT Jia, received a notice from China Securities Regulatory Commission ("CSRC") in April 2021 notifying the CSRC's decision to impose an administrative fine of CNY 241.2 million and a permanent ban from entry into the securities market on YT Jia as a result of LeTV's misrepresentation in the registration document of its initial public offering and its financial statements, fraud in connection with a private placement, and other violations of securities law and listing requirements. In January 2021, YT Jia, as the former executive director and chairman of Coolpad Group Limited (SEHK: 2369) ("Coolpad") received a decision from the Listing Committee of The Stock Exchange of Hong Kong Limited (the "HKSE Listing Committee") that YT Jia and another former executive director of Coolpad had breached their undertakings to the HKSE Listing Committee in connection with Coolpad's failure to comply with the Hong Kong listing rules requirement to timely announce certain disclosable transactions (such as advancement of money, provision of financial assistance, or certain related party transactions) and timely publish its financial results. HKSE Listing Committee determined that YT Jia's retention of office on the board of Coolpad would have been prejudicial to the interests of investors. YT Jia appealed the decision on January 15, 2021. The appeal was denied on July 22, 2021. In addition, YT Jia was also sued in a securities market misrepresentation litigation before the Beijing Financial Court (the "Litigation") in May 2021.

The Litigation is in relation to the alleged misrepresentation made by LeTV. Three representatives acting on behalf of two thousand investors, claim damages to the investors in a total amount of RMB 4,571,777,814.99 due to LeTV's alleged misrepresentation. The lawsuit names 24 defendants, including LeTV, YT Jia, other former directors, supervisors, executives of LeTV and the agencies which provided services for LeTV's IPO or listing, claiming they are jointly liable. The court has held two pre-hearing meetings for the parties to exchange their evidence and present their examination and cross-examination opinions. The judgment of the Litigation is yet to be handed down by the Beijing Financial Court.

As the Founder and the Chief Product and User Ecosystem Officer of FF, YT Jia's image will be closely associated with its brand. The media's focus on negative coverage could materially and adversely affect FF's valuation and investors' confidence. Such negative publicity could also solicit inquiries from securities regulatory bodies in the relevant jurisdictions where FF does business. While YT Jia completed a Chapter 11 restructuring plan with respect to his personal debts and claims in June 2020 and received a discharge order on March 4, 2021 with an effective discharge date as of February 3, 2021, according to which all distributions, rights, and treatment that are provided in the plan will be in exchange for, and in complete satisfaction, settlement, discharge, and release of, all claims against the debtor of any nature whatsoever, whether known or unknown, or against the assets or properties of YT Jia that arose before the discharge date, there is no assurance that such negative publicity, although not directly related to FF, would not adversely affect FF's business, prospects, brand, financial condition and results of operations.

Additionally, as a condition for the creditors to receive distribution from the trust established as part of the restructuring plan, creditors are required to request Chinese Courts to remove YT Jia from the list of dishonest judgment debtors ("China Debtor List") and lift any consumption or travel restrictions ("China Restrictions") that are currently imposed on YT Jia by the Chinese courts. As of May 6, 2022, creditors of more than 80% of the total allowed claims in the restructuring plan submitted such a request to the Chinese courts. However, there may be risks that other holders who had not yet submitted such a request would not submit the request or that the Chinese courts do not approve such a request. If YT Jia cannot be removed from such restrictions, he will not be able to make certain purchases or actions deemed as "high consumption" which will nevertheless be necessary for him to work in China, such as taking a plane. If YT Jia cannot be removed from the China Debtor List, in addition to the restriction related to purchases or actions deemed as "high consumption", he cannot be a director, supervisor or other executive officer of the Company in China.

FF Global, which is governed by an executive committee consisting of eight members, may exert influence over the management of FF through its issuance of equity interests as additional compensation to the management of FF.

