

**Arrival***Société anonyme*

Registered office: 60A, rue des Bruyères, L-1274 Howald

Grand Duchy of Luxembourg

R.C.S. Luxembourg: B248209

(the “**Company**”)

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**CONVENING NOTICE TO THE ANNUAL GENERAL MEETING OF SHAREHOLDERS AND TO AN  
EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS**

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**1 Notice**

The annual general meeting of the shareholders of the Company will be held on 3 June 2022, at 2:30 p.m. (local time) (the “**AGM**”) and an extraordinary general meeting of the shareholders of the Company will be held on 3 June 2022, at 4:00 p.m. (local time) (the “**EGM**”), at 35, avenue John F. Kennedy, L-1855 Luxembourg, Grand Duchy of Luxembourg.

In accordance with the Luxembourg Law of 23 September 2020, as amended, setting out measures concerning the holding of meetings in companies and in other legal entities (the “**Law**”), and regardless of any contrary provision in the articles of association of the Company and without the articles of association of the Company having to provide for the possibility of doing so, the board of directors of the Company (the “**Board**”) has resolved to hold the AGM and the EGM without a physical presence. The Company’s shareholders are therefore hereby informed that it will not be possible to attend the AGM and the EGM physically. Shareholders are in this context reminded that they may exercise their shareholders’ rights solely by voting remotely or by proxy, as further explained below.

**2 Agendas of the AGM and of the EGM**

The AGM will consider and vote on the following agenda points:

1. To receive the report of the approved statutory auditor of the Company on the annual accounts as at 31 December 2021.
2. To approve the consolidated management report and the consolidated audit report of the Company on the annual accounts as at 31 December 2021.
3. To approve the annual accounts for the year ended 31 December 2021.
4. To allocate the result of the year ended 31 December 2021.
5. To approve the consolidated accounts as at 31 December 2021.
6. To approve the remuneration of the directors of the Company.
7. To approve the appointment by the board of directors of the Company of Yun Seong Hwang as class A director in replacement of Jae Chang Oh.
8. To grant discharge to the directors and to the approved statutory auditor of the Company.

9. To re-appoint Frank Peter Cuneo and Yun Seong Hwang as class A directors of the Company, whose mandate ends following the annual general meeting which will approve the annual accounts for the period ended on 31 December 2021, for the period to end on 31 December 2024.
10. To re-appoint the current approved statutory auditor of the Company.

The EGM will consider and vote on the following agenda points:

1. To abolish the nominal value of all shares issued by the Company, so that the value of each share will forthwith be its accounting par value.
2. To change the currency of the issued capital of the Company from euro to United States dollars by applying the EUR/USD exchange rate published on the website of the European Central Bank on 2 June 2022 (the “**Exchange Rate**”).
3. To convert the existing issued capital amounting to sixty-five million seven hundred sixty-six thousand one hundred seven euro and seventy cent (EUR 65,766,107.70) into its equivalent amount in United States dollars as per the Exchange Rate, rounded down to the nearest cent.
4. To convert the existing authorised capital of the Company (including the issued share capital) amounting to two hundred seventy million euro (EUR 270,000,000.-) into its equivalent amount in United States dollars as per the Exchange Rate, rounded down to the nearest cent.
5. To amend the first paragraph of article 5 and the first paragraph of article 6 of the articles of association of the Company, in order to reflect the foregoing items of the agenda.

### 3 Key dates

23 May 2022, 5:00 p.m. (local time)	Voting Record Date, for both the AGM and the EGM
31 May 2022, 5:00 p.m. (local time)	Deadline to submit proxies/vote remotely with respect to the AGM and the EGM
3 June 2022, 2:30 p.m. (local time)	AGM
3 June 2022, 4:00 p.m. (local time)	EGM

### 4 Right to participate at the AGM and EGM, and voting procedures

#### 4.1 Shareholders

The following persons who comply with the procedure below, and who hold shares on 23 May 2022 at 5:00 p.m. CET (the “**Voting Record Date**”) are eligible to vote at the AGM and EGM:

- registered shareholders of the Company; and
- holders of the Company’s shares traded on the Nasdaq Stock Market in the US under the ticker symbol ARVL that are registered with Broadridge Investor Communications, Inc. (“**Broadridge**”), including those held by Cede & Co. (“**DTCC**”).

Holders of shares held through the operator of a securities settlement system or with a depository (including nominees or brokers that hold shares through DTCC) have the right to instruct their nominee or broker on how to vote with a voter instruction form, or as may otherwise be established by the nominee or broker. Beneficial holders who wish to vote directly must request the nominee or broker that appears as the registered shareholder on the Voting Record Date to issue a legal proxy which allows the beneficial owner to vote his or her shares directly. Beneficial owners who do not vote via their brokers or nominees in accordance with the instructions received or do not have a legal proxy are not eligible to vote.

