

## Arrival

*Société anonyme*

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

Grand Duchy of Luxembourg

R.C.S. Luxembourg: B248209

(the “**Company**”)

---

## CONVENING NOTICE TO AN EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS

---

### 1 Notice

An extraordinary general meeting of the shareholders of the Company will be held on 6 April 2023, at 2:00 p.m. (local time) (the “**EGM**”), at the Company’s registered office, at 60A, rue des Bruyères, L-1274 Howald, Grand Duchy of Luxembourg.

In accordance with applicable laws and article 25 of the Company’s articles of associations, the Company’s shareholders will be allowed to attend and participate to the EGM through the webcast hosted on [www.virtualshareholdermeeting.com/ARVL2023SM](http://www.virtualshareholdermeeting.com/ARVL2023SM).

### 2 Agenda of the EGM

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

1. To reduce the share capital of the Company by an amount of eighty-three million five hundred twenty-five thousand five hundred and ninety United States dollars and thirteen cents (USD 83,525,590.13) so as to reduce it from its current amount of eighty-three million six hundred eighty-two thousand one hundred twenty-two United States dollars and thirty-five cents (USD 83,682,122.35) to one hundred fifty-six thousand five hundred thirty-two United States dollars and twenty-two cents (USD 156,532.22) without cancellation of shares (the “**Share Capital Reduction**”) and to allocate the proceeds of such capital reduction to a newly created free reserve.
2. To approve the amendment of 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 Share Capital Reduction and the reduction of the accounting par value of the shares of the Company resulting from such Share Capital Reduction.
3. To approve a share consolidation of all the shares of the Company, having an accounting par value (the “**Existing Shares**”), by means of a reverse stock split at a consolidation ratio to be set between 1-for-30 and 1-for-50 (included) (the “**Consolidation Ratio**”) by the board of directors of the Company, subject to approval of the resolutions to be taken on the basis of the below agenda items, to be implemented on such date as decided by the board of directors of the Company, and to approve the round-up treatment of Existing Shares that cannot be consolidated into a whole number of consolidated shares.
4. To approve the amendment of 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 consolidation of the Existing Shares pursuant to the Consolidation Ratio.

5. To delegate all powers to the board of directors of the Company to implement the foregoing, including to set the Consolidation Ratio, to set the effective date of consolidation of the existing shares of the Company, to issue shares under the authorised capital of the Company or to allocate shares held in treasury by the Company, to confirm the amendment of the first paragraph of article 5 and the first paragraph of article 6 of the articles of association of the Company, to update the share register of the Company and to do any and all formalities in connection therewith.

### 3 Key dates

28 March 2023, at 4 p.m. (Eastern Standard Time)	Voting Record Date, for the EGM
3 April 2023, 11:59 p.m. (Eastern Standard Time)	Deadline to submit proxies/vote remotely with respect to the EGM
6 April 2023, 2:00 p.m. (local time)	EGM

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

#### 4.1 Shareholders

The following persons who comply with the procedure below, and who hold shares on 28 March 2023 at 4 p.m. (Eastern Standard Time) (the “**Voting Record Date**”) are eligible to attend and vote at the 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**”).

Each shareholder is entitled to one vote for each ordinary share held of record by such shareholder as of the Voting Record Date, on each matter submitted to a vote at the EGM.

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 remotely at the EGM through the webcast, 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 EGM.

#### 4.3 Voting procedure

The Company urges each shareholder to cast its vote at the EGM by completing, signing, dating and returning the proxy made available by the Company for use at the EGM in accordance with the instructions below.

The Company's shareholders may attend the EGM by proxy (the "Proxy") to be submitted in accordance with the information contained therein such that it is received no later than on 3 April 2023 at 11:59 p.m. (Eastern Standard Time) (the "Voting Deadline").

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 the Voting Deadline. A form of Voting Form and Proxy are attached to this convening notice.

The Company has sent by post or email, as the case may be, the convening notice, a form of Proxy and a form of Voting Form, together with a control number. Votes to the 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 or email, as the case may be, and you would like to submit your vote online, please contact your bank or broker. If you plan to vote over the internet or by telephone, your vote must be received no later than the Voting Deadline to allow sufficient time to tabulate the votes prior to the start of the EGM.

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).

Shareholders may also vote in person at the EGM. All shareholders must present valid government issued photo identification documentation to attend the EGM, as well as a proof of ownership of shares of the Company as at the Voting Record Date. Admittance of shareholders to the EGM and acceptance of written voting proxies will be governed by Luxembourg law.

Even If you plan to attend the EGM, we recommend that you vote your shares in advance of the EGM in one of the manners available to you so that your vote will be counted if you later are unable to attend the EGM.