As described in this Annual Report on Form 10-K under the caption "Partnership Program," certain current and former executives of FF established a partnership program (the "Partnership Program") through FF Global Partners LLC ("FF Global") in July 2019. FF Global controls Pacific Technology Holding LLC, which indirectly holds approximately 36.2% of FF's outstanding voting power on a fully-diluted basis as of the date hereof. The members and managers of FF Global are treated as "partners" or "preparatory partners" from FF Global's internal governance perspective. FF Global is managed by its board of managers (the "FF Global Board"), which currently consists of eight managers — YT Jia, Matthias Aydt, Jiawei Wang, Tin Mok, Prashant Gulati, Chaoying Deng, Philip Bethell and Dr. Carsten Breifeld. A majority of the managers (excluding Dr. Carsten Breifeld, who does not yet have voting rights because he has not met the tenure eligibility requirement and once he satisfies the tenure requirement in September 2022, subject to election by the partners of FF Global, he might become a voting manager) present at a meeting of the FF Global Board where there a quorum is required to approve any material actions of FF Global ("Reserved Matters"), including relating to the voting and disposition of shares of FFIE held by FF Top and indirectly owned by FF Global. In the event of a tie at any meeting of the FF Global Board, the manager designated by Chaoying Deng as the managing partner has a casting vote. Except for the Reserved Matters, management of FF Global has been delegated to the managing partner for efficient management. Based on our investigation, we believe that YT Jia has significant influence over and may control the outcome of any actions taken by the FF Global Board through a series of familial and personal relationships that he has with the other managers on the FF Global Board. The managers, except for Chaoying Deng, are nominated by the partners of FF Global from the existing partners that satisfy certain qualifications and are elected by all partners by plurality voting according to the policies and procedures adopted by the committee. In addition, the creditors' trust from YT Jia's Chapter 11 bankruptcy has a substantial preferred economic interest in Pacific Technology Holding LLC and has observatory rights on the FF Global Board.

FF Global may issue units to members of FF management and FF employees as additional incentives to attract and retain talent of FF and FF Global. The decisions on the issuance of FF Global units to FF management and employees are made by the FF Global Board, which consists of voting members that are not the NEOs and different from the members of the Compensation Committee of the FF Board of Directors. Certain of FF's current management (including most of the executive officers of FF) and other FF employees participate in the Partnership Program as members in FF Global, and are required to report certain events related to their interests in FF Global to FF pursuant to its Insider Investment Reporting Policy. By controlling the decision making regarding additional incentives to be granted to the management and employees of FF, FF

Exhibit D

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

FORM S-1
REGISTRATION STATEMENT
UNDER

THE SECURITIES ACT OF 1933

FARADAY FUTURE INTELLIGENT ELECTRIC INC.
(Exact Name of Registrant as Specified in Its Charter)

Delaware
(State or Other Jurisdiction of
Incorporation or Organization)

84-4720320
(I.R.S. Employer
Identification No.)

18455 S. Figueroa Street
Gardena, CA 90248
(424) 276-7616
(Address, Including Zip Code, and Telephone Number, Including Area Code, of Registrant's Principal Executive Offices)

Jarret Johnson
Vice President, General Counsel & Secretary
18455 S. Figueroa Street
Gardena, CA 90248
(424) 276-7616
(Name, Address, Including Zip Code, and Telephone Number, Including Area Code, of Agent for Service)

Copies to:
Vijay S. Sekhon
Michael P. Heinz
Sidley Austin LLP
555 California Street, Suite 2000
San Francisco, CA 94104
Tel: (415) 772-1200

Approximate date of commencement of proposed sale to the public: From time to time after the effective date of this registration statement.

If any of the securities being registered on this form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933 check the following box:

If this form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If this form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If this form is a post-effective amendment filed pursuant to Rule 462(d) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

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

Large accelerated filer
Non-accelerated filer

Accelerated filer
Smaller reporting company
Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 7(a)(2)(B) of the Securities Act.

Mr. Vogel is well-qualified to serve on the Company's board of directors due to his mix experience with executive management oversight, finance and capital markets, human resources and compensation, and strategic planning.

Board Composition

FF's board of directors directs the management of FF's business and affairs, as provided by Delaware law, and conducts its business through meetings of the board of directors and its standing committees.

FF's board of directors consists of nine members, each of whom will serve for an initial term of one year. Under the Shareholder Agreement, FF has agreed to nominate and seek re-election of the initial FF board of directors at the first annual meeting following the closing of the Business Combination. Brian Krolicki will serve as Chairman of FF's board of directors. The primary responsibilities of FF's board of directors are to provide oversight, strategic guidance, counseling and direction to FF's management. FF's board of directors will meet on a regular basis and additionally as required.

Involvement in Certain Legal Proceedings.

YT Jia filed for bankruptcy protection under Chapter 11 of Title 11 of the United States (the "Bankruptcy Code") on October 14, 2019 in the U.S. Bankruptcy Court for the District of Delaware which was later transferred to Bankruptcy Court for the Central District of California (the "Bankruptcy Court"). YT Jia filed for bankruptcy as a result of guarantees or borrowing made by YT Jia in order to fund LeECO and other businesses founded by YT Jia in China. The Chapter 11 plan was approved by the Bankruptcy Court and became effective on June 26, 2020.