#### **4.2 Bondholders**

This convening notice is also sent to the holders of bonds issued by the Company. Holders of bonds do not have the right to vote at the AGM and the EGM.

#### **4.3 Voting procedure**

The Company's shareholders may attend the AGM and EGM by proxy (the "Proxy") to be submitted in accordance with the information contained therein such that it is received no later than on 31 May 2022 at 5:00 p.m. local time.

Shareholders may also vote remotely by submitting a ballot paper containing their voting instructions (the "Voting Form") in writing or electronically in accordance with the instructions contained therein, such that it is received no later than on 31 May 2022 at 5:00 p.m. local time. A form of Voting Form and Proxy are attached to this convening notice, both with respect to the AGM and to the EGM.

The Company has sent by post the convening notice, a form of Proxy and a form of Voting Form, together with a control number. Votes to the AGM and EGM can be cast using this control number at <https://www.proxyvote.com/>. If you consider that you are eligible to vote but you have not received the control number by post and you would like to submit your vote online, please contact your bank or broker.

Alternatively, the Voting Form can be submitted by post. The original completed, dated and signed Voting Form should be mailed to the address provided in the form. Shareholders that choose to send their Voting Form by post should also send a scanned copy to [shmeeting@arrival.com](mailto:shmeeting@arrival.com).

All forms and all supporting documents can be downloaded from the Company's website <https://arrival.gcs-web.com/>.

#### **4.4 Supporting documents and information**

Information concerning the matters to be considered and voted upon at the AGM and EGM is available to the shareholders at the registered office of the Company and on the Company's website (<https://arrival.gcs-web.com/>).

Shareholders and bondholders have the right to ask questions about items on the agenda of the AGM and EGM ahead of the meetings. The Company will on a best-efforts basis provide responses to the questions on the Company's website. Questions must be received by the Company **no later than on 27 May 2022**. Questions must be submitted either by registered letters to the registered office of the Company or electronically through the use of Broadridge's platform and include the shareholder's full name and address.

#### **4.5 Personal Data**

In connection with the AGM and EGM, the Company is required to collect certain data including personal data in order to confirm the identity of individual shareholders or shareholder representatives for the purpose of carrying out the AGM and EGM and to comply with applicable laws and regulations. Such personal data may include the contact details and identification details of shareholders (name, address, date of birth, ID number, etc.). By submitting the Proxy or Voting Form, you confirm that you understand the fact that the personal data will be collected, processed and used in connection with the AGM and EGM including for the purpose of the organization of the AGM and EGM and the voting on the resolutions in accordance with the Company's articles of association and applicable laws.

If you choose not to share personal data with us, you will not be able to participate and vote in the AGM and EGM, respectively.

The Company is the data controller for any personal data that is collected in connection with the AGM and EGM. A controller is the entity that decides why and how your information is processed.

We may disclose your personal data to certain entities to the extent required to perform the various activities related to the AGM and EGM. In particular, your personal data may be disclosed to Linklaters LLP and Broadridge Investor Communication Solutions, Inc. If we do this, we will require such third parties to protect the confidentiality and privacy of the personal data and to use such information solely for the purposes for which such information is shared. The Company will ensure that transfers of personal data to such third parties will be carried out in compliance with applicable data protection laws and regulations and in particular, will establish suitable safeguards to ensure that such transfers are carried out in compliance with applicable data protection laws and regulations.

Personal data will be retained no longer than necessary for the purposes indicated hereinabove, unless otherwise required by applicable laws or regulations.

Under certain circumstances, you have rights under data protection laws in relation to your personal data. In particular, you have a right to (i) access your personal data, (ii) be informed about how personal data is used, (iii) have inaccurate personal data rectified, (iv) data portability, and, in certain circumstances, have the right to have your personal data erased, restrict processing of your personal data and object to the processing thereof. To exercise these rights or if you have any other data protection queries, please contact us at [privacy@arrival.com](mailto:privacy@arrival.com).

More information on how we process your data and your rights with respect thereto can be found in our privacy policy, available on our website (<https://arrival.com/world/en/legal/privacy#contents>)

Luxembourg, 6 May 2022

**The Board of Directors of Arrival**

## **Arrival**

*Société anonyme*

Registered office: 60A, rue des Bruyères, L-1274 Howald

Grand Duchy of Luxembourg

R.C.S. Luxembourg: B248209

(the “**Company**”)

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### **Text of the proposed resolutions to the annual general meeting of shareholders of the Company**

**to be held in Luxembourg on 3 June 2022**

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#### **FIRST RESOLUTION**

The meeting received the report of the approved statutory auditor of the Company on the annual accounts as at 31 December 2021, which did not raise any comments.

#### **SECOND RESOLUTION**

The meeting resolved to approve the consolidated management report and the consolidated audit report of the Company on the annual accounts as at 31 December 2021, which did not raise any comments.