A holder of ordinary shares held through the operator of a securities settlement system of with a depository wishing to attend the EGM must provide the Company with a certificate issued by such operator or depository certifying the number of ordinary shares recorded in the relevant account on the Voting Record Date. Such certificate must be provided to the Company no later than three (3) business days prior to the date of the EGM. If you plan to attend the EGM, you are kindly requested to notify the Company thereof in writing and provide your name, address and telephone number and any other necessary materials before on 28 March 2023 at 5:00 p.m. (local time) to the registered office of the Company at 60A, rue des Bruyères, L-1274 Howald, Grand Duchy of Luxembourg or by email 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 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 EGM during the meeting. They may also ask questions ahead of the EGM. The Company will on a best-efforts basis provide responses to the questions at the EGM. Written questions must be received by the Company **no later than on 30 March 2023, 5:00 p.m. (local time)**. Written

questions must be submitted either by registered letters to the registered office of the Company or to [shmeeting@arrival.com](mailto:shmeeting@arrival.com) and include the shareholder's full name and address.

## 4.5 Personal Data

In connection with the 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 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 EGM including for the purpose of the organization of the 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 EGM, respectively.

The Company is the data controller for any personal data that is collected in connection with the 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 EGM. In particular, your personal data may be disclosed to Linklaters LLP and Broadridge. 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>)

## 5 Reverse stock split

No fractional shares will be issued in the context of the reverse stock split proposed at the EGM. Any holder of fractional shares created as a result of the reverse stock split, if approved, will have their shares rounded up to the nearest whole share. The reverse stock split impacts all holders of the Company's ordinary shares and will not impact any shareholders' percentage ownership of ordinary shares (except as to rounding up changes).

Luxembourg, 15 March 2023

**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**”)

---

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

**to be held in Luxembourg on 6 April 2023**

---

#### **FIRST RESOLUTION**

The general meeting of shareholders resolved to reduce the share capital of the Company by an amount of eighty-three million five hundred twenty-five thousand five hundred and ninety United States dollars and thirteen cents (USD 83,525,590.13) so as to reduce it from its current amount of eighty-three million six hundred eighty-two thousand one hundred twenty-two United States dollars and thirty-five cents (USD 83,682,122.35) to one hundred fifty-six thousand five hundred thirty-two United States dollars and twenty-two cents (USD 156,532.22) without cancellation of shares (the “**Share Capital Reduction**”) and to allocate the proceeds of such capital reduction to a newly created free reserve.

#### **SECOND RESOLUTION**

The general meeting of shareholders resolved 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 Share Capital Reduction and the reduction of the accounting par value of the shares of the Company resulting from such Share Capital Reduction.

The first paragraph of article 5 will from now on read as follows:

*“The issued capital of the Company is set at one hundred fifty-six thousand five hundred thirty-two United States dollars and twenty-two cents (USD 156,532.22) divided into seven hundred eighty-two million six hundred sixty-one thousand and seventy-seven (782,661,077) shares, with an accounting par value, all of which are fully paid up (any share in the Company, a “Share”).”*

The first paragraph of article 6 will from now on read as follows:

*“The authorised capital of the Company (including the issued share capital) is set at five hundred forty thousand United States dollars (USD 540,000.-) 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.”*

#### **THIRD RESOLUTION**

The general meeting of shareholders resolved to approve a share consolidation of all the shares of the Company, having an accounting par value (the “**Existing Shares**”), by means of a reverse stock split at a consolidation ratio to be set between 1-for-30 and 1-for-50 (included) (the “**Consolidation Ratio**”) by the board of directors of the Company, subject to approval of the fifth resolution below.

The general meeting of shareholders resolved that, subject to determination of the Consolidation Ratio by the board of directors of the Company, the Existing Shares shall be consolidated as per the Consolidation Ratio on the effective date as decided by the board of directors of the Company into that number of shares as results of the application of the Consolidation Ratio (the “**Consolidated Shares**”), and that the consolidation shall be carried out simultaneously for all Existing Shares in accordance with the Consolidation Ratio, and that the Existing Shares will only be consolidated, in accordance with the Consolidation Ratio, into a whole number of Consolidated Shares with no fractions of ordinary shares being issued.

The general meeting of shareholders further resolved that the positions of Existing Shares that cannot be consolidated into a whole number of Consolidated Shares shall be rounded up to the nearest entire number of Consolidated Shares, in accordance with the rules of the relevant clearing system on which the Existing Shares are listed (the “**Round Up**”).

## **FOURTH RESOLUTION**

The general meeting of shareholders resolved to approve, subject to adoption of the fifth resolution below, the amendment to the first paragraphs of articles 5 and 6 of the articles of association of the Company in order to reflect the above resolutions, and to delegate all and any powers to the board of directors of the Company to update the number of shares in such articles 5 and 6 of the articles of association of the Company following determination of the Consolidation Ratio.

## **FIFTH RESOLUTION**

The general meeting of shareholders resolved to delegate all and any powers to the board of directors of the Company in order to implement the above resolutions, on or before 1 May 2023 (the “**Effective Date**”).

The board of directors of the Company is notably entitled and authorised to set the Consolidation Ratio, to set the Effective Date, to confirm the amendments to the articles of association of the Company on the Effective Date in front of a Luxembourg notary, to issue shares by incorporation of available reserves of the Company under the authorised capital of the Company (as provided for under article 420-22 of the law of 10 August 1915 on commercial companies, as amended, and in the Company’s articles of association), or to allocate shares held in treasury by the Company, as the case may be, to implement the Round Up, to update the share register of the Company and do any formalities in connection therewith.