In December 2019, YT Jia was determined by the Shenzhen Stock Exchange of China to be unsuitable for a position as director, supervisor or executive officer of public listed companies in China as a result of violation by LeTV, a public company founded and controlled by YT Jia in China, of several listing rules of Shenzhen Stock Exchange, including procedural non-compliance for the provision of funding and guarantees by LeTV to other affiliated companies founded by YT Jia, discrepancies in LeTV's forecast and financials, and procedurally improper use of proceeds from LeTV's public offering. Additionally, as the controlling shareholder and the former chairman of LeTV, YT Jia received a notice from China Securities Regulatory Commission ("CSRC") in April 2021 notifying the CSRC's decision to impose an administrative fine of RMB241.2 million and a permanent ban from entry into the securities market on YT Jia as a result of LeTV's misrepresentation in the registration document of its IPO and its financial statements, fraud in connection with a private placement, and other violations of securities law and listing requirements.

In January 2021, YT Jia, as the former executive director and chairman of Coolpad Group Limited (SEHK: 2369) received a decision from the Listing Committee of The Stock Exchange of Hong Kong Limited (the "HKSE Listing Committee") that YT Jia and another executive director of Coolpad had breached their undertakings to the HKSE Listing Committee in connection with Coolpad Group Limited's failure to comply with the Hong Kong listing rules requirement to timely announce certain disclosable transactions (such as advancement of money, provision of financial assistance, or certain related party transactions) and timely publish its financial results. HKSE Listing Committee determined that YT Jia's retention of office on the board of Coolpad would have been prejudicial to the interests of investors. YT Jia appealed the decision on January 15, 2021.

Independence of Directors

FF will adhere to the rules of NASDAQ in determining whether a director is independent. The board of directors of FF has consulted, and will consult, with its counsel to ensure that the board's determinations are consistent with those rules and all relevant securities and other laws and regulations regarding the independence of directors. NASDAQ listing standards generally define an "independent director" as a person, other than an executive officer of a company or any other individual having a relationship which, in the opinion of FF's board of directors, would interfere with the exercise of independent judgment in carrying out the responsibilities of a director. FF has determined that Jordan Vogel, Brian Krolicki, Edwin Goh, Lee Liu, Susan G. Swenson and Scott D. Vogel are independent directors. FF's independent directors will have regularly scheduled meetings at which only independent directors are present. A majority of the FF board of directors will be remain independent, meaning FF cannot elect to be a controlled company under NASDAQ listing rules, until the market capitalization of FF exceeds \$20 billion and the FF board of directors elects to become a controlled company as a result of FF Top having requisite voting power for FF to become a controlled company.

Risk Oversight

FF's board of directors will oversee the risk management activities designed and implemented by management. FF's board of directors will execute its oversight responsibility both directly and through its committees. FF's board of directors will also consider specific risk topics, including risks associated with its strategic initiatives, business plans and capital structure. FF's management, including its executive officers, is primarily responsible for managing the risks associated with the operation and business of FF and will provide appropriate updates to the board of directors and the audit committee. FF's board of directors has delegated to the audit committee oversight of its risk management process, and its other committees also consider risk as they perform their respective committee responsibilities. All committees report to the board of directors as appropriate, including when a matter rises to the level of material or enterprise risk.

Exhibit E

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

FORM 8-K

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

Date of Report (Date of earliest event reported): October 3, 2022

Faraday Future Intelligent Electric Inc.
(Exact name of registrant as specified in its charter)

Delaware

(State or other jurisdiction
of incorporation)

001-39395

(Commission File Number)

84-4720320

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

**18455 S. Figueroa Street
Gardena, CA**

(Address of principal executive offices)

90248

(Zip Code)

(424) 276-7616

(Registrant's telephone number, including area code)

Not Applicable

(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
 Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
 Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
 Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

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

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Class A common stock, par value \$0.0001 per share	FFIE	The Nasdaq Stock Market LLC
Redeemable warrants, exercisable for shares of Class A common stock at an exercise price of \$11.50 per share	FFIEW	The Nasdaq Stock Market LLC

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

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

Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

On October 3, 2022, each of Susan Swenson, the Executive Chairperson of Faraday Future Intelligent Electric Inc. (the “Company”), Jordan Vogel, the Company’s Lead Independent Director, and Scott Vogel provided notice of their resignations as members of the Company’s Board of Directors (the “Board”) and from all other positions that they hold at the Company and its subsidiaries. Each of Ms. Swenson and Mr. Scott Vogel resigned effective immediately. Mr. Jordan Vogel’s resignation was effective on October 5, 2022 upon his receipt of a supplemental release from the Company and its subsidiaries, FF Global Partners LLC (“FFGP”), the executive committee members of FFGP and their controlled affiliates, and FFGP’s controlled affiliates (including FF Top Holding LLC) (collectively, the “Non-Director Parties”) as contemplated by the Mutual Release, dated as of September 23, 2022, by and among the Non-Director Parties and the directors of the Company and their controlled affiliates (a copy of which was filed as Exhibit 10.2 to the Company’s Current Report on Form 8-K filed with the Securities and Exchange Commission (the “SEC”) on September 26, 2022).