#### **THIRD RESOLUTION**

The meeting resolved to approve the annual accounts of the Company for the period ended on 31 December 2021.

#### **FOURTH RESOLUTION**

The meeting resolved, in relation to the annual accounts for the period ended on 31 December 2021, to allocate the annual results as follows:

Out of the net profit of EUR 20,150,325.-:

- to the legal reserve: an amount of EUR 6,576,610.77 corresponding to 10% of the Company’s issued capital;
- amount to be carried forward: an amount of EUR 13,573,714.23 corresponding to the remainder of the net profit.

#### **FIFTH RESOLUTION**

The meeting resolved to approve the consolidated accounts as at 31 December 2021.

#### **SIXTH RESOLUTION**

The meeting resolved to approve the remuneration of the directors of the Company for the financial year ended on 31 December 2021, in the amounts of:

<i>Director</i>	<i>Directorship (EUR excl. VAT, being the equivalent of USD 154,383.56)</i>	<i>Committee (EUR excl. VAT)</i>	<i>RSU number of shares (value EUR Lux GAAP / IFRS)</i>
<i>Frank Peter Cuneo</i>	<i>130,015,26</i>	<i>46,082.25</i>	<i>2,500 shares (29,835.36 / 76,714.26)</i>
<i>Kristen M. O'Hara</i>	<i>130,015,26</i>	<i>13,004.22</i>	<i>2,500 shares (29,835.36 / 76,714.26)</i>
<i>Tawni Lynn Cranz</i>	<i>130,015,26</i>	<i>19,517.45</i>	<i>2,500 shares (29,835.36 / 76,714.26)</i>
<i>Rexford Jay Tibbens</i>	<i>130,015,26</i>		<i>2,500 shares (29,835.36 / 76,714.26)</i>
<i>Alain Kinsch</i>	<i>130,015,26</i>	<i>33,021.42</i>	<i>2,500 shares (29,835.36 / 76,714.26)</i>

## **SEVENTH RESOLUTION**

The meeting resolved to approve the appointment by the board of directors of the Company of Yun Seong Hwang as class A director in replacement of Jae Chang Oh effective as of 7 July 2021.

## **EIGHTH RESOLUTION**

The meeting resolved to grant full discharge to the directors and to the approved statutory auditor of the Company for the proper performance of their respective duties during the financial year ended on 31 December 2021.

## **NINTH RESOLUTION**

The meeting resolved to re-appoint Frank Peter Cuneo and Yun Seong Hwang as class A directors of the Company, whose mandate ends following the current meeting, for a period ending at the annual general meeting which will approve the annual accounts for the period to end on 31 December 2024.

## **TENTH RESOLUTION**

The meeting resolved to re-appoint the current approved statutory auditor of the Company for a period ending at the annual general meeting which will approve the annual accounts for the period to end on 31 December 2022.

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---

**Text of the proposed resolutions to the extraordinary general meeting of shareholders of the Company**

**to be held in Luxembourg on 3 June 2022**

---

**FIRST RESOLUTION**

The Meeting resolved to abolish the nominal value of all shares issued by the Company, so that the value of each share will forthwith be its accounting par value, as such results from the issued share capital.

**SECOND RESOLUTION**

The Meeting acknowledged that the Exchange Rate is set at the EUR/USD exchange rate published on the website of the European Central Bank on 2 June 2022.

The Meeting resolved to change the currency of the issued capital of the Company from euro to United States dollars by applying the Exchange Rate.

**THIRD RESOLUTION**

The Meeting resolved to convert the existing issued capital of the Company amounting to sixty-five million seven hundred sixty-six thousand one hundred seven euro and seventy cent (EUR 65,766,107.70) into the equivalent USD amount as per the Exchange Rate, rounded down to the nearest cent.

**FOURTH RESOLUTION**

The Meeting resolved to convert the existing authorised capital of the Company (including the issued share capital) amounting to two hundred seventy million euro (EUR 270,000,000.-) into the equivalent USD amount as per the Exchange Rate, rounded down to the nearest cent.

**FIFTH RESOLUTION**

The Meeting resolved to amend the first paragraph of article 5 and the first paragraph of article 6 of the articles of incorporation of the Company in order to reflect the above resolutions. Said paragraphs will from now read as follows:

**“Article 5. Issued Capital**

*The issued capital of the Company is set at [\_\_\_\_\_] United States dollars (USD [\_\_\_\_\_] divided into six hundred fifty-seven million six hundred sixty-one thousand seventy-seven (657,661,077)*

shares, with an accounting par value, all of which are fully paid up (any share in the Company, a “Share”).”

**“Article 6. Authorised Capital – Free Shares**

*The authorised capital of the Company (including the issued share capital) is set at [\_\_\_\_\_] United States dollars (USD [\_\_\_\_\_] divided into two billion seven hundred million (2,700,000,000) Shares with an accounting par value as such results from the issued share capital.”*