Effective as of Ms. Swenson’s resignation as Executive Chairperson on October 3, 2022, Adam (Xin) He was appointed to serve as Interim (non-Executive) Chairman of the Board. The Company expects that the Board seated after the 2022 annual meeting of stockholders will select a permanent Chairperson of the Board.

Following the completion of the Special Committee investigation, the Company and certain of its directors and officers have received numerous e-mail communications from a group of self-described “employee whistleblowers” and from various individuals and entities who represented themselves as current investors of the Company. These communications have included various allegations (including, for example, that certain directors have conspired to push the Company into bankruptcy for their own personal gain) and requests for certain organizational and governance changes. The Company engaged an independent law firm to conduct a thorough independent external investigation with respect to these allegations. The independent investigation found that all such allegations have been without merit. In September 2022, certain members of the Board received threats of physical violence and death threats, which the Company has referred to appropriate law enforcement authorities, including state and local police, the Federal Bureau of Investigation, the SEC, the U.S. Department of Justice and relevant international authorities. Each of Ms. Swenson, Messrs. Jordan Vogel and Scott Vogel cited such threats and their fear that their continued association with the Company might heighten the risk to themselves and their respective families as the reasons for their resignations.

Following the resignation of Ms. Swenson, all Company management now report directly or indirectly to Dr. Carsten Breitfeld, the Global Chief Executive Officer of the Company, for a 21-day period beginning on October 4, 2022 while the Board continues to evaluate the appropriate management reporting lines.

Exhibit F



April 29, 2022

Zidan (Victoria) Xie
[REDACTED]
[REDACTED]
[REDACTED]

Dear **Zidan (Victoria)**,

I am pleased to offer you a position with Faraday Future (the “Company”), as an exempt **Go-to-Market Project and Launch Manager, North America** reporting to [REDACTED] - **Senior Director, Go-to-market North America**. If you decide to join us, you will receive an annual salary of [REDACTED], that will be paid semi-monthly.

As an employee, you also will be eligible to receive a discretionary annual performance bonus up to [REDACTED]. Any bonus will be awarded in the sole discretion of the Company. You must be an active employee on the date any discretionary bonus is paid. The bonus will not be deemed earned by you and become payable unless or until it is awarded by the Company.

The Company provides all full-time employees with subsidized health insurance, the opportunity to participate in the Company’s Fidelity 401k-retirement plan, paid time off, and holiday entitlement, specific details of which will be provided shortly after you join the Company.

As part of your offer, you will receive a number of restricted stock units (“RSUs”), with each unit representing the right to receive one share of Faraday Future Intelligent Electric Inc. (“FFIE”) Class A Common Stock, having a total value equal to [REDACTED]. The RSUs shall be granted as follows:

1. [REDACTED] in value shall be granted after you join the Company;
2. [REDACTED] in value shall be granted on your first award date anniversary with the Company;
3. [REDACTED] in value shall be granted on your second award date anniversary with the Company;
- and
4. [REDACTED] in value shall be granted on your third award date anniversary with the Company.

Each RSU grant shall vest in equal twenty-five percent (25%) increments on each of your first four (4) annual award date anniversaries at the Company following the applicable award date, provided you remain employed with the Company on each such vesting date.

All RSU grants are subject to approval by the FFIE Board of Directors and the terms of the FFIE 2021 Stock Incentive Plan (a copy of which will be provided to you at the appropriate time). Your RSUs award will be presented to the FFIE Board of Directors at the quarterly meeting on the date



closest to the date of this letter, provided the company is able to do so and remain compliant with all applicable SEC reporting obligations. If the quarterly meeting date has passed and your award falls outside of that date, it will be presented at the next quarterly meeting. The company has four quarterly award dates – January 15 (Q1), April 15 (Q2), July 15 (Q3) and October 15 (Q4). Typically, your award date will be the next quarterly award date after the date of this letter (for example, if this letter is dated May 1, your award date would be July 15 (Q3) since the award date for Q2 – April 15 – had passed).

This offer is contingent on the Company's verification of your right to work in the United States as well as your successful clearance of a background and reference check, and export control screening. This offer can be rescinded at any time by the Company prior to your start date.

To accept the Company's offer, please sign and date this letter in the space provided below. A duplicate original is enclosed for your records. If you accept our offer, your first day of employment will be **May 23, 2022**. This letter, along with all other documents referenced herein, set forth the terms and conditions of your employment with the Company and supersede any prior representations or agreements including, but not limited to, any representations made during your recruitment, interviews, or pre-employment negotiations, whether written or oral.

We look forward to your favorable reply and to working with you. This offer letter will automatically be withdrawn if not accepted on or before **May 2, 2022**.

[Signature Page Follows]



Sincerely,

[Redacted]

Faraday Future

Zidan (Victoria) Xie
Agreed To and Accepted By

Employee Signature

Date

Enclosures





Appendix I

The Company:

Faraday Future (FF) is a California-based mobility company, leveraging the latest technologies and world's best talent to realize exciting new possibilities in mobility. We're producing user-centric, technology-first vehicles to establish new paradigms in human-vehicle interaction. We're not just seeking to change how our cars work – we're seeking to change the way we drive. At FF, we're creating something new, something connected, and something with a true global impact.

Your Role:

As the Project and Launch Manager, you'll be working with some of the industry's brightest minds to manage FF's activities to bring its Direct Sales and Aftersales Models in North America. Basically, you'll ensure that FF's retail and aftersales network development roadmap and multi-phase go-to-market plan (with FF owned and partner owned showrooms and service centers) are ready for our launch.

Basic Qualifications:

Bachelor's degree in business

5+ years of experience in your field

Proven knowledge + expertise, and passion for automotive, technology, retail marketing, sales, and aftersales fields

In depth understanding and experience in scaling businesses and operations

Strong familiarity with US automotive retail environment and dealer franchise laws

Ability to define, implement and drive workflows and plans while managing timelines, communications, risks, uncovering roadblocks, defining critical paths, and any other issues that arise for vehicle and project launches

Preferred Qualifications:

Proven expertise with leading strategic initiatives

Able to develop and track KPI's and create action plans to achieve desired targets

A wide range of experience with sales, strategic planning, aftersales, retail marketing, and project management.

Track record of cross-functional collaboration with various departments at the Headquarters and field teams to ensure successful go-to-market introductions.

Proven track record of executing multiple complex projects simultaneously from start to finish

Experience with hosting or leading events

1-2 years of management experience

An innovative, customer-centric mindset and approach



Developed experiential programs and events for premium and luxury brands
A creative curiosity, collaborative ethic, hardworking enthusiasm, and driving personal vision
Excellent communication skills and team-working tendencies
A penchant for multi-tasking and self-starting
A genuine fascination for the EV and technology fields and a commitment to global change
A true sense of determination... and hopefully a sense of humor

Perks + Benefits

Stock options for every employee
Healthcare + dental + vision benefits (Free for you/discounted for family)
401(k) options
Relocation assistance + reimbursement
Casual dress code + relaxed work environment
Culturally diverse, progressive atmosphere
“Soul of Faraday” community outreach team

Faraday Future is an equal opportunity employer and does not discriminate on the basis of race, national origin, gender, gender identity, sexual orientation, protected veteran status, disability, age, or other legally protected status.



Appendix II

FFIE reserves the right to repurchase any vested shares an employee is granted under the in the event you are separated from the company for Cause, as defined as: a) an intentional act of fraud, embezzlement, theft or any other material violation of law that occurs during or in the course of such employee's employment or engagement, as applicable, with the company; (b) intentional or grossly negligent damage to the company's interests or assets; (c) intentional or grossly negligent breach of the company's policies, including, without limitation, disclosure of the company's confidential information contrary to company policies or engagement in any competitive activity which would constitute a breach of such employee's duty of loyalty or any other duties such employee holds to the company; (d) the willful and continued failure to substantially perform such employee's duties for the company (other than as a result of incapacity due to physical or mental illness); or (e) other willful or grossly negligent conduct by such employee that is demonstrably and materially injurious to the company, monetarily or otherwise.

Exhibit G

FARADAY FUTURE INTELLIGENT ELECTRIC INC.
CODE OF BUSINESS CONDUCT AND ETHICS

About this Code of Business Conduct and Ethics

We at Faraday Future Intelligent Electric Inc. (the “*Company*”) are committed to the highest standards of business conduct in our relationships with each other, with companies with which we do business and with our stockholders and others. This requires that we conduct our business in accordance with all applicable laws and regulations and in accordance with the highest standards of business ethics. This Code of Business Conduct and Ethics (this “*Code*”) helps each of us in this endeavor by providing a statement of the fundamental principles and key policies and procedures that govern the conduct of our business. This Code describes standards of conduct for all employees, officers, consultants and independent contractors of the Company (collectively, “*Company Personnel*”) as well as directors of the Company, as applicable below. This Code is a statement of the Company’s expectations for Company Personnel. Neither the adoption of this Code nor any description of its provisions constitutes a representation that all Company Personnel are at any time in full compliance. For the avoidance of doubt, in the event the policies and/or procedures of this Code differ from the policies and/or procedures of the Company’s Code of Ethics for Senior Executive and Financial Officers (the “*SOX Code*”), the policies and/or procedures of the SOX Code will control for purposes of the Company Personnel who are subject to the SOX Code.

In this Code, “*FFIE*” the “*Company*,” “*we*,” “*us*” and “*our*” refer to [Faraday Future Intelligent Electric Inc. and our subsidiaries, unless the context otherwise requires.

The purpose of this Code is to deter wrongdoing and to promote: (i) honest and ethical conduct, including the ethical handling of actual or apparent conflicts of interest between personal and professional relationships, (ii) full, fair, accurate, timely and understandable disclosure in our Securities and Exchange Commission reports and other public communications, (iii) compliance with applicable laws, rules and regulations, (iv) prompt internal reporting of violations of this Code to appropriate persons identified in this Code and (v) accountability for adherence to this Code.

Our business depends on the quality of the Company’s reputation and in turn on all of us to exhibit integrity and engage only in principled business conduct. Thus, in many instances, the policies referenced in this Code go beyond the requirements of the law.

This Code is a statement of policies for individual and business conduct and does not, in any way, constitute an employment contract or an assurance of continued employment or provision of services to the Company. Employees of the Company are employed at-will except when they are covered by an express, written employment agreement. This means that an employee may choose to resign his or her employment at any time, for any reason or for no reason at all. Similarly, the Company may choose to terminate an individual’s employment at any time, with or without notice and for any legal reason or for no reason at all.

IV. IMPLEMENTATION OF THIS CODE

Responsibilities

While each of us is individually responsible for putting this Code to work, we need not do it alone. The Company has a number of resources, people and processes in place to answer our questions and guide us through difficult decisions.

Copies of this Code are available from the Company's Legal and Human Resources Departments. A statement acknowledging compliance with this Code must be signed by all Company Personnel and directors.

Seeking Guidance

This Code cannot provide definitive answers to all questions. If you have questions regarding any of the policies discussed in this Code, or if you are in doubt about the best course of action in a particular situation, you should seek guidance from your supervisor, the Company's Legal Department or the other resources identified in this Code.

Reporting Violations

If you know of or suspect a violation of applicable laws or regulations, this Code or the Company's related policies, you must immediately report that information to the Company's Legal Department. No one will be subject to retaliation because of a good faith report of suspected misconduct.

Special Disclosure and Consent Provisions with Respect to Directors

With respect to directors, in each instance in this Code where disclosure is required to be made to, or consent is required to be obtained from, the Company's Legal Department and is not otherwise specifically required to be made to or obtained from the General Counsel or the Chairman of the Board, the Board of Directors or a committee thereof, then such disclosure or consent shall be required to be made to, or obtained from, the Company's General Counsel and the Chairman of the Board.

Investigations of Suspected Violations

All reported violations will be fully investigated and treated confidentially to the greatest extent possible. It is imperative that reporting persons not conduct their own preliminary investigations. Investigations of alleged violations may involve complex legal issues, and acting on your own may compromise the integrity of an investigation and adversely affect both you and the Company.

Discipline for Violations

The Company intends to use every reasonable effort to prevent the occurrence of conduct not in compliance with this Code and to halt any such conduct that may occur as soon as reasonably possible after its discovery. Subject to applicable law and agreements, Company

Personnel and directors who violate this Code and/or other Company policies and procedures may be subject to disciplinary action, up to and including termination of their employment or association with the Company.

Waivers of this Code

The Company will waive application of the policies set forth in this Code only where circumstances warrant granting a waiver. Waivers of specific provisions in this Code for Company Personnel may be made only in exceptional circumstances, and only after review by the General Counsel and Chief Financial Officer. Waivers of this Code for directors and executive officers of the Company may be made only by the Audit Committee of the Board of Directors and must be promptly disclosed as required by applicable Nasdaq and Securities and Exchange Commission rules or any other applicable law, rule or regulation. This Code may be amended or modified at any time by the Board of Directors. Any material amendment to or waiver of the Code, with respect to directors and executive officers, shall be promptly disclosed to the Company's stockholders through a posting on the Company's website.

No Rights Created

This Code is a statement of the fundamental principles and key policies and procedures that govern the conduct of the Company's business. It is not intended to and does not create any rights in any officer, director, employee, client, supplier, competitor, stockholder or any other person or entity. Further, this Code does not, in any way, constitute an employment contract or an assurance of continued employment or provision of services to the Company.

Remember

Ultimate responsibility to assure that the Company complies with the many laws, regulations and ethical standards affecting our business rests with each of us. You must become familiar with and conduct yourself strictly in compliance with those laws, regulations and standards and the Company's policies and guidelines pertaining to them.

Exhibit H



Welcome to Faraday Future

—

Employee Handbook

[REDACTED]

Whistleblower Rights

Employees and others associated with FF are encouraged to report suspected or actual occurrences of illegal, unethical or inappropriate events (behaviors or practices) without fear of retribution. Reporting of any actual or suspected illegal, unethical or inappropriate behavior should be reported to the employee's supervisor or, if the employee is not comfortable reporting to the supervisor or if the conduct involves the supervisor, the conduct should be reported to the next higher level or management above the supervisor or directly to Human Resources at FFHR@ff.com. Anyone who reports such conduct shall receive no retaliation or retribution for a report that was provided in good faith.

Upon receipt of any such report, FF will conduct a prompt and thorough investigation and report back to the whistleblower with the results of such investigation, where necessitated.

[REDACTED]

Exhibit I

To Whom It May Concern:

I am writing to report the ongoing sales and aftersales noncompliance directed by the founder of Faraday Future (“FF” or “Company”), YT Jia, and his weaponization of HR measures in retaliation against internal staff who raised these compliance concerns. The continued violation of automotive regulations and guidelines has put the Company at significant business risk of losing its dealer license and may put the Company under SEC’s scrutiny in making misleading statements in violation of the federal securities laws.

Due to the conflict of interest that arises with my reporting lines and the friendliness of FF’s Audit Committee to the founder, I am reporting my concerns via this whistleblower channel that I understand will be evaluated only by FF’s General Council, the Chair of the Audit Committee and relevant regulatory bodies. I hope that an independent third-party investigation can be made and that myself and the team members involved are not subject to retaliatory actions for speaking up.

Aftersales noncompliance

Under the direction of YT, FF continues to defy the NHTSA compliance reporting requirements of the TREAD Act. It is currently operating without properly documenting and disclosing software release notes to NHTSA, performing vehicle repairs without work authorization from its vehicle owners, and not documenting all the repairs being performed on customer vehicles. It has come to my attention that through delivery of its first cars, the IAI software group led by Hong Rao has been updating customer vehicles outside FF’s own approved customer software validation process. The IAI team has been releasing non-road approved software on customer cars with the direct guidance and approval of the founder YT Jia. There have been well-documented cases where vehicles did not receive work authorization from its owners, leading multiple employees within the Sales, Aftersales, and Homologation departments to raise concerns of non-compliance. As a result, the founder and its trusted circle of employees have attacked Rob Healey, the Director of Aftersales in UES via official HR investigation. HR has furloughed Rob Healey since and accelerated his relocation deadlines to unreasonable timelines beyond what was agreed with him previously. All these actions only happened after he raised the non-compliance concerns surrounding Hong Rao’s actions that were fully approved by YT Jia. Rob Healey’s furlough and termination clauses were under the guise of cost-cutting measures.

Prioritizing software release targets over customer safety, not properly disclosing and reporting per NHTSA TREAD Act, and a systematic culture of covering up repairs being performed on customer vehicles without proper work authorization, the UES leadership repeatedly pressured the Aftersales team to prematurely release vehicles for sale or return them in operation to its customers. When team members spoke out against the practice, they were unfairly targeted by HR and team members close to YT’s circle of influence. Failure to comply with aftersales guidelines and regulations may cause the Company to lose its California Bureau of Automotive Repair (BAR) License and put the Company’s ability to sell and service vehicles within the US at

risk. More importantly, it could be hiding the existence of a potential safety defect that could lead to recalls and safety concerns.

Sales noncompliance and misleading public statements

FF, under the direction of its User Ecosystem (UES) department led by YT, continues to disregard sales compliance that misleads investors of its vehicle sales volume in an attempt to lift the Company's share price.

The Company repeatedly made press releases about its vehicle sales before it and its selected customers completed the sales process required under California law, prematurely reporting sales to DMV out of compliance to meet its capital market objectives. Out of the four leases the Company has announced to the public to date, only one has been fully funded and deemed a true sale, albeit more than 60 days after the "sale" was announced. Despite repeated objections by Sales staff against the premature announcement of sales, the UES leadership continued to cite the need to announce sales to boost the Company's share price and subjected staff who raised compliance concerns to retaliatory HR actions.

For example, YT's representatives, Wei Gao and Shan He, intentionally prolonged YT's lease transaction closure to prolong the Company's commercial usage of customer vehicles for marketing and R&D purposes, among other unexplained reasons. One strategy YT's representatives deployed to extend the process was by delaying the proof of insurance. They repeatedly misrepresented YT's progress in attaining valid auto insurance and actively questioned the state's mandates on auto insurance. The deliberate failure to provide the proof of insurance not only violates the state's insurance mandates, exposing the Company and its customers to undue liabilities, but also puts the Company's sole direct sales dealer license at risk as the practice is in breach of California DMV regulations surrounding the report of sales. When Victoria Xie, who manages FF Leasing Program, chased YT's representatives for proof of insurance, YT's representatives, in retaliation, lodged a direct HR complaint against her. Additionally, I've been made aware by multiple UES VPs that after the incident, HR has been closely monitoring her attendance and plan to terminate her employment altogether.

When the Sr. Director of Sales and Aftersales and the sole Managing Member of FF dealer entity, Jose Guerrero, objected UES's push to execute vehicle sale agreements without the vehicles passing Pre-Delivery Inspections (PDI) per company protocols, the Chairman of UES Execution Committee, YQ, openly dismissed Jose's objection and ordered the Sales team to continue with the delivery process against customers' interest. FF's disrespect to sales compliance is further shown through its vehicle allocation practice not based on customers' readiness to take delivery but the customers' willingness to enter into FF's Co-Creation Agreements that contains non-disclosure clauses that would limit the customer's ability to exercise their consumer protection under the federal Magnuson-Moss Warranty Act and California's lemon law to report vehicle quality issues and defects. As a consequence of Jose's opposition to execute vehicle sales agreements before the vehicle is read and over sales compliance concerns, he too has been targeted by HR and has been put on HR's list for layoff. Prioritizing sales targets over customer interests to meet capital market objectives, the UES leadership repeatedly pressured the Sales team to prematurely execute sale agreements and to

submit DMV paperwork without the required insurance and cash payments; when team members spoke out against the practice, they were unfairly targeted by HR. Making public announcements of vehicle deliveries knowing the sales have yet to complete is misleading to investors and may be in violation of SEC rules. Intentionally obstructing sales compliance has put the Company's ability to sell vehicles within the US in jeopardy.

Continued Defiance of Governance Resolution

Per the Company's SEC disclosure in 2022, the Company's Special Committee and Board of Directors have approved remedial actions and entered into a binding governance agreement with FF Top Holding LLC to enhance oversight and corporate governance. A significant measure of the remedial actions was to remove YT as an Executive Officer and to limit his role to focus on (a) Product and Mobility Ecosystem and (b) Internet, Artificial Intelligence, and advanced R&D technology.

As a key operation member of FF, I can attest that YT has continued to assert his influence in the Company's management and day-to-day operations to the detriment of the Company's interest. All major operational decisions within key functions of the businesses, including human resources, budget allocations, vehicle release, and the financial services, are directed and approved by YT. YT's trusted circle, despite of their lack of familiarity with the US automotive industry, are put in key positions within the organization to exercise YT's control. Strategic decisions are made in the "Sunday Meeting" attended only by YT and his trusted circle. Western business leaders are deliberately excluded from the Sunday Meeting under the guise of "we don't have English translation" even after the leaders' multiple attempts to join in recognition of the Sunday Meeting's strategic and operational impact. Older colleagues with automotive expertise are dismissed by YT and his circle as "old automotive" or "old school", disregarding their years of experience in regulatory compliance. When YT and his trusted circle inquired about regulatory requirements, it was done so with the clear intention to "creatively" circumvent the rules.

I know that by raising these concerns, I've put myself in the firing line for retaliation from the founder and his trusted circle of executives. Through my employment at Faraday Future, my passion to change the automotive and EV industries are equally matched by a passion for operating a meticulous and deliberate US sales and service model that upholds the highest compliance standards. I look to you to correct the sales and aftersales noncompliance in the best interest of the Company and to make meaningful change of corporate culture that fosters transparency and integrity instead of silencing through retaliation.

Let me know if you have further questions.

Regards,

Jose Guerrero